

# SuperRobotics Holdings Limited

(Formerly Known as SuperRobotics Limited)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8176)

**THIRD QUARTERLY REPORT  
FOR THE NINE MONTHS ENDED  
30 SEPTEMBER 2020**

## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the “Directors” and each, a “Director”) of SuperRobotics Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

*This report, containing the full text of the 2020 Third Quarterly Report of the Company, complies with the relevant requirements of the GEM Listing Rules in relation to information to accompany preliminary announcement of quarterly results. Printed version of the Company’s 2020 Third Quarterly Report will be delivered to the shareholders of the Company and available for viewing on the GEM website at <http://www.hkgem.com> and the Company’s website at <http://www.superrobotics.com.hk> on 13 November 2020.*

### THIRD QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated results of the Group for the three months and nine months period ended 30 September 2020 together with the comparative figures for the corresponding period in 2019 as follows:

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2020 HK\$'000 (unaudited)	2019 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2019 HK\$'000 (unaudited)
Turnover	3	16,163	21,674	47,413	57,274
Cost of sales		<u>(8,566)</u>	<u>(13,542)</u>	<u>(29,792)</u>	<u>(31,465)</u>
Gross profit		7,597	8,182	17,621	25,809
Other income	4	1,213	3,510	4,244	4,335
Selling and distribution costs		(1,711)	(4,652)	(8,774)	(12,521)
Administrative expenses		<u>(22,140)</u>	<u>(18,905)</u>	<u>(75,251)</u>	<u>(79,337)</u>
Loss from operations	5	(15,041)	(11,915)	(62,160)	(61,714)
Finance costs		<u>(1,661)</u>	<u>(692)</u>	<u>(8,240)</u>	<u>(1,579)</u>
Loss before taxation		(16,702)	(12,607)	(70,400)	(63,293)
Income tax expense	6	<u>(721)</u>	<u>(572)</u>	<u>(2,091)</u>	<u>(1,924)</u>
Loss for the period					
Other comprehensive income/ (expenses) for the period		(17,423)	(13,179)	(72,491)	(65,217)
Item that may be subsequently reclassified to profit or loss:					
Exchange differences on translating foreign operations		<u>(1,535)</u>	<u>(1,442)</u>	<u>(5,932)</u>	<u>169</u>
Total comprehensive expenses for the period		<u><u>(18,958)</u></u>	<u><u>(14,621)</u></u>	<u><u>(78,423)</u></u>	<u><u>(65,048)</u></u>

	For the three months ended 30 September		For the nine months ended 30 September		
	2020	2019	2020	2019	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
<i>Notes</i>	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
<b>Loss for the period attributable to:</b>					
Owners of the Company	(12,463)	(14,504)	(63,642)	(70,008)	
Non-controlling interests	(4,960)	1,325	(8,849)	4,791	
	<u>(17,423)</u>	<u>(13,179)</u>	<u>(72,491)</u>	<u>(65,217)</u>	
<b>Total comprehensive expenses for the period attributable to:</b>					
Owners of the Company	(11,086)	(15,975)	(66,698)	(69,875)	
Non-controlling interests	(7,872)	1,354	(11,725)	4,827	
	<u>(18,958)</u>	<u>(14,621)</u>	<u>(78,423)</u>	<u>(65,048)</u>	
<b>Loss per share</b>					
— Basic and diluted	9	<u>HK\$(3.4) cents</u>	<u>HK\$(2.6) cents</u>	<u>HK\$(14.3) cents</u>	<u>HK\$(12.8) cents</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the nine months ended 30 September 2020*

