
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in UBTECH ROBOTICS CORP LTD, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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UBTECH ROBOTICS CORP LTD
深圳市優必選科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9880)

(1) ADOPTION OF CHINA ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED APPOINTMENT OF AUDITOR;
(4) ARRANGEMENT OF GUARANTEES;
(5) ARRANGEMENT OF BANK CREDIT;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page have the same meanings as those defined in the section headed “Definitions” in the circular.

The Company will convene and hold the EGM at 3:00 p.m. on Thursday, February 8, 2024 at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC. A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use in the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ubtrobot.com).

Shareholders who intend to appoint a proxy to attend the EGM are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same not later than 24 hours before the time designated for the EGM (i.e. not later than 3:00 p.m. on Wednesday, February 7, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

January 24, 2024

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

| | |
|------------------------------|--|
| “Arrangement of Bank Credit” | has the meaning ascribed to it under the section headed “Arrangement of Bank Credit” of this circular |
| “Arrangement of Guarantees” | has the meaning ascribed to it under the section headed “Arrangement of Guarantees” of this circular |
| “Articles of Association” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “CASBE” | China Accounting Standards for Business Enterprises |
| “China” or “PRC” | the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Company” | UBTECH ROBOTICS CORP LTD (深圳市優必選科技股份有限公司) (formerly known as Shenzhen UBTECH Technology Co., Ltd.* (深圳市優必選科技有限公司)), a limited liability company established under the laws of the PRC on March 31, 2012 and converted into a joint stock company with limited liability on March 29, 2019, the H Shares of which are listed on the Stock Exchange (stock code: 9880) |
| “CSRC” | China Securities Regulatory Commission |
| “Director(s)” | director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange |
| “Domestic Shareholder(s)” | holder(s) of Domestic Share(s) |
| “EGM” | the 2024 first extraordinary general meeting of the Company (or any adjournment thereof) to be convened and held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC at 3:00 p.m. on Thursday, February 8, 2024 for the purpose of considering and, if thought fit, approving, among other things, the Proposed Amendments and the Proposed Appointment |
| “Group” | the Company and its subsidiaries |

DEFINITIONS

| | |
|---------------------------|--|
| “H Share(s)” | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars |
| “H Shareholder(s)” | holder(s) of H Share(s) |
| “HKFRS” | Hong Kong Financial Reporting Standards |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | January 24, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Proposed Adoption” | has the meaning ascribed to it under the section headed “Proposed Amendments to the Articles of Association” of this circular |
| “Proposed Amendments” | has the meaning ascribed to it under the section headed “Proposed Amendments to the Articles of Association” of this circular |
| “Proposed Appointment” | has the meaning ascribed to it under the section headed “Proposed Appointment of Auditor” of this circular |
| “Prospectus” | the prospectus of the Company dated December 19, 2023 |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shares(s)” | Domestic Share(s) and H Share(s) |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

* *For identification purposes only*



UBTECH ROBOTICS CORP LTD

深圳市優必選科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9880)

Executive Directors:

Zhou Jian (*Chairman*)
Xiong Youjun
Wang Lin
Liu Ming

Non-executive Directors:

Xia Zuoquan
Zhou Zhifeng
Chen Qiang

Independent Non-executive Directors:

Zhao Jie
Xiong Chuxiong
Poon Fuk Chuen
Leung Wai Man, Roger

Registered office:

Room 2201, Building C1
Nanshan Smart Park
No. 1001 Xueyuan Avenue
Changyuan Community
Taoyuan Street
Nanshan District
Shenzhen, PRC

*Principal place of business
in Hong Kong:*

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

January 24, 2024

To the Shareholders

Dear Sir or Madam,

- (1) ADOPTION OF CHINA ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED APPOINTMENT OF AUDITOR;
(4) ARRANGEMENT OF GUARANTEES;
(5) ARRANGEMENT OF BANK CREDIT;
AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you the notice of EGM and the detailed information in relation to, among other things, the following resolutions to be proposed at the EGM, to enable you to make an informed decision on whether to vote for or against the following resolutions.

