
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) CONTINUING CONNECTED TRANSACTION IN RELATION TO PROJECT
ENGINEERING SERVICES AND PRODUCTS FRAMEWORK AGREEMENT;
(2) ARRANGEMENT OF BANK CREDIT;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meaning as those defined in this circular unless otherwise stated.

The Company will convene and hold the EGM at 4:00 p.m. on Thursday, March 19, 2026 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-2 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 4:00 p.m. on Wednesday, March 18, 2026) 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 the time and dates in this circular are to Hong Kong time and dates.

March 4, 2026

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DEFINITIONS

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

“Arrangement of Bank Credit”	has the meaning ascribed to it under the section headed “(2) Arrangement of Bank Credit” in this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors 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 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
“EGM”	the 2026 second 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 4:00 p.m. on Thursday, March 19, 2026 for the purpose of considering and, if thought fit, approving, among other things, the New Framework Agreement, the Arrangement of Bank Credit and the Proposed Amendments
“Group”	the Company together with its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MAE”	Miracle Automation Engineering Co., Ltd.* (天奇自动化工程股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002009.SZ)
“MAE Group”	collectively, MAE, its subsidiaries and its 30%-controlled companies (as defined under the Listing Rules)
“MAE Products and Services”	smart robotic products and services required for the completion of MAE Group’s contracted engineering projects, including but not limited to the engineering design, implementation and delivery in relation to such projects, i.e. the Group’s logistics smart robotic products and services
“New Framework Agreement”	the project engineering services and products framework agreement dated March 4, 2026 entered into between Wuxi Uqi and MAE in relation to the provision of the MAE Products and Services by Wuxi Uqi Group to MAE Group for a term ending on December 31, 2028
“Placing”	the placing of 31,468,000 new H Shares under general mandate, which is completed on December 2, 2025
“Previous Framework Agreement”	the project engineering services and products framework agreement dated November 23, 2023 entered into between Wuxi Uqi and MAE in relation to the provision of the MAE Products and Services by Wuxi Uqi to MAE Group for a term ending on December 31, 2025
“Proposed Amendments”	the proposed amendments to the Articles of Association by the Board on March 4, 2026 in order to reflect the increase in number of Shares and registered capital of the Company upon completion of the Placing. Details of which are set out under the section headed “(3) Proposed Amendments to The Articles of Association” in this circular
“Prospectus”	the prospectus of the Company dated December 19, 2023
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Wuxi Uqi”	Wuxi Uqi Intelligent Technology Co., Ltd.* (無錫優奇智能科技有限公司), a company incorporated in the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Wuxi Uqi Group”	collectively, Wuxi Uqi, its subsidiaries and its 30%-controlled companies (as defined under the Listing Rules)
“%”	per cent



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*)
Liu Ming (*employee representative Director*)
Deng Feng
Xiong Youjun

Non-executive Directors:

Xia Zuoquan
Zhou Zhifeng
Lu Kuan

Independent Non-executive Directors:

He Jia
Yao Xin
Dong Xiuqin
Xiong Hui

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:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

March 4, 2026

To the Shareholders

Dear Sir or Madam,

**(1) CONTINUING CONNECTED TRANSACTION IN RELATION TO PROJECT
ENGINEERING SERVICES AND PRODUCTS FRAMEWORK AGREEMENT;
(2) ARRANGEMENT OF BANK CREDIT;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2026 SECOND 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) PROJECT ENGINEERING SERVICES AND PRODUCTS FRAMEWORK AGREEMENT

Reference is made to the section headed “Connected Transactions” of the Prospectus. Pursuant to the Previous Framework Agreement, Wuxi Uqi, a subsidiary of the Company under the Listing Rules, had supplied the MAE Products and Services to MAE Group on an ongoing basis.

In view of the expiration of the Previous Framework Agreement on December 31, 2025 and the expected forthcoming demand for the MAE Products and Services by MAE Group, Wuxi Uqi has entered into the New Framework Agreement with MAE. Set out below are the principal terms of the New Framework Agreement:

Date	March 4, 2026
Parties	(1) Wuxi Uqi; and (2) MAE
Term	March 4, 2026 to December 31, 2028
Subject matter	Pursuant to the New Framework Agreement, Wuxi Uqi Group agreed to supply to MAE Group the MAE Products and Services.
Pricing policy and payment terms	The pricing of the MAE Products and Services shall be determined by negotiations according to the principles of fairness and reasonableness, with references to the following factors: (i) the prevailing market prices of similar products and services supplied to MAE by independent third parties, (ii) the total contract amounts involved, (iii) the specifications of equipment required, (iv) the amount of personnel required and (v) the time required to supply the MAE Products and Services.

