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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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, together with the enclosed 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) 2023 REPORT OF THE BOARD OF DIRECTORS;  
(2) 2023 REPORT OF THE BOARD OF SUPERVISORS;  
(3) 2023 FINANCIAL STATEMENTS;  
(4) 2023 ANNUAL REPORT;  
(5) RE-APPOINTMENT OF AUDITOR;  
(6) REMUNERATION OF DIRECTORS AND SUPERVISORS;  
(7) 2023 PROFIT DISTRIBUTION PLAN;  
(8) 2023 CONFIRMATION OF  
DAILY RELATED-PARTY TRANSACTIONS;  
(9) 2023 FINANCIAL ACCOUNTS REPORT;  
(10) 2024 FINANCIAL BUDGET REPORT;  
(11) GENERAL MANDATE TO ISSUE SHARES;  
AND  
NOTICE OF AGM**

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The notice convening the AGM of the Company to be held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC on Tuesday, May 21, 2024 at 3:00 p.m. is set out on pages 11 to 13 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ubtrobot.com](http://www.ubtrobot.com)).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 3:00 p.m. on Monday, May 20, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

April 30, 2024

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC on Tuesday, May 21, 2024 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 11 to 13 of this circular, or any adjournment thereof
“Article of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“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)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	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
“Group”	the Company and its subsidiaries
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 25, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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
“PRC Company Law”	Company Law of the PRC* (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended or supplemented from time to time, which was latest amended on December 29, 2023
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent

\* *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

April 30, 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) 2023 REPORT OF THE BOARD OF DIRECTORS;**
  - (2) 2023 REPORT OF THE BOARD OF SUPERVISORS;**
  - (3) 2023 FINANCIAL STATEMENTS;**
  - (4) 2023 ANNUAL REPORT;**
  - (5) RE-APPOINTMENT OF AUDITOR;**
  - (6) REMUNERATION OF DIRECTORS AND SUPERVISORS;**
  - (7) 2023 PROFIT DISTRIBUTION PLAN;**
  - (8) 2023 CONFIRMATION OF DAILY RELATED-PARTY  
TRANSACTIONS;**
  - (9) 2023 FINANCIAL ACCOUNTS REPORT;**
  - (10) 2024 FINANCIAL BUDGET REPORT;**
  - (11) GENERAL MANDATE TO ISSUE SHARES;**
- AND  
NOTICE OF AGM**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to consider and (if thought fit) approve:

- (1) the report of the Board of Directors for the year 2023 (the “**2023 Report of the Board of Directors**”);
- (2) the report of the Board of Supervisors for the year 2023 (the “**2023 Report of the Board of Supervisors**”);
- (3) the audited consolidated financial statements for 2023 (the “**2023 Financial Statements**”);
- (4) the annual report of the Company for the year 2023 (the “**2023 Annual Report**”);
- (5) the re-appointment of auditor of the Company for the year 2024;
- (6) the authorisation to the Board to determine the remuneration of the Directors and the Supervisors;
- (7) 2023 Profit Distribution Scheme;
- (8) 2023 Confirmation of Daily Related-party Transactions;
- (9) 2023 Financial Accounts Report; and
- (10) 2024 Financial Budget Report.

In addition, at the AGM, a special resolution will be proposed to consider and approve (11) the granting of a general mandate to the Board to issue Shares.

### II. DETAILS OF THE RESOLUTIONS

#### ORDINARY RESOLUTIONS

##### 1. 2023 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to approve the 2023 Report of the Board of Directors, the full text of which is set out in the 2023 Annual Report.

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## LETTER FROM THE BOARD

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### **2. 2023 Report of the Board of Supervisors**

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Supervisors, the full text of which is set out in the 2023 Annual Report.

### **3. 2023 Financial Statements**

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Financial Statements, the full text of which is set out in the 2023 Annual Report.

### **4. 2023 Annual Report**

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Report. The 2023 Annual Report is set out and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ubtrobot.com](http://www.ubtrobot.com)).

### **5. Re-appointment of auditor of the Company for the year 2024**

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint PricewaterhouseCoopers Zhong Tian LLP to be the auditor of the Company for 2024 with a term commencing from the date of approval at the AGM until the conclusion of the 2024 annual general meeting of the Company, and authorise the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.

### **6. Authorisation to the Board to determine the remuneration of the Directors and the Supervisors**

An ordinary resolution will be proposed at the AGM to authorise the Board to determine the remuneration of the Directors and the Supervisors. The Board considered that the current remuneration policy for Directors and Supervisors is reasonable and proposed to continue to implement the current remuneration policy.

### **7. 2023 Profit Distribution Plan**

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and approve the Profit Distribution Plan for 2023. According to the annual results announcement for the year ended 31 December 2023 of the Company dated 28 March 2024, the cumulative undistributed profits of the Company attributable to the shareholders of the parent company for the year ended 31 December 2023 were negative. The Board of Directors has resolved that no profit distribution will be made for the year.