LETTER FROM THE BOARD

(1) ADOPTION OF CHINA ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》) published by the Stock Exchange in December 2010, issuers listed in Hong Kong and incorporated in the PRC have been approved to adopt the CASBE to prepare their financial statements, and domestic accounting firms recognised by the Ministry of Finance of the PRC and the CSRC are permitted to provide services to such issuers adopting the CASBE.

In accordance with the Articles of Association, the Company’s financial statements shall be prepared in accordance with the relevant laws and regulations, the requirements of the CSRC and the securities regulatory authority and stock exchange of the place where the Company’s shares are listed.

The Company is established under the laws of the PRC and the financial statements of the Company are prepared under the CASBE. For the purpose of the listing of the H Shares, the historical financial information in the Prospectus was prepared in accordance with the HKFRS and the H Shares have been listed on the Stock Exchange since December 29, 2023.

On January 24, 2024, the Board considered and approved to continue to prepare the Company’s financial statements and disclose relevant financial information in accordance with the CASBE upon listing of the H Shares on the Stock Exchange without preparing additional financial statements in accordance with the HKFRS, in order to avoid repetition of workload and to save costs, effective from the date of approval by the Shareholders at the EGM.

The Board is of the view that the preparation of the Company’s financial statements in accordance with the CASBE will not have any material impact on the financial position and operating results of the Company.

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated January 22, 2024 in relation to, among others, the partial exercise of the over-allotment option as described in the Prospectus. Following the partial exercise of the over-allotment option, the total number of shares of the Company has increased from 417,850,674 Shares to 418,142,824 Shares and the registered capital of the Company has increased from RMB417,850,674 to RMB418,142,824.

LETTER FROM THE BOARD

In order to, among others, reflect the proposed adoption of the CASBE to prepare the Company's financial statements (the "**Proposed Adoption**") and the increase in number of shares and registered capital after the aforementioned partial exercise of the over-allotment option, the Board proposed to amend certain articles of the Articles of Association (the "**Proposed Amendments**"). Details of the Proposed Amendments are set out in the Appendix to this circular.

Save as disclosed in the Appendix to this circular, the contents of the other articles of the Articles of Association remain unchanged. The Articles of Association is prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments are subject to the consideration and approval by the Shareholders at the EGM. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to PRC laws have confirmed that the Proposed Amendments do not contravene the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

(3) PROPOSED APPOINTMENT OF AUDITOR

In light of the Proposed Adoption, on January 24, 2024, the Board, with the recommendation from the audit committee of the Company, has resolved that PricewaterhouseCoopers Zhong Tian LLP be proposed to be appointed as the auditor of the Company (the "**Proposed Appointment**") and to hold office until the conclusion of the coming annual general meeting of the Company, subject to the approval of the Shareholders by way of an ordinary resolution at the EGM pursuant to the Articles of Association.

PricewaterhouseCoopers Zhong Tian LLP is one of the approved mainland China accounting firms eligible for acting as auditors of companies incorporated in the PRC whose H shares are listed on the Stock Exchange.

The Board considers that the Proposed Appointment is in the interests of the Company and the Shareholders as a whole.

(4) ARRANGEMENT OF GUARANTEES

Pursuant to the Articles of Association, all matters relating to the Company's external guarantees (including guarantee(s) provided by the Company to its subsidiaries) must be considered and approved by the Board. If the total amount of external guarantees provided by the Company within one year exceeds thirty percent of the latest audited total assets, such external guarantees provided by the Company shall be subject to the consideration and approval by the Shareholders by special resolution at the general meeting of the Company.

LETTER FROM THE BOARD

On January 24, 2024, the Board has resolved that the Company be proposed to provide guarantees to certain of its subsidiaries (as detailed in the table below), for the purpose of ensuring normal operations and satisfying the bank financing and other business development needs of the relevant subsidiaries of the Company.