	Share Capital — ordinary shares <i>HKS'000</i>	Share premium <i>HKS'000</i>	Contributed surplus <i>HKS'000</i>	Translation reserve <i>HKS'000</i>	Accumulated losses <i>HKS'000</i>	Other reserve <i>HKS'000</i>	Share based payment reverse <i>HKS'000</i>	Sub-Total <i>HKS'000</i>	Non- Controlling interests <i>HKS'000</i>	Total equity <i>HKS'000</i>
At 1 January 2020 (audited)	50,622	488,163	27,141	3,179	(574,116)	—	25,422	20,411	6,607	27,018
Loss for the period	—	—	—	—	(68,602)	—	—	(68,602)	(3,889)	(72,491)
Other comprehensive income for the period:										
Exchange differences on translating foreign operations	—	—	—	(5,967)	—	—	—	(5,967)	35	(5,932)
Total comprehensive loss for the period	—	—	—	(5,967)	(68,602)	—	—	(74,569)	(3,854)	(78,423)
Transactions with owners in their capacity as owners:										
Employee share option scheme										
Value of employee services	—	—	—	—	—	—	914	914	—	914
Lapse employee share option scheme	—	—	—	—	—	—	—	—	—	—
Change in ownership interest in subsidiaries without change in control	—	—	—	—	—	4,844	—	4,844	—	4,844
Dividends paid to non-controlling interest	—	—	—	—	—	—	—	—	(1,020)	(1,020)
At 30 September 2020 (unaudited)	<u>50,622</u>	<u>488,163</u>	<u>27,141</u>	<u>(2,788)</u>	<u>(642,718)</u>	<u>4,844</u>	<u>26,336</u>	<u>(48,400)</u>	<u>1,733</u>	<u>(46,667)</u>
At 1 January 2019 (audited)	50,622	488,163	27,141	(446)	(405,692)	—	21,247	181,035	5,425	186,460
Loss for the period	—	—	—	—	(70,008)	—	—	(70,008)	4,791	(65,217)
Other comprehensive expenses for the period:										
Exchange differences on translating foreign operations	—	—	—	133	—	—	—	133	36	169
Total comprehensive expenses for the period	—	—	—	133	(70,008)	—	—	(69,875)	4,827	(65,048)
Transactions with owners in their capacity as owners:										
Employee share option scheme										
Value of employee services	—	—	—	—	—	—	3,121	3,121	—	3,121
Lapse employee share option scheme	—	—	—	—	—	—	—	—	—	—
Dividends paid to non-controlling interest	—	—	—	—	—	—	—	—	(2,940)	(2,940)
At 30 September 2019 (unaudited)	<u>50,622</u>	<u>488,163</u>	<u>27,141</u>	<u>(313)</u>	<u>(475,700)</u>	<u>—</u>	<u>24,368</u>	<u>114,281</u>	<u>7,312</u>	<u>121,593</u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and with effect from 22 April 2014, the Company was deregistered in the Cayman Islands and continued in Bermuda as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange. The Company's addresses of the registered office and the principal place of business in Hong Kong are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 1405, 14/F, China Merchant Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong respectively.

The unaudited condensed consolidated financial statements are presented in units of thousands of Hong Kong dollars (HK\$'000), unless otherwise stated, which is the same as the functional currency of the Company.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries are the provision of engineering products and related services (the "**Engineering Business**") and the sales of beauty products and provision of therapy services (collectively the "**Beauty Business**").

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**"), which is a collective term that includes all applicable HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations ("**Int**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), and accounting principles generally accepted in Hong Kong. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in the audited consolidated financial statements for the year ended 31 December 2019, except for the adoption of new and amendments to HKFRSs that affect the Group and has adopted the first time for the current period's unaudited condensed consolidated third quarter result.

### 3. TURNOVER

	For the three months ended 30 September		For the nine months ended 30 September	
	2020	2019	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Sale of beauty products	249	547	847	2,003
Provision of therapy services	8,923	13,376	27,109	40,628
Provision of engineering products and related services	6,991	7,751	19,457	14,643
	<u>16,163</u>	<u>21,674</u>	<u>47,413</u>	<u>57,274</u>

### 4. OTHER INCOME

	For the three months ended 30 September		For the nine months ended 30 September	
	2020	2019	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Interest income on bank deposits	3	37	39	198
Gain on land-use-right	—	39	—	39
Sundry income	1,210	3,434	4,205	4,098
	<u>1,213</u>	<u>3,510</u>	<u>4,244</u>	<u>4,335</u>