The parties agreed that they may enter into further agreements setting out additional specific terms and conditions pertaining to the MAE Products and Services; however, the terms and conditions set out in the New Framework Agreement (including as to pricing and the term) shall be deemed to be included in any such further agreements. The New Framework Agreement also specifically provided that such further agreements shall be entered into on normal commercial terms, which shall be no less favourable to Wuxi Uqi as a service provider as compared to the terms it offered to independent third parties for the same category of services or equipment, and the price stipulated under such agreements shall not be lower than the prices at which Wuxi Uqi supplies the same category of services or equipment to independent third parties.

LETTER FROM THE BOARD

Historical Transaction Amount

For the three years ended December 31, 2023, 2024 and 2025, the historical transaction amounts between Wuxi Uqi and MAE Group were approximately RMB293.6 million, RMB187.6 million and RMB128.8 million (*unaudited*) respectively.

Annual Caps

For each of the financial years ending December 31, 2026, 2027 and 2028, it is estimated that the maximum purchase price payable by the MAE Group to Wuxi Uqi Group in respect of the purchase of the MAE Products and Services shall not exceed RMB250.0 million, RMB200.0 million and RMB150.0 million, respectively.

In determining the aforementioned annual caps, the Directors have considered (i) the historical transaction amounts during three years ended December 31, 2023, 2024 and 2025; (ii) the prevailing market prices of similar products and services supplied to the MAE Group by independent third parties; (iii) the total contract amounts involved; (iv) the specifications of equipment required; (v) the amount of personnel required; and (vi) the time required to supply the MAE Products and Services.

Reasons for and Benefits of the New Framework Agreement

As MAE Group is a well-established intelligent equipment automation service provider with expertise in automotive intelligent equipment and lithium battery recycling, the Directors believe that the continuation of sales to MAE Group and maintaining of business relationship with MAE Group can enhance the business and reputation of the Group taking into account, among other things, the substantial revenue contribution from customers in the automobile and auto-parts industry.

Internal Control Measures

In order to ensure the terms of the New Framework Agreement are on normal commercial terms and fair and reasonable to the Company and the Shareholders and are no less favourable than those of similar transactions with independent third parties, the Company has formulated the following internal control policies and will adopt the following internal control measures upon the New Framework Agreement taking effect:

- (i) the finance department of the Company will closely monitor the transactions under the New Framework Agreement to ensure that the transaction amounts will not exceed the annual cap;

LETTER FROM THE BOARD

- (ii) the finance department of the Company will conduct monthly random checks to review and assess whether the transactions contemplated under the New Framework Agreement are conducted on normal commercial terms, in accordance with the terms set out therein and whether the relevant contract terms are in the interest of the Company and the Shareholders as a whole. In particular, the finance department will check whether the pricing basis has been properly followed;
- (iii) the Company's external auditor will conduct an annual review of the transactions entered into under the New Framework Agreement to ensure that the transaction amounts are within the annual cap and the transactions are conducted in accordance with the terms set out therein; and
- (iv) the independent non-executive Directors will conduct an annual review of the status of the transactions contemplated under the New Framework Agreement to ensure that the Company has complied with its internal approval process and the relevant requirements under the Listing Rules. The Directors are of the view that the above internal control measures can ensure that the transactions under the New Framework Agreement will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders as a whole.

Information on Wuxi Uqi Group and MAE Group

Wuxi Uqi is regarded as a subsidiary of the Company under the Listing Rules for the reasons set out in "Listing Rules Implications" below. It has a registered capital of RMB31,520,475 and, together with its subsidiaries, is principally engaged in the development, production and sales of logistics smart robotic products and services.

MAE is a company listed on the Shenzhen Stock Exchange (stock code: 002009.SZ) with a registered capital of approximately RMB402.2 million. The principal business of MAE Group includes intelligent equipment business centred on automotive intelligent equipment and lithium battery recycling business centred on lithium battery recycling, graded utilization and reuse.

