

# 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 2018**

## CHARACTERISTICS OF 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 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 2018 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 2018 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 14 November 2018.*

### 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 2018 together with the comparative figures for the corresponding period in 2017 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	
		2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)
Turnover	3	20,188	11,407	51,127	58,348
Cost of sales		(27,488)	(19,768)	(52,905)	(62,380)
Gross profit		(7,300)	(8,361)	(1,778)	(4,032)
Other income	4	339	1,845	1,630	3,909
Other gain/(losses), net	5	(703)	214	882	(1,469)
Selling and distribution costs		(3,757)	(2,754)	(10,314)	(5,570)
Administrative expenses		(31,985)	(23,666)	(77,836)	(58,752)
Loss from operations	6	(43,406)	(32,722)	(87,416)	(65,914)
Finance costs		—	—	—	—
Loss before taxation		(43,406)	(32,722)	(87,416)	(65,914)
Income tax expense	7	(503)	(262)	(1,519)	(2,096)
Loss for the period		(43,909)	(32,984)	(88,935)	(68,010)
<b>Other comprehensive income/(expenses) for the period</b>					
<b>Item that may be subsequently reclassified to profit or loss:</b>					
Exchange differences on translating foreign operations		(2,625)	318	(3,431)	637
<b>Total comprehensive expenses for the period</b>		<b>(46,534)</b>	<b>(32,666)</b>	<b>(92,366)</b>	<b>(67,373)</b>

	For the three months ended		For the nine months ended	
	30 September		30 September	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Notes	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Loss for the period attributable to:</b>				
<b>Owners of the Company</b>	<b>(44,948)</b>	(33,276)	<b>(92,323)</b>	(69,731)
<b>Non-controlling interests</b>	<b>1,039</b>	292	<b>3,388</b>	1,721
	<u><b>(43,909)</b></u>	<u>(32,984)</u>	<u><b>(88,935)</b></u>	<u>(68,010)</u>
<b>Total comprehensive expenses for the period attributable to:</b>				
<b>Owners of the Company</b>	<b>(47,590)</b>	(32,958)	<b>(95,776)</b>	(69,094)
<b>Non-controlling interests</b>	<b>1,056</b>	292	<b>3,410</b>	1,721
	<u><b>(46,534)</b></u>	<u>(32,666)</u>	<u><b>(92,366)</b></u>	<u>(67,373)</u>
<b>Loss per share</b>				
— Basic and diluted	<u><b>HK(9.2) cents</b></u>	<u>HK(7.2) cents</u>	<u><b>HK(18.6) cents</b></u>	<u>HK(15.2) 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 2018

	Share Capital — ordinary shares HK\$'000	Share Capital — preferred shares HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Share based payment reverse HK\$'000	Sub-Total HK\$'000	Non- Controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2018 (audited)	47,622	3,000	488,163	27,141	9,293	(273,346)	13,694	315,567	2,250	317,817
Loss for the period	—	—	—	—	—	(92,323)	—	(92,323)	3,388	(88,935)
Other comprehensive income for the period:										
Exchange differences on translating foreign operations	—	—	—	—	(3,453)	—	—	(3,453)	22	(3,431)
Total comprehensive expenses for the period	—	—	—	—	(3,453)	(92,323)	—	(95,776)	3,410	(92,366)
Transactions with owners in their capacity as owners:										
Employee share option scheme										
Value of employee services	—	—	—	—	—	—	5,078	5,078	—	5,078
Lapse employee share option scheme	—	—	—	—	—	—	—	—	—	—
Placement of new share	—	—	—	—	—	—	—	—	—	—
Dividends paid to non- controlling interest	—	—	—	—	—	—	—	—	(1,470)	(1,470)
At 30 September 2018 (unaudited)	<u>47,622</u>	<u>3,000</u>	<u>488,163</u>	<u>27,141</u>	<u>5,840</u>	<u>(365,669)</u>	<u>18,772</u>	<u>224,869</u>	<u>4,190</u>	<u>229,059</u>
At 1 January 2017 (audited)	45,522	3,000	359,013	27,141	(342)	(174,287)	—	260,047	308	260,355
Loss for the period	—	—	—	—	—	(69,731)	—	(69,731)	1,721	(68,010)
Other comprehensive expenses for the period:										
Exchange differences on translating foreign operations	—	—	—	—	637	—	—	637	—	637
Total comprehensive expenses for the period	—	—	—	—	637	(69,731)	—	(69,094)	1,721	(67,373)
Transactions with owners in their capacity as owners:										
Employee share option scheme										
Value of employee services	—	—	—	—	—	—	10,252	10,252	—	10,252
Lapse employee share option scheme	—	—	—	—	—	—	(154)	(154)	—	(154)
Placement of new share	2,100	—	129,150	—	—	—	—	131,250	—	131,250
Dividends paid to non- controlling interest	—	—	—	—	—	—	—	—	—	—
At 30 September 2017 (unaudited)	<u>47,622</u>	<u>3,000</u>	<u>488,163</u>	<u>27,141</u>	<u>295</u>	<u>(244,018)</u>	<u>10,098</u>	<u>332,301</u>	<u>2,029</u>	<u>334,330</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. 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 Unit 4702, 47/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 2017.

