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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 established in the People's Republic of China with limited liability)

(Stock Code: 9880)

**(1) CONNECTED TRANSACTION IN RELATION
TO THE ACQUISITION OF 7% EQUITY INTERESTS IN WUXI UQI;**

(2) ARRANGEMENT OF BANK CREDIT;

(3) ARRANGEMENT OF GUARANTEES;

AND

NOTICE OF THE 2025 SIXTH 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 Wednesday, December 10, 2025 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 Tuesday, December 9, 2025) 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.

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DEFINITIONS

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

“Acquisition”	the acquisition of the 7% of the equity interests in Wuxi Uqi by the Company from MAE as contemplated under the Share Transfer Agreement
“Arrangement of Bank Credit”	has the meaning ascribed to it under the section headed “Introduction – (2) Arrangement of Bank Credit” in Letter from the Board in this circular
“Arrangement of Guarantees”	has the meaning ascribed to it under the section headed “(3) Arrangement of Guarantees” in this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“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)
“Completion”	completion of the Acquisition
“Consideration”	the consideration for the 7% of the equity interests in Wuxi Uqi pursuant to the Share Transfer Agreement
“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
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)

DEFINITIONS

“EGM”	The 2025 sixth 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 Wednesday, December 10, 2025 for the purpose of considering, and if thought fit, approving, among other things, the resolutions set out in the Notice of the 2025 Sixth Extraordinary General Meeting on pages EGM-1 to EGM-2 of this circular
“Group”	the Company together with its subsidiaries from time to time
“Guangzhou Zhengxuan”	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)), a limited partnership incorporated in the PRC
“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)
“Independent Valuer”	Zhongjing Minxin (Beijing) Assets Appraisal Co., Ltd. (中京民信 (北京)資產評估有限公司), an independent valuer
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MAE”	Miracle Automation Engineering Co., Ltd.* (天奇自動化工程股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002009.SZ)
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Share Transfer Agreement”	the share transfer agreement to be entered into between the Company and MAE, pursuant to which the Company agrees to purchase 7% of the equity interests in Wuxi Uqi held by MAE, subject to the terms and conditions set out therein

DEFINITIONS

“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Quantum Leap”	Shenzhen Quantum Leap Investment Limited Partnership* (深圳量子躍遷投資合夥企業(有限合夥)), a limited partnership incorporated in the PRC
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Suzhou Zhengxuan”	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)), a limited partnership incorporated in the PRC
“Target Company”	Wuxi Uqi
“Valuation”	RMB1,855,000,000, being the value of the entire equity interest of the Target Company as of the Valuation Reference Date as appraised by the Independent Valuer using the market approach
“Valuation Reference Date”	September 30, 2025, the reference date for assessing the market value of the entire equity interest of the Target Company
“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
“%”	per cent

LETTER FROM THE BOARD



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

(A joint stock company established 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

November 25, 2025

To the Shareholders

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION IN RELATION
TO THE ACQUISITION OF 7% EQUITY INTERESTS IN WUXI UQI;
(2) ARRANGEMENT OF BANK CREDIT;
(3) ARRANGEMENT OF GUARANTEES;
AND
NOTICE OF THE 2025 SIXTH 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) THE ACQUISITION

On November 25, 2025, the Board is pleased to announce that the Company, as the purchaser, will enter into the Share Transfer Agreement with MAE, as the seller, and Wuxi Uqi, as the Target Company, pursuant to which, the Company agrees to purchase 7% of the equity interests in Wuxi Uqi held by MAE at a Consideration of RMB130,130,000 (inclusive of tax), subject to the terms and conditions of the Share Transfer Agreement. The principal terms of the Share Transfer Agreement are as follows:

Parties	: The Company (as the purchaser) MAE (as the seller) Wuxi Uqi (as the Target Company)
Subject matter	: Pursuant to the Share Transfer Agreement, the Company agrees to purchase 7% of the equity interests in Wuxi Uqi held by MAE, subject to the terms and conditions of the Share Transfer Agreement.
Consideration and payment terms	: The Consideration for the Acquisition is RMB130,130,000 (inclusive of tax). The Consideration is to be determined after arm's length negotiations between the Company and MAE taking into account a number of factors including but not limited to the valuation of Wuxi Uqi of RMB1,855,000,000 as of September 30, 2025, as appraised by the Independent Valuer using the market approach, and the commercial benefits to the Company as mentioned in the section headed "Reasons for and Benefits of the Acquisition" in this circular.