### 5. LOSS FROM OPERATIONS

	For the three months ended 30 September		For the nine months ended 30 September	
	2020	2019	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Loss from operations has been arrived at after charging:				
Depreciation on property, plant and equipment	170	2,683	4,249	5,787
Depreciation of right-of-use assets	3,615	1,630	8,907	6,885
Operating lease rentals in respect of rented premises	390	1,248	2,013	1,405
Staff costs including directors' emoluments				
— salaries and other allowances	8,452	5,909	33,640	28,324
— contributions to retirement benefits scheme	195	340	987	1,767
	<u>195</u>	<u>340</u>	<u>987</u>	<u>1,767</u>

## 6. INCOME TAX

	For the three months ended 30 September		For the nine months ended 30 September	
	2020 HK\$'000 (unaudited)	2019 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2019 HK\$'000 (unaudited)
Current tax expense				
— Hong Kong Profits Tax	(721)	(572)	(2,091)	(1,924)
— China Corporate Income Tax	—	—	—	—
	<u>(721)</u>	<u>(503)</u>	<u>(2,091)</u>	<u>(1,519)</u>

Hong Kong profits tax has been provided for at the rate of 16.5% (nine months ended 30 September 2019: 16.5%) on the estimated assessable profit for the period. The Group's subsidiaries in Mainland China are subject to the China corporate income tax at a rate of 25% (nine months ended 30 September 2019: 25%) on the estimated assessable profit. No income tax has been provided for the subsidiary in Canada since the subsidiary has no assessable profit for the nine months ended 30 September 2020.

## 7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2020 (nine months ended 30 September 2019: Nil).

## 8. LOSS PER SHARE

The calculation of the basic loss per share for the nine months ended 30 September 2020 is based on the loss for the period of approximately HK\$63,642,000 (2019: loss approximately HK\$70,008,000) and on the weighted average 506,219,996 shares in issue during the nine months ended 30 September 2020 (2019: 506,219,996 shares).

Diluted loss per share for the nine months ended 30 September 2020 was the same as the basic loss per share as there was no diluting event.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

The Group is principally engaged in the sale of beauty products and provision of therapy services (collectively, the “**Beauty Business**”), as well as the provision of engineering products and related services (the “**Engineering Business**”). For the sale of beauty products, the Group offers a variety of beauty products and a variety of medical skincare products. For the provision of therapy services, the Group operates a medical skincare centre at Soundwill Plaza in Causeway Bay.

For the engineering products, the Group offers robotic products. For the provision of engineering related services, the Group provides equipment installation, support and maintenance services for robotics and automation systems.

Due to the outbreak of the COVID-19 Virus, the revenue derived from the sale of beauty products and the provision of therapy services rendered has reduced by approximately 57.7% and decreased by approximately 33.3% to approximately HK\$0.8 million and approximately HK\$27.1 million, respectively for the nine months ended 30 September 2020.

For the Engineering Business, during the nine months ended 30 September 2020, the Group continued to develop and perfect its robotic products. The Group has also driven the commercialization of its products at steady pace through domestic platforms, upon which large-scale of civil application can be expected. For the period under review the revenue of the Engineering Business has increased by approximately 32.9% and contributed a total revenue of approximately HK\$19.5 million to the total turnover of the Group.

### Financial review

During the period under review, the Group recorded a turnover of approximately HK\$47.4 million, representing an decrease of approximately 17.2% as compared with the corresponding period in 2019, of which approximately HK\$0.8 million (2019: approximately HK\$2.0 million), approximately HK\$27.1 million (2019: approximately HK\$40.6 million) and approximately HK\$19.5 million (2019: approximately HK\$14.6 million) were generated from the sales of beauty products, provision of therapy services and sales of robotic products respectively.

The gross profit margin was approximately 37.2% (2019: gross profit margin of approximately 45.1%). The decrease in gross profit margin is mainly due to decrease in the gross profit margin of the Engineering Business, which has decreased to approximately 25.0% for the nine months ended 30 September 2020 from approximately 29.4% for the corresponding period in 2019 as well as decrease in the gross profit margin of the Beauty Business which has decreased from a gross profit margin of approximately 50.4% for the nine months end 30 September 2019 to approximately 45.6% for the nine months ended 30 September 2020.

