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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)

ANNOUNCEMENT

- (1) ARRANGEMENT OF BANK CREDIT;**
- (2) ARRANGEMENT OF GUARANTEES;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO CHANGE OF REGISTERED CAPITAL;**
- AND**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO ABOLISHMENT OF SUPERVISORY COMMITTEE**

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of UBTECH ROBOTICS CORP LTD (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(1) 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 19 May, 2025, the Board has resolved that the Company applies 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 Group’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 (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 Bank Co., Ltd., Shenzhen Branch* (興業銀行股份有限公司 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 approval by the general meeting.
	China Everbright Bank Co., Ltd., Shenzhen Branch* (中國光大銀行股份有限公司 深圳分行)	Not exceeding 300	
	Bank of China Co., Ltd., Shenzhen Branch* (中國銀行股份有限公司 深圳市分行)	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. The specific financing amount will be determined according to the actual operating needs of the Group.
	Agricultural Bank of China Co., Ltd., Qianhai Branch* (中國農業銀行股份有限公司 前海分行)	Not exceeding 100	
	Ping An Bank Co., Ltd., Shenzhen Branch* (平安銀行股份有限公司 深圳分行)	Not exceeding 100	
	China Minsheng Banking Corp., Ltd., Shenzhen Branch* (中國民生銀行股份有限公司 深圳分行)	Not exceeding 100	
	Zhuhai China Resources Bank Co., Ltd., Zhuhai Branch (珠海華潤銀行股份有限公司 珠海分行)	Not exceeding 100	

Borrower	Lender bank	Maximum amount of bank credit limit (RMB million)	Expected validation period and term of the bank credit
	Guangdong Nanyue Bank Co., Ltd., Shenzhen Branch* (廣東南粵銀行股份有限公司 深圳分行)	Not exceeding 100	
	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 1,500	

The Board considers that the Arrangement of Bank Credit is in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

The Arrangement of Bank Credit is subject to the approval by the Shareholders at the forthcoming extraordinary general meeting of the Company (the “**EGM**”).

(2) ARRANGEMENT OF GUARANTEES

Pursuant to the articles of association of the Company (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 consideration and approval by the Shareholders by special resolution at the general meeting of the Company.

Reference is made to the announcements of the Company dated August 28, 2024 and December 9, 2024. As at the date of this announcement, the current total amount of guarantees provided by the Company to its subsidiaries amounted to RMB2,100 million, which has exceeded thirty percent of the latest audited total assets of the Group (i.e. approximately RMB5,134 million as of December 31, 2024).

On May 19, 2025, the Board has resolved that the Company would 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, provided that such arrangement of further guarantees (the “**Arrangement of Guarantees**”) shall be subject to the approval by the general meeting.

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

Guarantor	Guarantee Recipients	Relationship with the Company	Amount of guarantee (RMB million)	Expected validation period of the guarantee	Reason for the arrangement
The Company	UBTECH Software Technology (Shenzhen) Co., Ltd.* (優必選軟件技術(深圳)有限公司)	Direct wholly-owned subsidiary	Not exceeding 80	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 general meeting	New and renewed original guarantees provided to support and satisfy the needs of business development
	Best Epoch Technology Co. LTD* (深圳市優紀元科技有限公司)		Not exceeding 80		
	Ganzhou UBTECH Intelligent Technology Co., Ltd.* (贛州優必選智能科技有限公司)		Not exceeding 30		

Guarantor	Guarantee Recipients	Relationship with the Company	Amount of guarantee (RMB million)	Expected validation period of the guarantee	Reason for the arrangement
	UBTECH Education (Shenzhen) Co., Ltd.* (優必選教育(深圳)有限公司)		Not exceeding 30		
	Kunming UBTECH Technology Investment Co., Ltd. (昆明市優必選科技投資有限公司)	Indirect wholly-owned subsidiary	Not exceeding 100		
	Shanghai UBJ Education Technology Co., Ltd.* (上海優必傑教育科技有限公司)	Direct non-wholly-owned subsidiary	Not exceeding 30		
Total:			<u>Not exceeding 350</u>		

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

For the reasons stated above, the Arrangement of Guarantees is subject to the consideration and approval by the Shareholders at the EGM by special resolution. The specific guarantee period and form of guarantee shall be subject to the guarantee agreements and relevant documents.

