SuperRobotics Holdings Limited
超人智能控股有限公司

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

(Stock Code: 8176)

SUPPLEMENTAL ANNOUNCEMENT
(1) IN RELATION TO THE FINAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024;
(2) MAJOR TRANSACTION IN RELATION TO THE TRADING OF LISTED SECURITIES; AND
(3) UPDATE ON THE TRADING OF LISTED SECURITIES

MAJOR TRANSACTION IN RELATION TO THE TRADING OF LISTED SECURITIES

It has come to the attention of the Board that the Transaction would have constituted a major transaction on the part of the Company to which the Company had not fully complied with the disclosure requirements under the GEM Listing Rules at the relevant time of entering into the Transaction.

GEM LISTING RULES IMPLICATION

As one or more of the relevant applicable percentage ratios for the Transaction exceeded 25% but was less than 75%, the Transaction constituted a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules and was therefore subject to the notification, announcement and the Shareholders' approval requirements under the GEM Listing Rules.

In order to rectify the non-compliance with the GEM Listing Rules in respect of the Transaction, an SGM will be convened for the Shareholders to consider, if thought fit, approve the Transaction. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders have a material interest in the Transaction. Accordingly, no Shareholder is required to abstain from voting at the SGM.

A circular containing, among other things, further details of the Transaction together with the notice of the SGM, and other information as required by the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 1 August 2025.

Reference is made to the final results announcement (the "**Final Results**") of SuperRobotics Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") for the year ended 31 December 2024 and dated 31 March 2025. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Final Results.

In addition to the information provided in the section headed "**Financial Review**" in the Final Results, the board (the "**Board**") of directors (the "**Director(s)**") of the Company would like to provide the following supplementary information to the shareholders (the "**Shareholders**") of the Company regarding (i) an increase in financial assets at fair value through profit or loss of HK$2.6 million (the "**Financial Assets**"); and (ii) realised gain on fair value change of the Financial Assets of HK$6.5 million for the year ended 31 December 2024.

MAJOR TRANSACTION IN RELATION TO THE TRADING OF LISTED SECURITIES

It has come to the attention of the Board that the Transaction would have constituted a major transaction on the part of the Company to which the Company had not fully complied with the disclosure requirements under the GEM Listing Rules at the relevant time of entering into the Transaction.

The following are the details in relation to the Transaction:

Date	**Stock code**	**Name of listed issuer**	**Number of shares of China Financial Services ("CFS Shares")**	**Transaction**	**Consideration (after deducting the brokerage, stamp duty, trading fee and SFC levy) (HK$)**
3 October 2024	605	China Financial Services Holdings Limited ("**China Financial Services**")	1,017,000	Disposal	6,788,796

As the Transaction was conducted in the open market, the Company is not aware of the identity(ies) of the purchaser(s). To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the purchaser(s) and their ultimate beneficial owner(s) (if any), is/are Independent Third Party(ies).

Information on China Financial Services

China Financial Services is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. China Financial Services and its subsidiaries are principally engaged in the provision of financing services in four operating regions, namely Hong Kong and Shenzhen, Chengdu and Beijing of the People's Republic of China.

The following is the financial information of China Financial Services for the two financial years ended 31 December 2022 and 31 December 2023 as set out in the annual report of China Financial Services for the year ended 31 December 2023:

	For the year ended 31 December 2023	**For the year ended 31 December 2022**
	HK$'000	*HK$'000*
	(Audited)	*(Audited)*
Interest and financing consultancy services income	131,473	200,826
(Loss) before taxation	(155,473)	(19,191)
(Loss) for the year	(157,588)	(48,754)
Total asset	2,214,651	2,644,407
Net assets value	699,944	871,062

Information on the Group

The principal activities of the Group are the provision of engineering products and related services.

Reasons for and benefits of the Transaction

The Group has been investing in listed securities in Hong Kong in order to enhance the investment portfolio and achieve net asset appreciation of the Group. The Transaction was made with reference to the prevailing market price of the CFS Shares and the Directors considered that the Transaction can enable the Group to optimise its financial and cash position.