The HKICPA has issued a number of new and revised standards, amendments to standards and Int (collectively referred to as "**new and revised HKFRSs**"). The Group has adopted the new and revised HKFRSs which are relevant to the Group's operations and are mandatory for the financial year beginning on 1 January 2018. The adoption of these new and revised HKFRSs does not have any significant financial effect on the Group's unaudited results of operations and financial position.

The Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective for the nine months ended 30 September 2018.

### 3. TURNOVER

	For the three months ended 30 September		For the nine months ended 30 September	
	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)
Sale of beauty products	743	926	2,705	3,243
Provision of therapy services	12,570	10,061	36,530	32,520
Provision of engineering products and related services	6,875	420	11,892	22,585
	<u>20,188</u>	<u>11,407</u>	<u>51,127</u>	<u>58,348</u>

### 4. OTHER INCOME

	For the three months ended 30 September		For the nine months ended 30 September	
	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)
Interest income on bank deposits	332	60	658	218
Gain on disposal of property, plant and equipment	7	1,739	115	1,753
Sundry income	—	46	857	1,938
	<u>339</u>	<u>1,845</u>	<u>1,630</u>	<u>3,909</u>

### 5. OTHER GAIN/(LOSSES), NET

	For the three months ended 30 September		For the nine months ended 30 September	
	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)
Change in fair value of assets held for trading	<u>(703)</u>	<u>214</u>	<u>882</u>	<u>(1,469)</u>

## 6. LOSS FROM OPERATIONS

	For the three months ended 30 September		For the nine months ended 30 September	
	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)
Loss from operations has been arrived at after charging:				
Depreciation on property, plant and equipment	1,642	3,565	4,662	2,386
Operating lease rentals in respect of rented premises	3,632	1,378	8,562	6,651
Staff costs including directors' emoluments				
— salaries and other allowances	11,578	7,585	24,606	13,195
— contributions to retirement benefits scheme	400	633	3,224	1,517
	<u>400</u>	<u>633</u>	<u>3,224</u>	<u>1,517</u>

## 7. INCOME TAX

	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2018 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)
Current tax expense				
— Hong Kong Profits Tax	(503)	(262)	(1,519)	(957)
— China Corporate income tax	—	—	—	(1,139)
	<u>(503)</u>	<u>(262)</u>	<u>(1,519)</u>	<u>(2,096)</u>

Hong Kong profits tax has been provided for at the rate of 16.5% (nine months ended 30 September 2017: 16.5%) on the estimated assessable profit for the period. The Group's subsidiaries in the People's Republic of China (the "PRC") are subject to the PRC corporate income tax at a rate of 25% (nine months ended 30 September 2017: 25%) on the estimated assessable profit. One of the subsidiaries had been certified by the relevant PRC authorities as high technology enterprises. Pursuant to the Income Tax Law in the PRC, the subsidiary was subjected to Enterprise Income Tax rate of 15% for the nine months ended 30 September 2018 (nine months ended 30 September 2017: 25%).

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on the existing legislation, interpretation and practices in respect thereof.