The following sets forth the details of the proposal in relation to the arrangement of guarantees (the “**Arrangement of Guarantees**”):

| Guarantor | Guarantee Recipients | Relationship with the Company | Maximum amount of guarantee (RMB'million) | Expected validation period of the guarantee | Reason for the arrangement | | |
|-------------|--|--------------------------------|--|--|--|-------------------|--|
| The Company | 深圳市優必選科技實業有限公司 (Shenzhen UBTECH Technology Industrial Co., Ltd.*) | Direct wholly-owned subsidiary | Not exceeding 1,050 | The Company's legal representative or his authorised representative shall be authorised to sign the guarantee agreements and other relevant documents within 12 months from the date of approval by the Shareholders | Renewal of guarantee previously provided which has expired | | |
| | 九江優必行科技有限公司 (Jiujiang Youbixing Technology Co., Ltd.*) | | Not exceeding 160 | | | | |
| | 優必選軟件技術(深圳)有限公司 (UBTECH Software Technology (Shenzhen) Co., Ltd.*) | | Not exceeding 50 | | | | |
| | 柳州優必選智能科技有限公司 (Liuzhou UBTECH Intelligent Technology Co., Ltd.*) | | Not exceeding 50 | | | | |
| | 深圳市優必行科技有限公司 (Shenzhen Youbixing Technology Co., Ltd.*) | | Not exceeding 20 | | | | |
| | 優必選(瀘陽)科技有限公司 (UBTECH (Puyang) Technology Co., Ltd.*) | | Not exceeding 20 | | | | |
| | 優必選(杭州)智能機器人有限公司 (UBTECH (Hangzhou) Intelligent Robot Co., Ltd.*) | | Not exceeding 20 | | | | |
| | 貴州優必選科技有限公司 (Guizhou UBTECH Technology Co., Ltd.*) | | Not exceeding 10 | | | | |
| | UBTECH ROBOTICS LIMITED | | Not exceeding 300 | | | | |
| | 柳州優必選智能實業有限公司 (Liuzhou UBTECH Intelligent Industry Co., Ltd.*) | | Indirect wholly-owned subsidiary | | | Not exceeding 150 | New guarantee |
| | 九江優耶科技有限公司 (Jiujiang Youye Technology Co., Ltd.*) | | | | | Not exceeding 100 | |
| | 昆明市優必選科技投資有限公司 (Kunming UBTECH Technology Investment Co., Ltd.*) | | | | | Not exceeding 200 | Renewal of guarantee previously provided which has expired |
| | Futronics (NA) Corporation | | | | | Not exceeding 20 | |

LETTER FROM THE BOARD

| Guarantor | Guarantee Recipients | Relationship with the Company | Maximum amount of guarantee (RMB'million) | Expected validation period of the guarantee | Reason for the arrangement |
|-----------|---|--------------------------------------|--|---|---|
| | 無錫優奇智能科技有限公司 (Wuxi Uqi Intelligent Technology Co., Ltd.*) | Direct non-wholly owned subsidiary | Not exceeding 800 | | Amount of guarantee previously provided was not sufficient, new approval sought |
| | 優必康(青島)科技有限公司 (UBKang (Qingdao) Technology Co., Ltd.*) | | Not exceeding 50 | | Renewal of guarantee previously provided which has expired |
| | 優必選山湖(杭州)實業有限公司 (UBTECH Shanhu (Hangzhou) Industrial Co., Ltd.*) | Indirect non-wholly owned subsidiary | Not exceeding 500 | | |
| | | Total: | Not exceeding 3,500 | | |

The Board considers that the Arrangement of Guarantees are in the interests of the Company and the Shareholders as a whole.

As the total amount of guarantees proposed to be provided by the Company to its subsidiaries amounted to RMB3,500 million, which exceeds thirty percent of the latest audited total assets of the Group (i.e. RMB3,619 million as of June 30, 2023), the Arrangement of Guarantees are subject to the consideration and approval by the Shareholders at the EGM by special resolution. The Company's legal representative or his authorised representative shall be authorised to sign the guarantee agreements and other relevant documents within 12 months from the date of approval by the Shareholders at the EGM. The specific guarantee period and form of guarantee shall be subject to the guarantee agreements and relevant documents.

(5) ARRANGEMENT OF BANK CREDIT

As the Company expands its business operations, the Company applies for bank credit from time to time. The lender banks may require shareholders' approval as a condition for making available the bank credit to the Company.

On January 24, 2024, the Board has resolved that the Company be proposed to apply for bank credit (as detailed in the table below), in order to ensure the continuity of the Company's bank credit and to better support the Company's business expansion. As required by the lender banks, the Company's application for bank credit shall be subject to Shareholders' approval.