### **8. 2023 Confirmation of Daily Related-party Transactions**

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and approve the resolution on Confirmation of Daily Related-party Transactions in 2023. In order to meet the Company's production and operation

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## LETTER FROM THE BOARD

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needs, the Company had related-party transactions with various related parties in 2023, and the specific types and details of the related-party transactions have been set out in Notes 8(4)(a) to (d) to the financial statements in the 2023 Annual Report. The Directors confirm that the related-party transactions between the Company and the related parties in 2023 are genuine, legal and valid with fair pricing. The related-party transactions between the Company and related parties in 2023 did not jeopardise the interests of the Company or other shareholders, especially minority Shareholders, and the Company has taken effective measures to regulate and reduce related-party transactions.

### 9. 2023 Financial Accounts Report

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and approve the 2023 Financial Accounts Report as set out below:

In order to provide shareholders with an understanding of the Company's consolidated results of operations for 2023, the information regarding the 2023 financial accounts is reported as follows:

#### 1. Major financial data and indicators for 2023

*Unit: RMB '0,000*

<b>Items</b>	<b>2023</b>
Operating revenue	105,570
Net profit attributable to shareholders of the parent	-123,405

  

<b>Items</b>	<b>At the end of the year 2023</b>
Total assets	476,564
Total liabilities	267,675
Equity attributable to owners of the parent	196,041

#### 2. Information on major assets and liabilities

*Unit: RMB '0,000*

<b>Items</b>	<b>2023</b>
Cash at bank and on hand	54,140
Notes receivable and accounts receivables	84,031
Inventories	41,602
Fixed assets	14,183
Right-of-use assets	6,572



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## LETTER FROM THE BOARD

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<b>Items</b>	<b>2023</b>
Notes payable and accounts payables	41,650
Other payables	38,283
Short-term borrowings	77,722
Long-term borrowings	64,899

### 3. *Main expense*

*Unit: RMB '0,000*

<b>Items</b>	<b>2023</b>
Selling expenses	50,611
General and administrative expenses	39,971
Research and development expenses	49,050
Financial expenses	901

### 4. *Cash flow analysis*

*Unit: RMB '0,000*

<b>Items</b>	<b>2023</b>
Net cash flows from operating activities	-100,030
Net cash flows from investing activities	-50,560
Net cash flows from financing activities	188,031

## 10. 2024 FINANCIAL BUDGET REPORT

An ordinary resolution will be proposed at the AGM for shareholders to consider and approve the 2024 Financial Budget Report as set out below:

Based on the Company's major business revenue targets, various variable expenses are in line with revenue, and the budgeting of various fixed expenses, asset impairment losses and investment income are based on the expenditures in 2023 and the changes in business growth in 2024. In this regard, the Company has proposed a budgeted target for expenses in 2024, with the management expenses, selling expenses and research and development expenses to be controlled at RMB400 million, RMB530 million and RMB570 million, respectively, in 2024.

## SPECIAL RESOLUTION

### 11. Grant of a general mandate to the Board to issue Shares

To ensure the flexibility of the Board to issue new Shares at its discretion as and when appropriate, the Board will propose a special resolution at the AGM to grant a general mandate to the Board to issue, allot and deal with additional shares (whether

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## LETTER FROM THE BOARD

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Domestic Shares or H Shares or securities convertible into such shares, options, warrants or similar rights to subscribe for Domestic Shares or H Shares of the Company (hereinafter referred to as “**similar rights**”). Specific plan for the general mandate to issue the Shares of the Company is as follows:

(1) subject to paragraph (b) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC, the granting of a general mandate to the Board to issue, allot and deal with, separately or concurrently, additional Domestic Shares and/or H Shares and/or securities convertible into Shares, and similar rights to make or grant offers, agreements and options in relation to such Shares and is subject to the following conditions:

(a) relevant grant shall not be made during the Relevant Period (as defined below) except that the Board may during the Relevant Period make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period; and

(b) the number of additional Domestic Shares and/or H Shares and/or securities convertible into Shares, separately or concurrently, allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of each of the total number of Domestic Shares of the Company in issue and/or the total number of H Shares of the Company in issue, respectively, as at the date of passing of such resolution;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or

(c) the date on which the authorisation set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meetings of the Company.

(2) Allot, issue and deal with the Shares pursuant to paragraph (1) above, the Board is hereby authorised:

(a) to approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue, allotment of and dealing with such Shares

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## LETTER FROM THE BOARD

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including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the targets of the issue and the place and time of the issue;

- (b) to make all necessary applications to the relevant authorities, enter into an underwriting agreement or any other agreements, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other regulatory authorities; and
- (c) to make necessary amendments to the Articles of Association in order to reflect the new shareholding structure of the Company after authorising the Company to allot or issue Shares pursuant to this resolution.