## 8. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2018 (nine months ended 30 September 2017: Nil).

## 9. LOSS PER SHARE

The calculation of the basic loss per share for the nine months ended 30 September 2018 is based on the loss for the period of approximately HK\$92,323,000 (2017: loss approximately HK\$69,731,000) and on the weighted average 476,219,996 shares in issue during the nine months ended 30 September 2018 (2017: 459,886,333 shares).

Diluted loss per share for the nine months ended 30 September 2018 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 provision of engineering products and related service (the “**Engineering Business**”), as well as the sale of beauty products and provision of therapy services (collectively, the “**Beauty Business**”).

For the engineering products, the Group offers in-flight WLAN and WIFI systems, and robotic products. For the provision of engineering related services, the Group provides equipment installation, support and maintenance services for in-flight WLAN and WIFI systems as well as robotics and automation systems. During the financial year of 2017, the Group has completed the acquisition of Shenzhen Anzer Intelligent Engineering Co. Ltd (“**Anzer**”) and has been expanding its production capacity for its robotics products. Following the acquisition of Anzer, in addition to the development of their own technology and product advantages, the Group has taken an active role in strengthening specialized technology cooperation with other platforms whereas a strategic cooperation framework agreement was entered into with the Chinese Academy of Medical Science Biomedical Engineering Research Institute (中國醫學科學院生物醫學工程研究院) in late February 2017. On 19 April 2017, the Group also entered into a strategic joint development framework agreement (the “**Framework Agreement**”) with 蘇州景昱醫療器械有限公司 (Suzhou Jingyu Medical Device Co. Ltd). Pursuant to the Framework Agreement, the parties agreed to jointly research and develop surgery assisting robots for the implantation of deep brain stimulation system with nuclear magnetic resonance apparatus. On 28 July 2017, to step up its marketing effects to promote robotic products, the Group held a global robotics conference in Shenzhen to launch more than ten new products for police use, commercial use and civilian use. Those products have received wide positive feedback from the participants of the conference. For the robotics products, the Company has rolled out a full-scale trial of its products to the target industry customers and improved the product design based on the customer feedbacks on a continuous basis, gradually entering the phase of actual sales. At present, the preliminary agent and distributor system has been established in the market of the mainland China, laying a solid pipeline foundation for the large-scale business development

in the future. On 8 December 2017, Anzer has entered into an agency cooperation agreement with 江蘇德僑裝備製造有限公司 (Jiangsu Deqiao Equipment Manufacturing Co., Ltd) to expand sales channels of our robotics products. The Group is in the midst of construction of production plant at Shenzhen, the PRC. As at 30 September 2018, the construction of production plant has been substantially completed, which enables the Group to commence mass production of certain types of robotic products. Upon the completion of the entire plant, the Group will be able to commence mass production of its various robotics products.

Anzer's robots have been admitted as supply items of the "police equipment procurement centre agreement\*" (警用裝備採購中心協議) of the Ministry of Public Security in 2018, indicating the high recognition of the police products of the Group, which was expected to further increase its influence in the police robots market in the PRC. Five robots products of Anzer, being one of the shortlisted suppliers for the police equipment agreement of the Ministry of Public Security, including patrolling robots and explosive ordnance disposal robots are included in the procurement scope of security robots and explosive ordnance disposal robots.

In addition, Anzer was invited to attend various activities organized by the Police Force, through which its products were showcased and widely acclaimed. On 19 October 2018, Anzer's patrolling robots series "Patroller" (天巡號) were presented at the "Ceremony for the Police Force Elites of Wuhan\*" (武漢公安精銳之師誓師大會), ensuring the success of the Military World Games by providing effective protection. Besides, Anzer was invited to attend the 17th China security explosive ordnance disposal technical seminar and national anti-explosion EOD high-level forum on 21 October 2018, at which Anzer's Tracker III-L, an explosive ordnance disposal robot, was presented as the key product at the seminar.

For the sale of beauty products, the Group offers a variety of beauty products under the brand name "Evidens de Beauté", and a variety of medical skincare products, including the brand "Activa". For the provision of therapy services, the Group operates a medical skincare centre located at Soundwill Plaza in Causeway Bay. Despite facing increased competition in the Hong Kong market, the performance of the Beauty Business as a whole has met the expectation of the Board.