Other income of approximately HK\$4.2 million (2019: approximately HK\$4.3 million) was mainly contributed by interest income from bank deposits and government subsidies.

The selling and distribution costs was approximately HK\$8.7 million for the nine months ended 30 September 2020 (2019: approximately HK\$12.5 million), representing an decrease of approximately 29.9% over the corresponding period in 2019. Such decrease was mainly attributed to decrease in advertising and promotion activities of the Beauty Business. The selling and distribution costs of approximately HK\$2.4 million and approximately HK\$6.3 million incurred by the Beauty Business and the Engineering Business respectively during the period under review.

The administrative expenses was approximately HK\$75.3 million for the nine months ended 30 September 2020 (2019: approximately HK\$79.3 million), representing an decrease of approximately 5.2% over the last corresponding period. Such improvement was mainly attributed to an decrease in research and development expenses of approximately HK\$4.0 million.

The loss for the period amounted to approximately HK\$72.5 million for the nine months ended 30 September 2020 (2019: approximately HK\$65.2 million). The increase in loss for the period was mainly due to decrease in revenue generated by the Beauty Business.

#### **MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND AFFILIATED COMPANIES**

There is no material acquisition and disposal of subsidiaries, associates and affiliated companies during the nine months ended 30 September 2020.

#### **FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in this report, the Group does not have any concrete plan for material investments or capital assets for the coming year.

## OUTLOOK

With the COVID-19 outbreak continuously affecting the livelihood and economy of the whole world, the year 2020 may be a new starting point for China's robotics industry and a major hurdle in the future as well. Based on a comprehensive analysis of various factors such as population structure, application scenarios, industrial policies, and corporate investment confidence, the main development trends of the robotics industry in the near future include the possibly further concentration of market share and the sustainable growth in research and development. Robot companies in the 5G commercial era are expected to be deeply integrated with Internet of Industry and the Internet of Things; the demand for collaborative robots is expected to expand rapidly and may become one of the key breakthroughs for local enterprises. With the development of technology, the actual application effect of robots has been upgraded from machine substitution to intelligent manufacturing, and from merely replacing humans to improving enterprise efficiency and the quality of products and services. In addition, national and local policy support has been strengthened, and intelligent upgrading has been strongly assisted, both of which have contributed to providing a relatively favorable environment for the development of the robotics industry. With the transformation and upgrading of China's manufacturing industry, the fields of 3C, semiconductors, new energy, logistics and warehousing will witness tremendous growth in the future, which will help promote the diversified development of industrial robot demand and continue to expand the total domestic market capacity. The service robots in particular, with the rapid advancement of domestic 5G network construction, its ultrawideband, massive connections and ultra-low latency provide a variety of connections and communications between people and people, people and machine and among machines so that it is expected to empower the service robot industry. Because of 5G network, cloud computing and storage are made possible through high-speed and stable data transmission, and robot data collection limits and intelligence are greatly promoted, making service robots become one of the best carriers for 5G technology application services. The Group estimates that 5G commercial is expected to promote China to become the largest market for service robots, and which will be the basis of industrialization. And as high-end intelligent products, service robots and security robots of the Group that keep pace with the times will become a tipping point in the intelligent development of the industry in the future by integrating artificial intelligence, 5G technology and cloud computing technology.

At the same time, the State Council, the National Development and Reform Commission, the Ministry of Science and Technology, and the Ministry of Industry and Information Technology have successively introduced a number of industrial policies to support the development of China's intelligent equipment manufacturing industry. The jointly formulated 'Smart Manufacturing Development Plan' proposes to strengthen overall coordination, improve the innovation system, increase fiscal and taxation support, innovate financial support methods, exert the role of industry organizations, deepen international cooperation and exchanges and so on. IFR estimates that from 2019 to 2021, the global robot sales CAGR will be 1.85%, and the sales volume will reach 11.64% compared with 2019.