The Consideration is payable in the following manners:

- (i) within 10 business days from the effective date of the Share Transfer Agreement, the Company shall pay 50% of the Consideration to MAE;
- (ii) before December 31, 2025, the Company shall pay the remaining balance (i.e. 50% of the Consideration) to MAE.

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Effectiveness of the Share Transfer Agreement : The parties will enter into the Share Transfer Agreement and the Acquisition shall come into effect when the following conditions are met:

- (i) Wuxi Uqi has procured all its shareholders to provide consent in writing as to the Acquisition; and
- (ii) the Company, MAE and Wuxi Uqi have obtained the required internal approval for execution and performing of the Share Transfer Agreement and the Acquisition.

Completion : Upon fulfillment of the abovementioned conditions, completion of the requisite industrial and commercial change registration procedures with the relevant PRC authorities in relation to the Acquisition shall take place.

Upon Completion, the Company will directly hold 41.4906% of equity interest in Wuxi Uqi.

VALUATION

According to the valuation report dated November 14, 2025 issued by the Independent Valuer, as of the Valuation Reference Date (i.e. September 30, 2025), the appraised value of entire equity interests of Wuxi Uqi, valued using the market approach, is RMB1,855,000,000.

Subject and Scope of Valuation

The subject of the Valuation is the entire equity interests of the Target Company's shareholders. The scope of the Valuation covers all assets and liabilities reported by the Target Company.

Nature and source of information relied upon

The Independent Valuer relied on, among others, (i) the financial statements and audit reports of prior years provided by the Target Company; and (ii) the macroeconomic, industry and market data extracted from public source.

Valuation approaches and reasons for selecting the approach

In arriving at the appraised value, the Independent Valuer had considered three generally accepted approaches, namely market approach, income approach and asset-based approach.

LETTER FROM THE BOARD

In its opinion, the market approach is more appropriate than the income approach or assetbased approach for valuing Wuxi Uqi. This is because (1) when forecasting future earnings using the income approach, even though the factors such as the domestic and international macroeconomic environment, industry development trends, corporate strategic planning, and the overall profitability of the Target Company, including the synergistic value generated by individual asset returns and non-identifiable intangible assets, had been comprehensively considered, this method relied on subjective forecasts of future earnings; and (2) the asset-based approach struggled to accurately capture the contribution of individual assets to the Target Company and faced challenges in measuring the integrated effects arising from the technical compatibility and organic combination of these assets, in particular, the value of non-identifiable intangible assets.

In view of the above, the market approach is adopted for the valuation of Wuxi Uqi. In the market approach, the fundamental requirement is the existence of a relatively active capital and securities market, where comparable indicators, parameters, and other relevant data of comparable companies can be sufficiently obtained. At present, there are numbers of listed companies in the robotics and relevant specialized equipment industries in the PRC A-share market, with adequate information disclosure, making it possible to access the operational and financial data of comparable companies.

Selection basis of the comparable companies

The comparable companies are listed companies selected primarily through a comparative analysis of factors such as business structure, operational model, asset allocation and utilization, the company's development stage, growth potential, operational risks, and financial risks.

In determining the benchmark multiples to be used in the valuation, the Independent Valuer had considered different benchmark multiples and selected the enterprise value/sales ("EV/S") ratios, because Wuxi Uqi had incurred operating losses in recent years and there were significant differences in capital structure between the comparable companies and Wuxi Uqi. Using EV/S ratios can help mitigate the impact of disparities in capital structure and other factors between the comparable companies and Wuxi Uqi. The Independent Valuer would also take into account of control premium and discount for lack of marketability.