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO CHANGE OF REGISTERED CAPITAL

Reference is made to the announcement of the Company dated February 27, 2025 in relation to, among other things, the completion of the placing of new H shares of the Company under general mandate (the “**Placing**”). Following completion of the Placing, the total number of shares of the Company (the “**Shares**”) has increased from 431,622,824 Shares to 441,777,923 Shares and the registered capital of the Company has increased from RMB431,622,824 to RMB441,777,923. 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 May 19, 2025, the Board proposed to amend the relevant articles of the Articles of Association (the “**Proposed Amendments in relation to Change of Registered Capital**”) and to complete the registration of the amended Articles of Association with the relevant governmental and/or regulatory authorities.

Details of the Proposed Amendments in relation to Change of Registered Capital are as follows:

Existing articles	Amended articles
Article 6 The registered capital of the Company is RMB 431,622,824 .	Article 6 The registered capital of the Company is RMB <u>441,777,923</u> 431,622,824 .
Article 21 The Company has a total of 431,622,824 shares, all of which are ordinary shares.	Article 2221 The Company has issued a total of <u>441,777,923</u> 431,622,824 shares, all of which are ordinary shares.

The Board considers that the Proposed Amendments in relation to Change of Registered Capital are in the interests of the Company and its Shareholders as a whole.

In accordance with the Articles of Association and relevant laws and regulations, the Proposed Amendments in relation to Change of Registered Capital are subject to approval by a special resolution of the Shareholders at the EGM.

(4) **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO ABOLISHMENT OF SUPERVISORY COMMITTEE**

In accordance with the Company Law of the People's Republic of China (the “**Company Law**”), the Guidelines to the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant provisions recently revised by the China Securities Regulatory Commission, the responsibilities of the supervisory committee of a listed company will transition to the audit committee, and the role of supervisors will no longer be mandatory.

In accordance with the provisions of the aforesaid laws, regulations and regulatory documents and the relevant amendments, in order to adjust and enhance the corporate governance structure of the Company and taking into account the actual operational needs of the Company, on May 19, 2025, the Board proposed to amend the Articles of the Association to abolish the establishment of the supervisory committee of the Company, dismiss the shareholder representative supervisors of the Company and provide for the audit committee of the Company to exercise the powers and functions of the supervisory committee as provided for under the Company Law (the “**Proposed Amendments in relation to Abolishment of Supervisory Committee**”, together with the Proposed Amendments in relation to Change of Registered Capital, collectively the “**Proposed Amendments**”). The Rules of Procedure of the Supervisory Committee (《監事會議事規則》) of the Company shall be repealed accordingly and the registration of the amended Articles of Association shall be completed with the relevant governmental and/or regulatory authorities.

The Proposed Amendments in relation to Abolishment of Supervisory Committee also include consequential and housekeeping amendments in accordance with the latest provisions of the Company Law, the Guidelines to the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant laws and regulations, and other non-substantial and/or ancillary amendments such as adjustments to the numbering of clauses of the Articles of Association and cross-referencing due to the addition or deletion of certain clauses.

The Board considers that the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the other consequential, housekeeping and other ancillary amendments mentioned above are in the interests of the Company and its Shareholders as a whole.

In accordance with the Articles of Association and relevant laws and regulations, the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the other consequential, housekeeping and ancillary amendments mentioned above are subject to approval by a special resolution of the Shareholders at the EGM.

Details of the Proposed Amendments are set out in the Appendix to the circular of the Company dated May 19, 2025, which is published on the websites of the Stock Exchange and the Company simultaneously with this announcement. Except for the Proposed Amendments, other provisions 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 of the Articles of Association shall prevail.

EGM

The Company will convene and hold the EGM on Tuesday, June 3, 2025 for the Shareholders to consider and, if thought fit, approve, among other things, the Arrangement of Bank Credit, the Arrangement of Guarantees, the Proposed Amendments in relation to Change of Registered Capital and the Proposed Amendments in relation to Abolishment of Supervisory Committee.

A circular containing, among other matters, details of the Arrangement of Bank Credit, the Arrangement of Guarantees, the Proposed Amendments in relation to Change of Registered Capital and the Proposed Amendments in relation to Abolishment of Supervisory Committee together with the notice of the EGM, have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ubtrobot.com).

By order of the Board
UBTECH ROBOTICS CORP LTD

Jian ZHOU

Chairman, Executive Director and Chief Executive Officer

Shenzhen, the PRC, May 19, 2025

As at the date of this announcement, 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.

* *For identification purposes only*