Besides, in the face of epidemic nationwide and even affecting the world, the Ministry of Industry and Information Technology issued the ‘Fully Exert the Utility of Artificial Intelligent and Unitedly Resist the Novel Coronavirus Pneumonia Initiative’ on February 4th 2020, and major companies of artificial intelligent responded actively to resist the epidemic. The widespread application and popularization of the robots have also accelerated and promoted the development of the robotics industry, as well as the contactless economy. During the epidemic prevention and control process, products such as consultation robots, temperature measurement robots, disinfection robots, patrolling and security robots, distribution robots and so on have been comprehensively tested in practice, prompting more medical institutions to introduce robots to provide both human and technical support for epidemic prevention and control. The current consensus is that the epidemic is a catalyst that will accelerate the application process of service robots in China. When the epidemic recedes, the broad application prospects of service robots in medical, communications, security and other fields will be well known to the public, and the significant importance of artificial intelligence and robots will become increasingly prominent. At present, domestic service robots share is less than 30%, and the market potential is huge. With the aging trend, rising labor costs and continuous improvement in product performance, the market potential of domestic service robots is expected to continue to be released, and manufacturers with scale and technological competitive advantages will take the lead. As a result, the Group’s future development ideas and prospects have become clearer.

Despite the huge market potential, the Group’s business will be facing tremendous risks in a short period of time once external demand weakens for the reason that the epidemic has impacts on the service industry and manufacturing industry in its duration of time and intensity of influence. The severe global situation of the current epidemic will undoubtedly bring a lot of uncertainty to the domestic and international economy recovery in the short term. The social systems, economic development levels, social culture and actual political conditions of different countries have adversely affected the prevention and control of the epidemic in many ways. Normal global production and trade activities have been severely affected, increasing downward pressure on the global economy and even causing a recession. The global commodity markets have been influenced and the stock market has been further frustrated. Outbreak reductions and delays in resumption of work caused by epidemic prevention and control increase risks at global supply chain, and consumption, investment and import and export will also be affected. The Group needs to be prepared to deal with the worsening situation.

In view of the persistent social conflict in Hong Kong and the severe economic downturn that has seriously affected the industry’s living environment and the consumers, the Board expects that the Group’s Beauty Business may not be optimistic.

## CONTINGENT LIABILITIES

The Group does not have significant contingent liability as at 30 September 2020.

## EVENTS AFTER REPORTING PERIOD

The Group has no significant event after the reporting period.

## USE OF NET PROCEEDS FROM ISSUANCE OF ORDINARY SHARES

Net proceeds from the subscription of 21,000,000 new shares of the Company which was completed on 4 August 2017 were HK\$130.0 million. The use of proceeds is as follows:

		Utilisation up to 31 December 2017	Utilisation up to 31 December 2018	Utilisation up to 31 December 2019	Utilisation up to 30 September 2020	Remaining balance
	Net proceeds	'million	'million	'million	'million	'million
Intended use						(Note)
Construction of production plants	50.0	16.8	27.9	35.6	38.3	11.7
General working capital	80.0	40.1	80.0	80.0	80.0	—
	<u>130.0</u>	<u>56.9</u>	<u>107.9</u>	<u>113.1</u>	<u>118.3</u>	<u>11.7</u>

*Note:* The utilisation period of the remaining balance is expected to be within the next 24 months instead of 12 months as initially planned. The change in utilisation period is due to uncertainty faced by the Group arising from the outbreak of the COVID-19 and fluctuation of economy in the PRC and the rest of the world. As a result, the Group intends to maintain current production capacity and only expand our production capacity when the Group's assessment on the impact from the outbreak of the COVID-19 becomes clearer.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2020, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or as otherwise were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long and short positions in the ordinary shares and underlying shares of the Company

Name of Director/ chief executive	Nature of interests	Notes	Interest in shares (Note 1)	Total interest in shares (Note 1)	Approximate percentage of shareholding (Notes 1 and 3)
Mr. Su Zhituan	Interest of controlled corporation	2	151,425,197(L)	151,425,197(L)	29.91%(L)

Notes:

1. "L" represents long position in shares of the Company and "S" represents short position in shares of the Company.
2. Tai Dong New Energy Limited ("Tai Dong") is ultimately wholly-owned by Mr. Su Zhituan and holds long position in 151,425,197 shares of the Company. Accordingly, Mr. Su Zhituan is deemed to be interested in the long position in 151,425,197 shares of the Company.
3. The percentage is calculated on the basis of 506,219,666 shares of the Company in issue as at 30 September 2020.