Assumptions

In determining the valuation, the following assumptions were adopted:

1. Basic assumptions

Trading assumption: Assuming that all assets to be evaluated are already in the process of transaction, the independent third party valuer simulates the market valuation based on the trading conditions of the assets to be evaluated.

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Open market assumption: Assuming that for assets traded in the market, or assets intended to be traded in the market, both parties to the asset transaction are of equal status to each other and have the opportunity and time to obtain sufficient market information, in order to make rational judgments on the functions, uses, and trading prices of the assets.

Assumption of continuous operation: Assuming that the Target Company will continue to operate continuously in accordance with its original operating purpose and method subsequent to the Valuation Reference Date.

2. *General assumptions*

- After the Valuation Reference Date, there will be no significant changes to the relevant national laws, regulations and policies in force, national macro-economy trend and in political, economic and social environments of the regions where the Target Company is located.
- There are no significant changes in interest rates, exchange rates, tax bases and rates, and policy levies related to the Target Company after the Valuation Reference Date.
- The Target Company fully complies with all relevant laws and regulations.
- The operators of the Target Company after the Valuation Reference Date are responsible and that the Target Company's management is capable of assuming their positions.
- There will be no other force majeure and unforeseeable factors that will have a material adverse effect on the Target Company after the Valuation Reference Date.

3. *Specific assumptions*

- The basic information and financial information provided by the Company and the Target Company are true, accurate and complete.
- The accounting policies adopted by the Target Company after the Valuation Reference Date and those adopted in the preparation of the valuation report are basically the same in material aspects.
- The scope and manner of operation of the Target Company after the Valuation Reference Date will be consistent with that at present on the basis of the existing management style and management level.

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- The type of value for the purpose of the appraisal is the market value, without taking into account the impact of the economic behaviors involved for the purpose of the appraisal on the business operations situation of the enterprise.
- Upon expiration of the current annual qualification of high and new technology enterprise, the Target Company will keep being recognized as a high and new technology enterprise and enjoy the relevant tax incentive.
- The current product technical standards of relevant national authorities related to the patented technology owned by the Target Company have not undergone significant changes, and there will be no leakage of patented technology from the Target Company.
- From the Valuation Reference Date to the date of the valuation report, the Target Company has no undisclosed actual or contingent assets or liabilities, no unusual obligations or substantive commitments, and no pending litigation or threatened circumstances that would cause material adverse impact on the continuous operation of the Target Company.
- The cash inflow of the Target Company after the Valuation Reference Date is an average inflow and the cash outflow is an average outflow.
- The supply of major raw materials, auxiliary materials, fuel, and energy necessary for the Target Company to maintain production remains as it is, with no significant changes.

The Directors (including the independent non-executive Directors) consider that the Consideration for the Acquisition is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. The Consideration will be funded by internal resources of the Company.

INFORMATION ON THE RELEVANT PARTIES

The Company

The Company is an established robotic company based in the PRC, dedicated to the design, production, commercialization, sales and marketing and research development (R&D) of smart service robotic products and services.

LETTER FROM THE BOARD

MAE

MAE is a company listed on the Shenzhen Stock Exchange (stock code: 002009.SZ), the ultimate beneficial owner of which is Mr. Huang Weixing (黃偉興) and the registered capital of which is approximately RMB402.23 million. Its principal business includes intelligent equipment business centred on automotive intelligent equipment and lithium battery recycling business centred on lithium battery recycling, graded utilization and reuse.

Wuxi Uqi

Wuxi Uqi is a company incorporated in the PRC with limited liability and is a non-wholly owned subsidiary of the Company, and the registered capital of which is RMB31.52 million. Its principal business includes provision of logistics robotic products and services to well-known domestic new energy vehicle companies, renowned tire industry clients, and globally recognized clients. It primarily focuses on five major industries, namely automotive, tires, 3C electronics, batteries, and e-commerce.