LETTER FROM THE BOARD

The following sets forth the details of the proposal in relation to the arrangement of bank credit (the “**Arrangement of Bank Credit**”):

| Borrower | Lender bank | Type of bank credit | Maximum amount of bank credit limit (RMB'million) | Expected validation period and duration of the bank credit |
|---------------|---|---|--|---|
| The Company | 北京銀行股份有限公司 深圳分行 (Bank of Beijing Co., Ltd., Shenzhen Branch*) | Comprehensive credit limit (綜合授信額度) | Not exceeding 500 | The Company's legal representative or his authorised representative shall be authorised to sign the guarantee agreements and other relevant documents within 12 months. The bank credit limit shall be available for one year from the date of approval by the bank |
| | 中國光大銀行股份有限公司 深圳分行 (China Everbright Bank Co., Ltd., Shenzhen Branch*) | | Not exceeding 300 | |
| | 滙豐銀行(中國)有限公司 深圳分行 (HSBC Bank (China) Company Limited, Shenzhen Branch*) | | Not exceeding 100 | |
| | 江蘇銀行股份有限公司 深圳分行 (Bank of Jiangsu Co., Ltd., Shenzhen Branch*) | | Not exceeding 100 | |
| Total: | | | Not exceeding <u>1,000</u> | |

The Board considers that the Arrangement of Bank Credit are in the interests of the Company and the Shareholders as a whole. As required by the lender banks, the Arrangement of Bank Credit are subject to the consideration and approval by the Shareholders at the EGM. The Company's legal representative or his authorised representative shall be authorised to sign the relevant legal documents with the banks on behalf of the Company within 12 months from the date of approval by the Shareholders at the EGM. The aforementioned credit terms shall be subject to the actual credit terms approved by the banks.

LETTER FROM THE BOARD

EGM

The Company will convene and hold the EGM at 3:00 p.m. on Thursday, February 8, 2024 at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC to consider and, where appropriate, approve the proposed matters set out in the notice of the EGM. A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. The Company will publish an announcement of the poll results in the manner required under Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

If you intend to appoint a proxy to attend the EGM, you are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the form. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney authorising the execution of the instrument or other authorisation documents shall be notarised and must be served concurrently with the instrument. The form of proxy, together with the copies of the notarised power of attorney or other authorisation documents, shall be deposited at the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at Room 2201, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Changyuan Community, Taoyuan Street, Nanshan District, Shenzhen, PRC (for Domestic Shareholders) not later than 24 hours before the time designated for the EGM (i.e. not later than 3:00 p.m. on Wednesday, February 7, 2024) or any adjournment thereof (as the case may be) before the form becomes effective. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders were required to abstain from voting on the resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions in relation to the Proposed Amendments, the Proposed Appointment, the Arrangement of Guarantees and the Arrangement of Bank Credit to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board

UBTECH ROBOTICS CORP LTD

Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

| Existing articles | Amended articles |
|---|---|
| <p>Article 3 The Company was approved by The Stock Exchange of Hong Kong Limited on December 28, 2023 to make an initial public offering of 11,282,000 overseas listed foreign shares (H Shares) and was listed on the Main Board of the Stock Exchange of Hong Kong Limited on December 29, 2023.</p> | <p>Article 3 The Company was approved by The Stock Exchange of Hong Kong Limited on December 28, 2023 to make an initial public offering of 11,282,000 overseas listed foreign shares (H Shares) and <u>over-allotted 292,150 H Shares, the aforesaid overseas listed foreign shares (H Shares)</u> was listed on the Main Board of the Stock Exchange of Hong Kong Limited on December 29, 2023 <u>and January 23, 2024, respectively.</u></p> |
| <p>Article 6 The registered capital of the Company is RMB417,850,674.</p> | <p>Article 6 The registered capital of the Company is RMB417,850,674<u>418,142,824</u>.</p> |
| <p>Article 21 The Company has a total of 417,850,674 shares, all of which are ordinary shares.</p> | <p>Article 21 The Company has a total of 417,850,674<u>418,142,824</u> shares, all of which are ordinary shares.</p> |
| <p>Article 157 The Company shall submit and disclose the annual report to the CSRC and the stock exchange where the Company's shares are listed within four (4) months from the end of each fiscal year, the interim report to the local office of the CSRC and the stock exchange where the Company's shares are listed within two (2) months from the end of the first half of each fiscal year, and may submit and disclose the quarterly report in accordance with the relevant regulations of the stock exchange of the place where the Company's shares are listed.</p> <p>The aforesaid financial reports were prepared in accordance with the relevant laws and regulations, the requirements of the CSRC and the securities regulatory authority and stock exchange of the place where the Company's shares are listed.</p> | <p>Article 157 The Company shall submit and disclose the annual report to the CSRC and the stock exchange where the Company's shares are listed within four (4) months from the end of each fiscal year, the interim report to the local office of the CSRC and the stock exchange where the Company's shares are listed within two (2) months from the end of the first half of each fiscal year, and may submit and disclose the quarterly report in accordance with the relevant regulations of the stock exchange of the place where the Company's shares are listed.</p> <p>The aforesaid financial<u>regular</u> reports were prepared in accordance with the relevant laws and regulations, the requirements of the CSRC and the securities regulatory authority and stock exchange of the place where the Company's shares are listed. <u>The financial reports of the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and the relevant PRC regulations.</u></p> |