Save as disclosed above, as at 30 September 2020, so far as is known to any Directors or chief executive of the Company, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2020, so far as is known to the Directors and the chief executive of the Company, the interests and shorts positions of the persons or corporations (other than the Directors and the chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

### Interests and short positions in the ordinary shares or underlying shares of the Company

Name of shareholder	Nature of interests	Notes	Interest in shares of the Company (Note 1)	Total interest in shares of the Company (Note 1)	Approximate percentage of shareholding (Notes 1 and 9)
Tai Dong	Beneficial owner	2	151,425,197(L)	151,425,197(L)	29.91%(L)
Hong Kong Bridge Investments Limited (“Hong Kong Bridge Investments”)	Interest of controlled corporation	3	41,666,666(L)	41,666,666(L)	8.23%(L)
HKBridge Absolute Return Fund, L.P. (“HKBridge Absolute”)	Beneficial owner	4	64,148,063(L)	64,148,063(L)	12.67%(L)
On Top Global Limited (“On Top Global”)	Beneficial owner	5	24,397,946(L)	24,397,946(L)	4.82%(L)
Renco Holdings Group Limited (“Renco Holdings”)	Interest of controlled corporation	3,4,5	130,212,675(L)	130,212,675(L)	25.72%(L)
Allied Year Limited	Security interest	6	41,666,666(L)	41,666,666(L)	8.23%(L)
中國華融資產管理股份有限公司 (China Huarong Asset Management Co., Ltd.) (“China Huarong”)	Interest of controlled corporation	6	41,666,666(L)	41,666,666(L)	8.23%(L)
KE10MA Holdings Inc. (“KE10MA Holdings”)	Beneficial Owner	7	29,286,971(L)	29,286,971(L)	5.79%(L)
Andrew Avi Goldenberg	Interest of controlled corporation	7	29,286,971(L)	29,286,971(L)	5.79%(L)
Aviva C Goldenberg	Interest of controlled corporation	7	29,286,971(L)	29,286,971(L)	5.79%(L)
Greater Harmony Limited (“Greater Harmony”)	Beneficial owner	8	30,000,000(L)	30,000,000(L)	5.93%(L)
Ko Chun Shun Johnson	Interest of controlled corporation	8	30,000,000(L)	30,000,000(L)	5.93%(L)

*Notes:*

1. “L” represents long position in shares of the Company and “S” represents short position in shares or underlying shares of the Company.
2. Tai Dong is interested in 151,425,197 shares of the Company. As Tai Dong is ultimately wholly-owned by Mr. Su Zhituan, Mr. Su Zhituan is deemed to be interested in such 151,425,197 shares of the Company.
3. Hong Kong Bridge Investments is interested in 41,666,666 shares of the Company. As Hong Kong Bridge Investments is a wholly-owned subsidiary of Renco Holdings, Renco Holdings is deemed to be interested in such 41,666,666 shares of the Company.
4. HKBridge Absolute, a Cayman Islands exempted limited partnership, the general partner of which is HKBridge (Cayman) GP2 Limited, a Cayman Islands limited liability company, is interested in 64,148,063 shares of the Company. As the entire issued share capital of the general partner of HKBridge Absolute is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interested in such 64,148,063 shares of the Company.
5. On Top Global is interested in 24,397,946 shares of the Company. As On Top Global is a wholly-owned subsidiary of Hong Kong Bridge High-Tech Investment Fund, L.P. (“**Hong Kong Bridge High-Tech**”), Hong Kong Bridge High-Tech is deemed to be interested in such 24,397,946 shares. Hong Kong Bridge High-Tech, a Cayman Islands exempted limited partnership, the general partner of which is Hong Kong Bridge High-Tech Investment G.P Limited, a Cayman Islands limited liability company. As the entire issued share capital of the general partner of the Hong Kong Bridge High-Tech is indirectly owned by Renco Holdings, Renco Holdings is deemed to be interest in such 24,397,946 shares of the Company.
6. China Huarong indirectly owned 51% equity interest in Allied Year Limited, which had a security interest over 41,666,666 shares of the Company. China Huarong is therefore deemed to be interested in 41,666,666 shares of the Company.
7. KE10MA Holdings is interested in 29,286,971 shares of the Company. KE10MA Holdings is 50%-owned by Dr. Andrew Avi Goldenberg and 50%-owned by Mrs. Aviva C Goldenberg. As Mrs. Aviva C Goldenberg is the spouse of Dr. Andrew Avi Goldenberg, Dr. Andrew Avi Goldenberg is deemed to be interested in such 29,286,971 shares of the Company.
8. Greater Harmony is interested in 30,000,000 shares of the Company. As Greater Harmony is ultimately wholly-owned by Mr. Ko Chun Shun Johnson. Mr. Ko Chun Shun Johnson is deemed to be interested in such 30,000,000 shares of the Company.
9. The percentage is calculated on the basis of 506,219,666 shares of the Company in issue as at 30 September 2020.