The Directors confirmed that to the best of their knowledge, information and belief having made all reasonable enquiry, the ultimate beneficial owners of MAE are third parties independent of the Group.

LETTER FROM THE BOARD

Listing Rules Implications

Wuxi Uqi is regarded as a subsidiary of the Company under the Listing Rules. As at the date of this circular, the Company held approximately 41.49% shareholding interests in Wuxi Uqi. In addition, pursuant to the shareholders' agreement entered into between the shareholders of Wuxi Uqi in December 2022, (i) Shenzhen Quantum Leap Investment Limited Partnership* (深圳量子躍遷投資合夥企業(有限合夥)) (“**Shenzhen Quantum Leap**”), a shareholder then holding approximately 16.66% interests, agreed that for the period it was holding equity interest in Wuxi Uqi; and (ii) Suzhou Zhengxuan Qianzhan Zhihe Venture Capital (Limited Partnership)* (蘇州市正軒前瞻志合創業投資合夥企業(有限合夥)) (“**Suzhou Zhengxuan**”) and Guangzhou Zhengxuan Qianzhan Ruiyuan Venture Capital Limited Partnership* (廣州市正軒前瞻睿遠創業投資合夥企業(有限合夥)) (“**Guangzhou Zhengxuan**”), two shareholders then holding approximately 6.64% and 5.43% interests, respectively, agreed that for the period of six years since the date they started holding equity interest in Wuxi Uqi, being December 31, 2021, they would act consistently with our Company in respect of matters of the shareholders meeting (the “**Wuxi Uqi Shareholders' Undertakings**”). As at the date of this circular, Shenzhen Quantum Leap, Suzhou Zhengxuan and Guangzhou Zhengxuan held approximately 15.86%, 6.33% and 5.18% shareholding interests in Wuxi Uqi, respectively. As a result of the Wuxi Uqi Shareholders' Undertakings, the Company has continued to hold more than 50% voting rights in Wuxi Uqi despite that its shareholding in Wuxi Uqi is below 50%. According to the articles of Wuxi Uqi, approval of Wuxi Uqi's shareholders resolutions in general requires more than 50% of shareholders' votes. As such, the Company has continued to obtain control of Wuxi Uqi and it has continued to be regarded as the Company's subsidiary since its establishment up to the date of this circular.

As at the date of this circular, MAE is a substantial shareholder of Wuxi Uqi directly and indirectly holding approximately 22.49% shareholding interest and thus a connected person of the Company at subsidiary level. As such, the transactions contemplated under the New Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

By virtue of Rule 14A.101 of the Listing Rules, as (i) MAE is a connected person of the Company at the subsidiary level; (ii) the transactions contemplated under the New Framework Agreement are on normal commercial terms; and (iii) the Board (including all the independent non-executive Directors) has approved the New Framework Agreement, and confirmed that the transactions contemplated under the New Framework Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, the New Framework Agreement is subject to the reporting and announcement requirements but are exempted from the circular, independent financial advice and Shareholders' approval requirements under the Listing Rules. Nevertheless, pursuant to the Articles of Association, the New Framework Agreement is subject to consideration and approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

(2) ARRANGEMENT OF BANK CREDIT

As the Group expands its business operations and to support its working capital needs, the Group applies for bank credit from time to time. The lender banks may require the approval of the general meeting as a condition for approving the bank credit to the Company.

On March 4, 2026, the Board has resolved that the Company applies for bank credit (as detailed in the table below), in order to better support the Company's business expansion and other working capital needs, subject to the approval by the general meeting.

Set forth below are details of the proposal in relation to the Arrangement of Bank Credit:

Borrower	Lender bank	Maximum amount of bank credit limit (RMB million)	Expected validation period and term of the bank credit
The Company	Industrial and Commercial Bank of China Limited, Shenzhen Xinian Branch* (中國工商銀行股份有限公司深圳喜年支行)	Not exceeding 200	The Company's legal representative or his authorised representative shall be authorised to sign the credit agreements and other relevant documents within 12 months from the date of approval by the general meeting.
	Bank of Communications Co., Ltd., Shenzhen Branch* (交通銀行股份有限公司深圳分行)	Not exceeding 200	The specific credit limits, credit period, credit types and guarantee arrangement shall ultimately be subject to the actual credit terms approved by the banks.
	Bank of Shanghai Co., Ltd., Shenzhen Branch* (上海銀行股份有限公司深圳分行)	Not exceeding 200	The specific financing amount will be determined according to the actual operating needs of the Group.
	Luso International Banking Ltd., Guangzhou Branch* (澳門國際銀行股份有限公司廣州分行)	Not exceeding 100	
Total:		Not exceeding 700	

LETTER FROM THE BOARD

The Board considers that the Arrangement of Bank Credit is in the interests of the Company and its Shareholders as a whole.