As at the date of this circular and immediately after Completion, the shareholders of Wuxi Uqi and their respective percentage of equity interests are set out below:

Shareholders	Percentage of equity interests (%)		
	As of the date of this circular	Immediately after Completion	
The Company	34.4906	41.4906	
MAE	23.1596	16.1596	
Shenzhen Quantum Leap	15.8627	15.8627	
Jiangsu Tianqi Borui Zhineng Equipment Development Company Limited*			
(江蘇天奇博瑞智慧裝備發展有限公司)	6.3314	6.3314	
Suzhou Zhengxuan	6.3253	6.3253	
Guangzhou Zhengxuan	5.1752	5.1752	
Ningbo Yuanhao Tianchun Enterprise Management Limited Partnership*			
(寧波沅灝天淳企業管理合夥企業(有限合夥))	1.9828	1.9828	
Wuxi Jingkai Shangxian Emerging Industry Equity Investment Fund (Limited Partnership)*			
(無錫經開尚賢新興產業股權投資基金(有限合夥))	4.7619	4.7619	
Mr. Cai Xuyu	1.1174	1.1174	
Mr. Wan Qiuyang	0.7931	0.7931	
Total	100	100	

LETTER FROM THE BOARD

Upon Completion, the Company will directly hold 41.4906% of equity interest in Wuxi Uqi. Pursuant to the shareholders' agreement entered into between the shareholders of Wuxi Uqi in December 2022, (i) 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 and 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 the Company in respect of matters of the shareholders meeting (the "**Wuxi Uqi Shareholders Undertakings**"). 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%. As such, upon Completion, Wuxi Uqi will remain as a non-wholly owned subsidiary of the Company.

The table below sets forth the financial information of Wuxi Uqi for the year ended December 31, 2024 and the nine months ended September 30, 2025:

	As of/For the nine months ended		
	As of/For the year ended December 31, 2023	2024	2025
<i>RMB'000 (unaudited)</i>			
Revenue	396,621.8	320,042.5	95,602.2
Loss before taxation	(60,068.2)	(97,990.8)	(59,182.5)
Net loss	(60,875.1)	(97,630.7)	(61,919.2)
Net asset	60,584.4	12,953.7	51,034.5

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Acquisition is based on the Company's assessment of the future development prospects of the embodied intelligent humanoid robot industry. Upon Completion, the Company's equity stake in Wuxi Uqi will increase, which is beneficial for further implementation of the application scenarios of embodied intelligent humanoid robots in the smart logistics industry. This will promote the strategic development of the large-scale deployment of embodied intelligent humanoid robots in industrial settings, which is beneficial to the Group and aligns with the Company's overall strategic planning.

The Board (including the independent non-executive Directors) considers that the terms and conditions of the Share Transfer Agreement and the Acquisition are on normal commercial terms, fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As MAE is a substantial shareholder of Wuxi Uqi, a non-wholly owned subsidiary of the Company, MAE is a connected person of the Company at the subsidiary level. Therefore, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Acquisition exceeds 0.1% but is less than 5%, the Acquisition constitutes a connected transaction of the Company and is only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from independent shareholders' approval requirement. In addition, since (i) MAE is a connected person at the subsidiary level of the Company only; (ii) the Board has approved the Share Transfer Agreement and the Acquisition; and (iii) all the independent non-executive Directors have confirmed the terms of the Share Transfer Agreement and the Acquisition are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, the Acquisition is subject to reporting and announcement requirements under Chapter 14A of the Listing Rules but exempt from the circular, independent financial advice and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

None of the Directors has any material interest in the Share Transfer Agreement and is therefore required to abstain from voting on the relevant Board resolutions.

As required by the Articles of Association, the Acquisition shall be subject to Shareholders' approval. The Acquisition is subject to the approval by the Shareholders at the EGM.

(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 November 25, 2025, 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.

LETTER FROM THE BOARD

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	Bank of Beijing Co., Ltd. Shenzhen Branch (北京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 Merchants Bank Co., Ltd. Shenzhen Branch (招商銀行股份有限公司深圳分行)	Not exceeding 100	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.
	Postal Savings Bank of China Co., Ltd. Qianhai Branch (中國郵政儲蓄銀行股份有限公司前海分行)	Not exceeding 100	
	Bank of Jiangsu Co., Ltd. Shenzhen Branch (江蘇銀行股份有限公司深圳分行)	Not exceeding 100	
	Xiamen International Bank Co., Ltd. Zhuhai Branch (廈門國際銀行股份有限公司珠海分行)	Not exceeding 100	
	Total:	Not exceeding 800	

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 forthcoming extraordinary general meeting of the Company.