UBTECH ROBOTICS CORP LTD

深圳市優必選科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9880)

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting of UBTECH ROBOTICS CORP LTD (the “**Company**”) will be convened and held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC on Thursday, February 8, 2024 at 3:00 p.m. (the “**EGM**”) to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. “Resolution on engaging PricewaterhouseCoopers Zhong Tian LLP as the Company’s external auditor for the year 2023: **THAT** PricewaterhouseCoopers Zhong Tian LLP be and is hereby appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and that the senior management of the Company be and are hereby authorised to fix its remuneration.”
2. “Resolution on the Company’s application for credit limit from relevant banks: **THAT** the arrangement of bank credit as set out in the circular of the Company dated January 24, 2024 (the “**Arrangement of Bank Credit**”) be and are hereby approved and the legal representative of the Company (or his authorised representative) be and is hereby authorised to sign on behalf of the Company the relevant legal documents in connection with the Arrangement of Bank Credit within 12 months from the passing of this resolution.”

SPECIAL RESOLUTIONS

3. “Resolution on the change of registered capital of the Company, the revision of the Articles of Association and industrial and commercial registration: **THAT** the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated January 24, 2024 (the “**Proposed Amendments**”) be and are hereby approved and the directors of the Company be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Proposed Amendments.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. “Resolution on providing guarantees for wholly-owned subsidiaries, non-wholly owned subsidiaries and indirect subsidiaries: **THAT** the arrangement of guarantees as set out in the circular of the Company dated January 24, 2024 (the “**Arrangement of Guarantees**”) be and are hereby approved and the legal representative of the Company (or his authorised representative) be and is hereby authorised to sign on behalf of the Company the relevant agreements in connection with the Arrangement of Guarantees within 12 months from the passing of this resolution.”

By order of the Board
UBTECH ROBOTICS CORP LTD
Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

Hong Kong, January 24, 2024

As at the date of this notice, the Board comprises (i) Mr. Zhou Jian, Mr. Xiong Youjun, Ms. Wang Lin and Mr. Liu Ming as executive directors; (ii) Mr. Xia Zuoquan, Mr. Zhou Zhifeng and Mr. Chen Qiang as non-executive directors; and (iii) Mr. Zhao Jie, Mr. Xiong Chuxiong, Mr. Poon Fuk Chuen and Mr. Leung Wai Man, Roger as independent non-executive directors.

Notes:

1. Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued shares of the Company (the “**Share(s)**”), whether (each of) such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

If the power of attorney of the proxy is signed by the authorised person of the appointer under a power of attorney or other authorisation document(s) given by the appointer, such power of attorney or other authorisation document(s) shall be notarised and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorisation document(s), must be delivered to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at Room 2201, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Changyuan Community, Taoyuan Street, Nanshan District, Shenzhen, PRC (for

NOTICE OF EXTRAORDINARY GENERAL MEETING

Domestic Shareholders) not later than 24 hours before the designated time for the holding of the EGM (i.e. not later than 3:00 p.m. on Wednesday, February 7, 2024) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

3. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ubtrobot.com) upon the conclusion of the EGM.
4. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.