Save as disclosed above, as at 30 September 2020, so far as is known to the Directors and the chief executive of the Company, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, no other persons or corporations (other than the Directors and the chief executive of the Company) has interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own codes of conduct regarding Directors' and relevant employees' securities transactions, namely "Code for Securities Transactions by Directors" and "Code for Securities Transactions by Relevant Employees", both of which apply to all Directors and relevant employees of the Company on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Having made specific enquiry with each of the Directors, all Directors have confirmed that they have complied with such code and the required standard of dealings on Directors' securities transactions during the nine months period ended 30 September 2020.

## SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the shareholders of the Company on 7 November 2014, the Company adopted a new share option scheme to replace the share option scheme adopted on 30 January 2002. The principal terms of the share option scheme were disclosed in the Company's 2016 annual report. Details of movements in the Company's share options during the nine months period ended 30 September 2020 are set out as follows:

	Number of share options				Outstanding at 30 September 2020
	Outstanding at 1 January 2020	Granted during the period <i>(Note)</i>	Exercised during the period	Lapsed during the period	
Senior management and employees	2,614,325	—	—	—	2,614,325
Total	<u>2,614,325</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>2,614,325</u>
Exercisable at the end of the period					<u>2,614,325</u>

*Note:*

A total of 7,480,000 share options were granted on 3 January 2017, with an exercise price of HK\$8.9 and exercise period from 3 January 2017 to 2 January 2022, of which (i) 25% of the share options are exercisable from 3 January 2018 to 2 January 2022; (ii) 25% of the share options are exercisable from 3 January 2019 to 2 January 2022; (iii) 25% of the share options are exercisable from 3 January 2020 to 2 January 2022; and (iv) 25% of the share options are exercisable from 3 January 2021 to 2 January 2022.

## **COMPETING INTERESTS**

As at 30 September 2020, none of the Directors, substantial shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which causes or may cause any significant competition with the business of the Group.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

The Company did not redeemed any of its listed shares during nine months ended 30 September 2020. Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2020.

## **AUDIT COMMITTEE**

The Board has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Mr. Chu Kin Wang, Peleus (chairman), Mr. Tam B Ray, Billy and Dr. Wang Dangxiao. The Audit Committee has reviewed the unaudited condensed consolidated third quarterly results of the Group for the nine months ended 30 September 2020 and has provided advice and comments thereon.

## CORPORATE GOVERNANCE CODE

The Board believe that the corporate governance is essential to the success of the Company. The Board is committed to maintaining corporate governance with high standard and ensuring compliance of the legal and regulatory requirements. The Company has put in place governance practices with emphasis on the integrity, quality of disclosures, transparency and accountability for the shareholders of the Company.

Throughout the 2020 third quarter period, the Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.

By Order of the Board  
**SuperRobotics Holdings Limited**  
**Su Zhituan**  
*Chairman and Executive Director*

Hong Kong, 13 November 2020

*As at the date of this report, the Board comprises three executive Directors, namely Mr. Su Zhituan (Chairman), Mr. Sun Ziqiang (Vice-chairman) and Ms. Wu Ying, and one non-executive director Mr. Fan Yu and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Chu Kin Wang, Peleus and Dr. Wang Dangxiao.*