## **Financial review**

During the period under review, the Group recorded a turnover of approximately HK\$51.1 million, representing an decrease of approximately 12.3% as compared with the corresponding period in 2017, of which approximately HK\$2.7 million (2017: approximately HK\$3.2 million), approximately HK\$36.5 million (2017: approximately HK\$32.5 million) and approximately HK\$11.9 million (2017: approximately HK\$22.5 million) were generated from the sales of beauty products, provision of therapy services and sales of robotic products respectively.

\* The English translation of Chinese name is included for identification purpose only.

The negative gross margin was approximately 3.5% (2017: negative gross margin of approximately 6.9%). The improvement in gross margin is mainly due to improvement in gross margin of Beauty Business, which has increased to 45% for the financial period ended 30 September 2018 from 36% for the corresponding period in 2017.

Other income of approximately HK\$1.6 million (2017: approximately HK\$3.9 million) was mainly contributed by interest income from bank deposits and wealth management products, which has been fully disposed during the period.

Other gain/(losses) of approximately a gain of HK\$0.9 million (2017: approximately a loss of HK\$1.5 million) is due to change in fair value of investment in listed securities.

The selling and distribution costs was approximately HK\$10.3 million for the nine months ended 30 September 2018 (2017: approximately HK\$5.6 million), representing an increase of 83.9% over the corresponding period in 2017. Such increase was mainly attributed to the advertising and promotion expenses of approximately HK\$2.5 million and approximately HK\$7.8 million incurred by the Beauty Business and the Engineering Business respectively during the period under review.

The administrative expenses was approximately HK\$77.8 million for the nine months ended 30 September 2018 (2017: approximately HK\$58.8 million), representing an increase of 39.4% over the last corresponding period. Such increase was mainly attributed to (i) increase in staff costs, including directors' emoluments of approximately HK\$11.4 million; (ii) increase in rental expense of approximately HK\$1.9 million; and (iii) increase in research and development expense of approximately HK\$10.7 million. The increase in administrative expense is partially offset by decrease in amortisation of equity-settled share-based payment of approximately HK\$5.2 million.

The consolidated loss attributable to owners of the Company amounted to approximately HK\$88.9 million for the nine months ended 30 September 2018 (2017: approximately HK\$68.0 million). The increase in consolidated loss was mainly due to increase in expenses incurred by Engineering 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 2018.

## **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

China's robotics research and development started in the 1970s whereas the robotics market reached RMB14 billion in 2016 with a 56% year-on-year growth in annual sales. Lately, as announced by President Xi Jinping during his important speech at the 19th Communist Party of China National Congress, initiatives including aiming at technological fronts, ramping up disruptive technological innovations, and providing a reinforced underpinning for evolving into a nation with superb scientific and technological power, a digitalized China, and a smart society are to be taken. To facilitate the transition of technological results, the upcoming few years represent a pivotal moment for the tremendous development of robotics in the PRC, particularly the market of robotics which specialises in special services. The rapid popularization of the Internet, the emerging and flourishing artificial intelligence, and the speedy development of information technologies all present new opportunities for the high-speed development of robotics in the PRC. The robotics market would grow by leaps and bounds in a straight-line trajectory, and the whole robotics market is expected to reach approximately RMB20 billion in 2017. Looking ahead, the Group believes there will be enormous potential for market development for the robotics market in the PRC. On the back of artificial intelligence techniques, the next five years would witness the development of a smart city in full swing. The application of intelligent robotics for public services and the modes of services would grow relentlessly. As forecasted by the Report on the Development of the Robotics Industry in China, the global market of robotics would reach USD6.9 billion in the next five years.

The Group will continue to focus on three robotic production lines: police use, commercial use and civilian use, in accordance with market conditions and the status of product development. The Group will also incorporate its experience in diversified robotic technology so as to commit itself to producing customised robots and providing total mechatronic solutions for customers across various industries. Meanwhile, in view of the unstable supplies from suppliers during the third quarter, the Group will improve its communication with our suppliers, expand procurement channels and actively examine replacement components in the future to reduce uncertainties in supply chain.