No class meeting shall be required to be convened by the Company when the Board exercises the general mandate to issue, allot and deal with additional shares (whether non-listed shares or H shares or securities convertible into such shares, options, warrants or similar rights to subscribe for non-listed shares or H shares of the Company).

As at the Latest Practicable Date, the Company issued 299,967,325 Domestic Shares and 118,175,499 H Shares. Subject to the approval of the resolution in relation to the general mandate, the Company may allot, issue and deal with up to 59,993,465 Domestic Shares and/or 23,635,099 H Shares (on the basis that the Company will not further issue Domestic Shares and/or H Shares before the AGM).

The resolution on the general mandate to issue the Shares of the Company had been considered and approved by the Board on April 30, 2024, and is hereby submitted to the Shareholders for consideration and approval at the AGM.

### III. THE AGM

The AGM will be held at JIMU Conference Room, 25/F, Building C1, Nanshan Smart Park, No. 1001 Xueyuan Avenue, Nanshan District, Shenzhen, PRC on Tuesday, May 21, 2024 at 3:00 p.m. Notice convening the AGM is set out on pages 11 to 13 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ubtrobotic.com](http://www.ubtrobotic.com)).

### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, May 16, 2024 to Tuesday, May 21, 2024, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the AGM to be held on Tuesday, May 21, 2024. Shareholders whose name appear on the register of members of the Company on Tuesday, May 21, 2024 will be entitled to attend and vote at the AGM.

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## LETTER FROM THE BOARD

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In order to be eligible to attend and vote at the AGM, all transfer accompanied by relevant share certificates and transfer forms must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Tuesday, May 14, 2024.

### V. PROXY ARRANGEMENT

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar in Hong Kong, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 3:00 p.m. on Monday, May 20, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

### VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll. As such, all the resolutions as set out in the notice convening the AGM will be voted by poll.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

### VII. 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.

### VIII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

By order of the Board  
**UBTECH ROBOTICS CORP LTD**  
深圳市優必選科技股份有限公司  
**Jian ZHOU**

*Chairman, Executive Director and Chief Executive Officer*



**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 2023 annual 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 Tuesday, May 21, 2024 at 3:00 p.m. (the “**AGM**”) to consider and, if thought fit, approve the following resolutions:

**ORDINARY RESOLUTIONS**

1. Proposal on the Company’s 2023 Report of the Board of Directors: to consider and approve the Report of the Board (the “**Board**”) of Directors (the “**Directors**”) of the Company for 2023.
2. Proposal on the Company’s 2023 Report of the Board of Supervisors: to consider and approve the Report of the Board of Supervisors (the “**Supervisors**”) of the Company for 2023.
3. Proposal on the Company’s 2023 Annual Results Announcement and Financial Report: to consider and approve the audited consolidated financial statements of the Company for 2023.
4. Proposal on the Company’s Annual Report for 2023: to consider and approve the annual report of the Company for 2023.
5. Proposal on the Re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s External Auditor for 2024: to consider and approve the re-appointment of auditor of the Company for 2024.
6. Proposal on the Remuneration Scheme of the Directors and the Supervisors: to consider and agree to authorise the Board to determine the remuneration of the Directors and the Supervisors.
7. Proposal on the Company’s 2023 Profit Distribution Plan: to consider and approve the profit distribution plan for 2023.
8. Proposal on the Confirmation of the Company’s Daily Related-party Transactions for 2023: to consider and approve the Company’s daily related-party transactions for 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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9. Proposal on the Company's 2023 Report on the Financial Accounts: to consider and approve the Company's Report on the Financial Accounts for 2023.
10. Proposal on the Company's 2024 Financial Budget Report: to consider and approve the Company's Financial Budget Report for 2024.

### SPECIAL RESOLUTION

11. Proposal on the Granting of a General Mandate to the Board to Issue Shares: to consider and agree to grant the Board a general mandate to issue shares.

By order of the Board  
**UBTECH ROBOTICS CORP LTD**  
深圳市優必選科技股份有限公司  
**Jian ZHOU**

*Chairman, Executive Director and Chief Executive Officer*

Shenzhen, April 30, 2024

*Notes:*

1. Individual shareholders who wish to attend the AGM 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 AGM 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 AGM.

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 Domestic Shareholders) not later than 24 hours before the designated time for the holding of the AGM (i.e. not later than 3:00 p.m. on Monday, May 20, 2024) or any adjournment thereof (as the case may be).

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## NOTICE OF ANNUAL GENERAL MEETING

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In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the AGM 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 AGM 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 AGM 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 AGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ubtrobot.com](http://www.ubtrobot.com)) upon the conclusion of the AGM.
4. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

*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.*