EDS Distribution Limited ("**EDS**"), an indirect non-wholly owned subsidiary of the Company, acquired the CFS Shares on market on 15 January 2024 at the consideration of HK$300,896.50 (including the brokerage, stamp duty, trading fee and SFC levy), being a minimal amount at a relatively low market price, from its idle funds for investment. The board of directors of EDS at the time of the Transaction consisted of 2 directors (the "**EDS Director(s)**"). Such EDS Directors had access to the securities trading account of EDS, one of which was responsible for monitoring and the other of which was responsible for approving the trading of listed securities for EDS. As part of the internal control procedures of EDS in relation to the trading of listed securities, any trading of listed securities would require approval by the EDS Director designated to approve such transactions, whom was also responsible for determining whether any proposed securities transaction would constitute a notifiable transaction. If any proposed securities transaction would constitute a notifiable transaction, the same EDS Director would be responsible for reporting the proposed securities transaction to the Board and obtaining approval before proceeding with the transaction.

On 3 October 2024, being the date of the Transaction, one of the EDS Directors noticed that the share price of the CFS Shares rose significantly compared to the acquisition price of HK$0.2959 per CFS Share on 15 January 2024 and considered that EDS should dispose of the CFS Shares it held to lock in the profits. Such EDS Director informed the other EDS Director in accordance with the internal control procedures of EDS and as a result of the sudden significant surge in the trading price of CFS Shares which was highly volatile and taking into account that the CFS Shares were acquired at a relatively low market price of HK$300,896.50 (including the brokerage, stamp duty, trading fee and SFC levy) on 15 January 2024, the other EDS Director intuitively assumed that the Transaction would not constitute a notifiable transaction on the part of the Company by reason that the CFS Shares were acquired at a minimal consideration. As such, the EDS Directors had not reported the Transaction to the Board. The Company regrets the inadvertent mistake and will undertake the necessary remedial actions as set out below to avoid future non-compliances from the GEM Listing Rules.

In view of the aforesaid and having considered that the Transaction was made in the open market at prevailing market price, the Directors are of view that the Transaction was fair and reasonable, on normal commercial terms and in the interest of the Company and its shareholders as a whole.

Financial effects of the Transaction and use of proceed

The Group recognised (i) an increase in Financial Assets at fair value through profit or loss of HK$2.6 million; and (ii) realised gain on fair value change of the Financial Assets of HK$6.5 million for the year ended 31 December 2024. It is intended that the net proceeds of approximately HK$6.8 million from the Transaction will be used as general working capital of the Group.

Remedial actions

As an immediate remedial action, the Company has admitted the non-compliance with the GEM Listing Rules requirements regarding the Transaction and has published this announcement.

To prevent similar incidents from happening again in the future, the Company will take/has taken the following remedial actions:

(i) The Company has designated a team of personnel (the "**Team**"), consisting of an internal accountant of the Group (the "**Accountant**"), and the company secretary (the "**Company Secretary**") of the Company, to monitor and assess any transactions involving the trading of listed securities. Before such transaction is entered into, the transaction will be reported to the relevant member of the Team and confirmation has to be obtained from the relevant member of the Team that such transactions do not constitute notifiable transactions on the part of the Company before they are proceeded with.

(ii) The Team will compute the percentage ratios in accordance with Chapter 19 of the GEM Listing Rules prior to the entering into of any transactions involving the trading of listed securities.

(iii) Any transactions involving the trading of listed securities in which any of the percentage ratios exceeds 5% will be reported to the Board and prior approval of the Board shall be obtained before such transaction is proceeded with.

(iv) The Group has issued relevant guidance and training materials, in particular, on how to identify notifiable transactions under the GEM Listing Rules, to the Directors, senior management, the Accountant, the Company Secretary and the EDS Directors. The Group has also arranged a training session from its legal advisers on compliance requirements for notifiable transactions so as to improve the standard of corporate governance and operating management of the Company.

(v) The Company will seek legal advice and/or other professional advice from time to time as and when it is necessary to ensure proper compliance with the relevant requirements of the GEM Listing Rules by the Group.

The above remedial measures have been completed and in place in mid-June 2025. In addition, EDS has ceased all the investments in listed securities and closed its securities account. The Group has no plans to engage in the trading of listed securities for the time being. In the event the Group intends to engage in the investment in listed securities in the future, Board approval in relation to the same will be sought before it is proceeded with.

GEM Listing Rules Implication

As one or more of the relevant applicable percentage ratios for the Transaction exceeded 25% but was less than 75%, the Transaction constituted a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules and was therefore subject to the notification, announcement and the Shareholders' approval requirements under the GEM Listing Rules.

In order to rectify the non-compliance with the GEM Listing Rules in respect of the Transaction, an SGM will be convened for the Shareholders to consider, if thought fit, approve the Transaction. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders have a material interest in the Transaction. Accordingly, no Shareholder is required to abstain from voting at the SGM.