In October 2017, the fifth amendment to the "Operation Certification Rules for Civil Aviation Transportation Carriers with Large Airplanes" promulgated by the Civil Aviation Administration of China officially came into effect, which relaxed the rules on using portable electronic devices on flights and delegated the authority on access to WIFI services to each civil airline. The Board is of the view that such delegation implies that each civil airline is to bear corresponding safety responsibilities on their own. It is estimated that the speed of launching such service may vary among civil airlines and some small and medium-sized civil airlines may not offer WIFI services at present. Therefore, the Board is prudent and concerned about the prospect of in-flight WIFI services.

The Directors do not expect any significant growth in the Group's Beauty Business.

## CONTINGENT LIABILITIES

The Group does not have significant contingent liability as at 30 September 2018.

## EVENTS AFTER REPORTING PERIOD

On 11 October 2018, the Company received a conversion notice from Tai Dong New Energy Holdings Limited (“**Tai Dong**”), a company wholly-owned by Mr. Su Zhituan, the controlling shareholder, an executive director and the chairman of the Board of the Company to convert 30,000,000 preferred shares of the Company into 30,000,000 ordinary shares of the Company. Pursuant to the terms of the preferred shares of the Company, 30,000,000 conversion shares were allotted and issued by the Company to Tai Dong on 11 October 2018, and after such conversion, the Company has no more preferred shares of the Company in issue. Details were disclosed in the announcement of the Company dated 11 October 2018.

## 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 2018, 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 (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 5.68 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)	Interest in underlying 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	110,425,197(L)	30,000,000(L)	140,425,197(L)	29.49%(L)
Dr. Andrew Avi Goldenberg	Interest of controlled corporation	3	29,286,971(L)	—	29,286,971(L)	6.15%(L)

*Notes:*

1. “L” represents long position in shares or underlying shares of the Company and “S” represents short position in shares or underlying shares of the Company.
2. Tai Dong is ultimately owned as to 100% by Mr. Su Zhituan and holds long positions in 110,425,197 shares and 30,000,000 convertible preferred shares of the Company. Accordingly, Mr. Su Zhituan is deemed to be interested in the long positions in 110,425,197 shares and 30,000,000 preferred shares of the Company.
3. KE10MA Holdings Inc. (“**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 Dr. Andrew Avi Goldenberg holds 50% of the issued share capital of KE10MA Holdings and 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.
4. The percentage is calculated on the basis of 476,219,666 shares of the Company in issue as at 30 September 2018.

Save as disclosed above, as at 30 September 2018, 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 5.68 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 2018, so far as is known to the Directors and the chief executive of the Company, the interests and short 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 to be kept by the Company pursuant to Section 336 of the SFO.

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

Name of shareholder	Nature of interests	Notes	Interest in shares of the Company (Note 1)	Interest in underlying shares of the Company (Note 1)	Total interest in shares of the Company (Note 1)	Approximate percentage of shareholding (Notes 1 and 7)
Tai Dong	Beneficial owner	2	110,425,197(L)	30,000,000(L)	140,425,197(L)	29.49%(L)
Hong Kong Bridge Investments Limited ("Hong Kong Bridge Investments")	Beneficial owner	3	41,666,666(L)	—	41,666,666(L)	8.75%(L)
HKBridge Absolute Return Fund L.P ("HKBridge Absolute")	Beneficial owner	4	64,148,063(L)	—	64,148,063(L)	13.47%(L)
On Top Global Limited ("On Top Global")	Beneficial owner	5	36,697,946(L)	—	36,697,946(L)	7.71%(L)
HKBridge Financial Holdings Limited ("HKBridge Financial")	Interest of controlled corporation	3,4,5	142,512,675(L)	—	142,512,675(L)	29.93%(L)
Bloom Right Limited	Beneficial owner	6	10,870,000(L)	—	10,870,000(L)	2.28%(L)
Ample Key Investments Limited	Security interest	6	64,148,063(L)	—	64,148,063(L)	13.47%(L)
Allied Year Limited	Security interest	6	41,666,666(L)	—	41,666,666(L)	8.75%(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	116,684,729(L)	—	116,684,729(L)	24.50%(L)
Su Capital Holding Limited ("Su Capital")	Beneficial Owner	7	31,486,971(L)	—	31,486,971(L)	6.61%(L)
Su Zhenbang	Interest of controlled corporation	7	31,486,971(L)	—	31,486,971(L)	6.61%(L)
KE10MA Holdings	Beneficial Owner	8	29,286,971(L)	—	29,286,971(L)	6.15%(L)
Aviva C Goldenberg	Interest of controlled corporation	8	29,286,971(L)	—	29,286,971(L)	6.15%(L)
Greater Harmony Limited ("Greater Harmony")	Beneficial Owner	9	30,000,000(L)	—	30,000,000(L)	6.30%(L)
Ko Chun Shun Johnson	Interest of controlled corporation	9	30,000,000(L)	—	30,000,000(L)	6.30%(L)