The Arrangement of Bank Credit is subject to the approval by the Shareholders at the EGM.

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated December 2, 2025 in relation to, among others, the completion of the Placing. Following completion of the Placing, the total number of Shares has increased from 471,933,373 Shares to 503,401,373 Shares and the registered capital of the Company has increased from RMB471,933,373 to RMB503,401,373.

In order to reflect the increase in number of Shares and registered capital of the Company upon completion of the Placing into the Articles of Association, on March 4, 2026, the Board proposed the Proposed Amendments and to complete the registration of the amended Articles of Association with the relevant governmental and/or regulatory authorities.

Details of the Proposed Amendments are as follows:

Existing articles	Amended articles
Article 6 The registered capital of the Company is RMB 471,933,373 .	Article 6 The registered capital of the Company is RMB 471,933,373 <u>503,401,373</u> .
Article 23 The Company has issued 471,933,373 shares, all of which are ordinary shares.	Article 23 The Company has issued 471,933,373 <u>503,401,373</u> shares, all of which are ordinary shares.

Save as disclosed above, 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 consideration and approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

THE EGM

The Company will convene and hold the EGM at 4:00 p.m. on Thursday, March 19, 2026 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-2 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.

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be on Friday, March 13, 2026. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with 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), no later than 4:30 p.m. on Friday, March 13, 2026.

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 4:00 p.m. on Wednesday, March 18, 2026) 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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 date of this circular, no Shareholder would be required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions for each of (i) the New Framework Agreement; (ii) the Arrangement of Bank Credit; and (iii) the Proposed Amendments 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

**NOTICE OF THE 2026 SECOND EXTRAORDINARY
GENERAL MEETING**



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 OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the “EGM”) 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, March 19, 2026 at 4:00 p.m. to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. Resolution on the Project Engineering Services and Products Framework Agreement: THAT
 - (a) the New Framework Agreement to be entered into between Wuxi Uqi Intelligent Technology Co., Ltd.* (無錫優奇智能科技有限公司) and Miracle Automation Engineering Co., Ltd.* (天奇自動化工程股份有限公司), the proposed annual caps amounts and the transactions contemplated thereunder and any other arrangements or documents in connection therewith be and are hereby approved, confirmed and/or ratified; and
 - (b) any one executive Director be and is hereby authorized for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the New Framework Agreement.
2. Resolution on the Company’s application for credit limit from the relevant banks: THAT the Arrangement of Bank Credit be and is 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;

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

3. Resolution on the change of registered capital of the Company, amendments to the Articles of Association and handling of business registration procedures: THAT the Proposed Amendments be and are hereby approved and the Directors 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.

By order of the Board
UBTECH ROBOTICS CORP LTD
Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

Shenzhen, March 4, 2026

Notes:

1. For details of the resolutions to be approved in the EGM, please refer to the circular of the Company dated March 4, 2026 (the “**Circular**”). Unless the context requires otherwise, the terms used in this notice of EGM shall have the same meaning as those used in the Circular.
2. 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.
3. 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 Shares), whether (each of) such person is a Shareholder 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 Domestic Shareholders) not later than 24 hours before the designated time for the holding of the EGM (i.e. not later than 4:00 p.m. on Wednesday, March 18, 2026) or any adjournment thereof (as the case may be).

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

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.

4. According 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. 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.
5. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises (i) Mr. Zhou Jian, Mr. Liu Ming, Mr. Deng Feng and Mr. Xiong Youjun as executive directors; (ii) Mr. Xia Zuoquan, Mr. Zhou Zhifeng and Mr. Lu Kuan as non-executive directors; and (iii) Professor He Jia, Mr. Yao Xin, Ms. Dong Xiuqin and Mr. Xiong Hui as independent non-executive directors.

* For identification purposes only