LETTER FROM THE BOARD

(3) ARRANGEMENT OF GUARANTEE

Pursuant to the Article 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 December 9, 2024 and May 19, 2025. As at the date of this circular, the current total amount of guarantees that can be provided by the Company to its subsidiaries amounted to RMB1,960 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 November 25, 2025, the Board has resolved that the Company would provide further guarantees to certain of its subsidiaries (as detailed 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 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	Jiujiang Youbixing Technology Co., Ltd.* (九江優必行科技有限公司)	Direct wholly-owned subsidiary	Not exceeding 100	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.
	UBTECH Beijing Intelligent Robot Co., Ltd.* (北京行者天工機器人有限公司)		Not exceeding 100		
	Liuzhou UBTECH Intelligent Technology Co., Ltd.* (柳州優必選智能科技有限公司)		Not exceeding 50		
	Huizhou UBTECH Intelligent Technology Co., Ltd.* (惠州市優必選智能科技有限公司)		Not exceeding 20		

LETTER FROM THE BOARD

Guarantor	Guarantee Recipients	Relationship with the Company	Amount of guarantee (RMB million)	Expected validation period of the guarantee	Reason for the arrangement
	UBTECH (Xiamen) Intelligent Technology Co., Ltd.* (優必選(廈門)智能科技有限公司)			Not exceeding 10	
	UBTECH ROBOTICS LIMITED			Not exceeding 150	
	Liuzhou UBTECH Intelligent Industry Co., Ltd.* (柳州優必選智能實業有限公司)	Indirect wholly-owned subsidiary		Not exceeding 150	
	Jiujiang Youye Technology Co., Ltd.* (九江優耶科技有限公司)			Not exceeding 100	
	U&ME Innovation Technology Company Limited			Not exceeding 150	
	Wuxi Uqi	Direct non-wholly owned subsidiary		Not exceeding 600	
	Total:			Not exceeding 1,430	

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.

LETTER FROM THE BOARD

THE EGM

The Company will convene and hold the EGM at 4:00 p.m. on Wednesday, December 10, 2025 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 Thursday, December 4, 2025. 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 Thursday, December 4, 2025.

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 Tuesday, December 9, 2025) 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 Acquisition; (ii) the Arrangement of Bank Credit; and (iii) the Arrangement of Guarantees 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 2025 SIXTH 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 established in the People's Republic of China with limited liability)

(Stock Code: 9880)

NOTICE OF THE 2025 SIXTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 sixth 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 Wednesday, December 10, 2025 at 4:00 p.m. to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. Resolution on the Company’s acquisition of 7% equity interests in Wuxi Uqi: THAT the share transfer agreement to be entered into between the Company, Miracle Automation Engineering Co., Ltd.* (天奇自動化工程股份有限公司) (“MAE”) and Wuxi Uqi Intelligent Technology Co., Ltd.* (無錫優奇智能科技有限公司) (“Wuxi Uqi”), pursuant to which the Company agrees to purchase 7% of the equity interests in Wuxi Uqi held by MAE at a Consideration of RMB130,130,000 (inclusive of tax), subject to the terms and conditions set out therein, and the transaction contemplated thereunder be and is hereby approved and confirmed; and
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.

SPECIAL RESOLUTION

3. Resolution on providing guarantees for subsidiaries: THAT 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, November 25, 2025

NOTICE OF THE 2025 SIXTH EXTRAORDINARY GENERAL MEETING

Notes:

1. For details of the resolutions to be approved in the EGM, please refer to the circular of the Company dated November 25, 2025 (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. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be on Thursday, December 4, 2025. 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 Thursday, December 4, 2025.
3. 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.
4. 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 Tuesday, December 9, 2025) 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.

5. 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.
6. 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.