Notes:

1. “L” represents long position in shares or underlying shares of the Company and “S” represents short position in shares or underlying shares of the Company.
2. Tai Dong is interested in 140,425,197 shares and 30,000,000 preferred 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 140,425,197 shares and 30,000,000 preferred 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 HKBridge Financial, HKBridge Financial 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 HKBridge Financial, HKBridge Financial is deemed to be interested in such 64,148,063 shares of the Company.
5. On Top Global is interested in 36,697,946 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 36,697,946 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 Hong Kong Bridge High-Tech is indirectly owned by HKBridge Financial, HKBridge Financial is deemed to be interest in such 36,697,946 shares of the Company.
6. China Huarong indirectly owned 50.99% equity interest in Bloom Right Limited (“**Bloom Right**”) and Ample Key Investments Limited (“**Ample Key**”). Bloom Right was directly interested in 10,870,000 shares of the Company, while Ample Key had a security interest over 64,148,063 shares of the Company. China Huarong also 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 116,684,729 shares of the Company.
7. Su Capital is interested in 31,486,971 shares of the Company. As Su Capital is ultimately wholly-owned by Mr. Su Zhenbang. Mr. Su Zhenbang is deemed to be interested in such 31,486,971 shares of the Company.
8. 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 holds 50% of the issued share capital of KE10MA Holdings and is the spouse of Dr. Andrew Avi Goldenberg, Mrs. Aviva C Goldenberg is deemed to be interested in such 29,286,971 shares of the Company.
9. 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.
10. The percentage is calculated on the basis of 476,219,666 Shares in issue as at 30 September 2018.

Save as disclosed above, as at 30 September 2018, 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 securities transactions by Directors which apply to all Directors 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 2018.

## 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 2017 annual report. Details of movements in the Company's share options during the nine months period ended 30 September 2018 are set out as follows:

	Number of share options				Outstanding
	Outstanding at 1 January 2018 <i>(Note)</i>	Granted during the period	Exercised during the period	Lapsed during the period	at 30 September 2018
Senior management and employees	7,383,000	—	—	(507,000)	6,876,000
<b>Total</b>	<b>7,383,000</b>	<b>—</b>	<b>—</b>	<b>(507,000)</b>	<b>6,876,000</b>
Exercisable at the end of the period					<u>6,876,000</u>

*Note:*

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

## **COMPETING INTERESTS**

As at 30 September 2018, 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**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during nine months period ended 30 September 2018.

## **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 Mr. Xie Zhichun. The Audit Committee has reviewed the unaudited condensed consolidated interim results of the Group for the nine months ended 30 September 2018 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 nine months period ended 30 September 2018, 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 Limited**  
**Su Zhituan**  
*Chairman and Executive Director*

Hong Kong, 14 November 2018

*As at the date of this report, the Board comprises four executive Directors, namely Mr. Su Zhituan (Chairman), Mr. Sun Ziqiang (Vice-chairman), Mr. Chen Min, and Dr. Andrew Goldenberg; one non-executive Director Mr. Cheng Yu, and three independent non-executive Directors, namely Mr. Xie Zhichun, Mr. Chu Kin Wang, Peleus and Mr. Tam B Ray, Billy.*