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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 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) ARRANGEMENT OF BANK CREDIT;**  
**(2) ARRANGEMENT OF GUARANTEES;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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, April 11, 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](http://www.hkexnews.hk)) and the Company ([www.ubtrobot.com](http://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, April 10, 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.

March 27, 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:*

“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
“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)
“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 third 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, April 11, 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

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## DEFINITIONS

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“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)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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

\* *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

March 27, 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) ARRANGEMENT OF BANK CREDIT;  
(2) ARRANGEMENT OF GUARANTEES;  
AND  
(3) 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.

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## LETTER FROM THE BOARD

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### (1) 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 March 27, 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.

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

<b>Borrower</b>	<b>Lender bank</b>	<b>Maximum amount of bank credit limit (RMB'million)</b>	<b>Expected validation period and duration of the bank credit</b>
The Company	China CITIC Bank Corporation Limited, Shenzhen Branch* (中信銀行股份有限公司深圳分行)	Not exceeding 400	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 consideration and approval by the general meeting. The bank credit limit shall be available for no more than one year. The specific credit limits, types of credit and guarantee arrangement shall ultimately be subject to the actual results of approval by the banks.
	Shanghai Pudong Development Bank Co., Ltd., Shenzhen Branch* (上海浦東發展銀行股份有限公司深圳分行)	Not exceeding 400	
	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	
	China Construction Bank Corporation, Shenzhen Branch* (中國建設銀行股份有限公司深圳市分行)	Not exceeding 200	

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## LETTER FROM THE BOARD

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<b>Borrower</b>	<b>Lender bank</b>	<b>Maximum amount of bank credit limit (RMB'million)</b>	<b>Expected validation period and duration of the bank credit</b>
	Ping An Bank Co., Ltd., Shenzhen Branch* (平安銀行股份有限公司深圳分行)	Not exceeding 200	
	Huaxia Bank Co., Ltd., Shenzhen Branch* (華夏銀行股份有限公司深圳分行)	Not exceeding 200	
	Standard Chartered Bank (China) Limited, Shenzhen Branch* (渣打銀行(中國)有限公司深圳分行)	Not exceeding 100	
	Bank of Bohai Co., Ltd., Shenzhen Branch* (渤海銀行股份有限公司深圳分行)	Not exceeding 100	
	<b>Total:</b>	<b><u>Not exceeding 1,800</u></b>	

The Board considers that the Arrangement of Bank Credit is in the interests of the Company and the Shareholders as a whole. As required by the lender banks, the Arrangement of Bank Credit is 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.

### (2) ARRANGEMENT OF GUARANTEES

Pursuant to the Articles of Association, all matters relating to the Company's external guarantees (including the 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

Reference is made to the announcements of the Company dated January 24, 2024 and March 11, 2024. The current total amount of guarantees provided by the Company to its subsidiaries amounted to RMB3,580 million, which exceeds thirty percent of the latest audited total assets of the Group (i.e. RMB3,619 million as of June 30, 2023).

On March 27, 2024, the Board has resolved that the Company be proposed to provide further 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	UBTECH (Hebei) Technology Co., Ltd.* (優必選(河北)科技有限公司)	Direct wholly-owned subsidiary	Not exceeding 200	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	New and renewed original guarantees provided to support and satisfy the needs of business development
	Hangzhou UBTECH Industrial Co., Ltd.* (杭州優必選實業有限公司)		Not exceeding 200		
	UBTECH (Xiamen) Intelligent Technology Co., Ltd.* (優必選(廈門)智能科技有限公司)		Not exceeding 100		
	UBTECH (Jiangsu) Intelligent Robot Co., Ltd.* (優必選(江蘇)智能機器人有限公司)		Not exceeding 50		
	UBTECH (Shenyang) Technology Co., Ltd.* (優必選(瀋陽)科技有限公司)		Not exceeding 50		
	Beijing UBTECH Intelligent Robot Co., Ltd.* (北京優必選智能機器人有限公司)		Not exceeding 50		
	UBTECH (Zhengzhou) Intelligent Agricultural Technology Co., Ltd.* (優必選(鄭州)智慧農業科技有限公司)		Not exceeding 50		
	UBTECH (Hejin) Technology Co., Ltd.* (優必選(河津)科技有限公司)		Not exceeding 50		
	UBTECH (Hebi) Technology Co., Ltd.* (優必選(鶴壁)科技有限公司)		Not exceeding 50		
	Best Epoch Technology Co. LTD (深圳市優紀元科技有限公司)		Not exceeding 30		



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## LETTER FROM THE BOARD

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Guarantor	Guarantee Recipients	Relationship with the Company	Maximum amount of guarantee (RMB'million)	Expected validation period of the guarantee	Reason for the arrangement
	UBTECH (Hubei) Technology Co., Ltd.* (優必選(湖北)科技有限公司)		Not exceeding 20		
	U&ME Innovation Technology Company Limited	Indirect wholly-owned subsidiary	Not exceeding 50 (or equivalent in foreign currency)		
	Shanghai UBTECH Intelligent Health Technology Development Co., Ltd.* (上海優必選智慧健康科技發展有限公司)	Indirect non-wholly owned subsidiary	Not exceeding 50		
	Shenzhen Youxuan Zhiyi Elderly Caring Service Co., Ltd.* (深圳市優選智願养老服务有限公司)		Not exceeding 20		
<b>Total:</b>			<b><u>Not exceeding 970</u></b>		

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 currently provided by the Company to its subsidiaries exceeds thirty percent of the latest audited total assets of the Group, 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.

### EGM

The Company will convene and hold the EGM at 3:00 p.m. on Thursday, April 11, 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

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## LETTER FROM THE BOARD

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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, April 10, 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 date of this circular, 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.

### RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions in relation to the Arrangement of Bank Credit and the Arrangement of Guarantees 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*



**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 third 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, April 11, 2024 at 3:00 p.m. (the “**EGM**”) to consider and, if thought fit, approve the following resolutions:

**ORDINARY RESOLUTION**

1. “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 March 27, 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 RESOLUTION**

2. “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 March 27, 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*

Shenzhen, March 27, 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 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, April 10, 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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](http://www.hkexnews.hk)) and the Company ([www.ubtrobot.com](http://www.ubtrobot.com)) upon the conclusion of the EGM.
4. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.