A circular containing, among other things, further details of the Transaction together with the notice of the SGM, and other information as required by the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 1 August 2025.

UPDATE ON THE TRADING OF LISTED SECURITIES

In addition to the Transaction, the Group has entered into the following transactions in relation to the trading of listed securities during the year ended 31 December 2024 up to the date of this announcement:

Date	Stock code	Name of listed issuer	Number of shares	Transaction	Consideration (HK$)
12 January 2024	8163	NOIZ Group Limited	5,100,000	Acquisition	1,099,718.76 (including the brokerage, stamp duty, trading fee and SFC levy)
22 October 2024	1259	Prosperous Future Holdings Limited	15,000,000	Acquisition	857,509.45 (including the brokerage, stamp duty, trading fee and SFC levy)
13 January 2025	8163	NOIZ Group Limited	5,100,000	Disposal	900,150.08 (after deducting the brokerage, stamp duty, trading fee and SFC levy)
8 April 2025	1259	Prosperous Future Holdings Limited	15,000,000	Disposal	269,207.55 (after deducting the brokerage, stamp duty, trading fee and SFC levy)

The transactions set out above were funded by the idle funds of the Group for investment purposes and it is intended that the net proceeds of approximately HK$1.17 million from the transactions set out above will be used as general working capital of the Group, namely, as to approximately HK$827,000 will be used to settle professional and consultancy fees, as to HK$93,000 will be used to settle directors' fees and staff salary, as to approximately HK$250,000 will be used to settle other administrative expenses including the service charges for the financial printer and the share registrar. As at the date of this announcement, none of the proceeds have been utilised.

Despite the Company having a net liability position of approximately HK$144,718,000 and approximately HK$161,949,000 as at 31 December 2023 and 31 December 2024 respectively, the Company recorded cash and cash equivalents of approximately HK$12,003,000 and HK$14,038,000 as at 31 December 2023 and 31 December 2024 respectively. The acquisition of the shares of China Financial Services, NOIZ Group Limited and Prosperous Future Holdings Limited at the consideration of approximately HK$2,258,000 in aggregate represented approximately 18.81% and 16.08% respectively of the cash and cash equivalents as at 31 December 2023 and 31 December 2024 respectively. The Group has to retain an appropriate level of cash as its general working capital and for contingencies. The Board was of the view that if all the Company's cash was deposited into the savings account of the Company, it would bear interest of 0.25% per annum only. As at 31 December 2023, the Company estimated that without taking into account of the net proceeds from any equity fund raising activity which might be conducted, there would be a net cash outflow of approximately HK$7 million for operations for the year ended 31 December 2024. Given the amount of cash and cash equivalents of approximately HK$12 million as at 31 December 2023, the Group's utilisation of a limited portion of its cash in the amount of approximately HK$2.26 million for investment in listed securities would provide the Group with opportunities to generate additional income and returns on its cash on hand and also provide liquidity to the Group to accommodate to its working capital needs based on the cash flow forecast for the year ended 31 December 2024. In addition, the Group might also realise the listed securities in the open market in advance according to its operation plan and funding need.

Whilst the Group has no plans to engage in the trading of listed securities for the time being and EDS has ceased all the investments in listed securities and closed its securities account, in the event the Group decides to engage in the trading of listed securities again, the Group will ensure the following is implemented:

(i) any transactions involving the trading of listed securities will meet the investment purpose and will be permissible under the internal control procedures of the Group;

(ii) any risks, including risk limits, counterparty risks and liquidity management, will be taken into account before any such transaction involving the trading of listed securities is entered into; and

(iii) Board approval or pre-approval in relation to any transactions involving the trading of listed securities will be sought before it is proceeded with.

"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) or company(ies) who is(are) independent of and not connected (within the meaning of the GEM Listing Rules) with the Company and its connected persons
"Main Board"	the Main Board of the Stock Exchange
"SGM"	special general meeting of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Transaction"	the disposal of the CFS Shares on market on 3 October 2024
"HK$"	Hong Kong dollars, the lawful currency in Hong Kong
"%"	per cent.

By order of the Board
SuperRobotics Holdings Limited
Su Zhenhui
Executive Director and Chairman

Hong Kong, 11 July 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Su Zhenhui (Chairman) and Mr. Feng Zheng, one non-executive Director, namely Ms. Li Jiaqi and three independent non-executive Directors, namely Mr. Tam B Ray, Billy, Mr. Xu Guojun and Mr. Xue Wei.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at http://www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at http://www.superrobotics.com.hk.