

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 your 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 **SHENZHEN DOBOT CORP LTD**, you should at once hand this circular, together with the 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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SHENZHEN DOBOT CORP LTD
深圳市越疆科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2432)

**PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND NOTICE OF THE 2025
FIRST EXTRAORDINARY GENERAL MEETING**

All capitalised terms used in this circular have the meanings set out in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 5 of this circular.

The Company will convene the EGM at 10:00 a.m. on Friday, February 7, 2025 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC. The notice convening the EGM is set out on pages N-1 to N-2 of this circular.

A form of proxy for use at the EGM is published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.dobot.cn (with respect to Chinese version) and www.dobot-robots.com (with respect to English version)). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

January 20, 2025

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DEFINITIONS

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

“Articles of Association”	the articles of association of our Company, as amended from time to time
“Board”	the board of Directors of our Company
“Company”, “our Company”, or “the Company”	SHENZHEN DOBOT CORP LTD (formerly known as Shenzhen Yuejiang Technology Co., Ltd.) (深圳市越疆科技股份有限公司), incorporated under the PRC laws on July 30, 2015 under the name of Shenzhen Yuejiang Technology Co., Ltd. (深圳市越疆科技有限公司) as a limited liability company and converted into a joint stock company under the PRC laws on December 28, 2022, the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 2432)
“Director(s)”	the director(s) of our Company
“Domestic Share(s)”	ordinary Shares in the share capital of our Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares not currently listed or traded on any stock exchange
“EGM”	the 2025 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, February 7, 2025 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC or any adjournment thereof
“H Share(s)”	overseas-listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“HKEX”	Hong Kong Exchanges and Clearing Limited
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“Proposed Amendments”	has the meaning ascribed to it under the section headed “Proposed Amendments to the Articles of Association” of this circular
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares

LETTER FROM THE BOARD

SHENZHEN DOBOT CORP LTD
深圳市越疆科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2432)

Executive Directors:

Mr. Liu Peichao (劉培超) (*Chairman of the Board and General Manager*)

Mr. Wang Yong (王勇)

Mr. Lang Xulin (郎需林)

Non-executive Director:

Mr. Jing Liang (景亮)

Independent Non-executive Directors:

Mr. Li Yibin (李貽斌)

Mr. Ng Jack Ho Wan (吳浩雲)

Dr. Hou Lingling (侯玲玲)

Registered Office and Headquarters and Principal Place of Business in the PRC:

Room 1003, Building 2

Chongwen Park, Nanshan Smart Park

No. 3370 Liuxian Avenue

Fuguang Community, Taoyuan Sub-district

Nanshan District

Shenzhen

PRC

Principal Place of Business in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wan Chai

Hong Kong

January 20, 2025

To the Shareholders,

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND NOTICE OF THE 2025
FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you the notice of the EGM and the detailed information regarding the special resolution to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the special resolution proposed at the EGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution regarding proposed amendments to the Articles of Association will be proposed at the EGM.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated January 20, 2025 in relation to the proposed amendments to the Articles of Association. In order to reflect the final results of the issuance of H Shares, and in accordance with the requirements of the Company Law of the People's Republic of China (2023 Revision) (《中華人民共和國公司法(2023年修訂)》) and other applicable laws and regulations and in light of the Company's actual situation, the Board proposed to make corresponding amendments to the relevant provisions of the Articles of Association (the "**Proposed Amendments**"). Details of the proposed amendments are set forth in Appendix I to this circular. Except for the Proposed Amendments set forth in Appendix I to this circular, all 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 shall prevail. The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Hong Kong Listing Rules and the legal advisers to the Company as to PRC laws have confirmed that the Proposed Amendments do not contravene the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

III. NOTICE OF THE EGM

The EGM will be held at 10:00 a.m. on on Friday, February 7, 2025 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC. The notice convening the EGM is set out on pages N-1 to N-2 of this circular. The above documents and the proxy of form for use at the EGM are published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.dobot.cn (with respect to Chinese version) and www.dobot-robots.com (with respect to English version)).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the special resolution to be proposed at the EGM.

The record date for the purpose of ascertaining the eligibility of the holders of H Shares to attend and vote at the EGM is on Monday, February 3, 2025. In order to be eligible to attend and vote at the EGM, holders of H Shares must lodge all completed transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Monday, February 3, 2025.

LETTER FROM THE BOARD

Shareholders who intend to appoint a proxy to attend the EGM are required to complete and return the form of proxy to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolution set out in the notice of the EGM will be taken by poll. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

VI. RECOMMENDATION

The Board considers that the special resolution in relation to the Proposed Amendments to be proposed at the EGM is in the best interest of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,

By order of the Board

SHENZHEN DOBOT CORP LTD

深圳市越疆科技股份有限公司

Mr. Liu Peichao

Chairman of the Board, Executive Director and General Manager

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

Original articles	Amended articles
<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant requirements.</p> <p>The Company was fully converted from SHENZHEN DOBOT CORP LTD (the “Limited Company”) and established by the original shareholders of the Limited Company by way of promotion. It was registered with the Shenzhen Administration For Market Regulation and has obtained the business license (unified social credit code: 91440300349770526R).</p> <p>The Company’s initial public offering of [●] overseas-listed foreign shares (the “H Shares”) (including [●] H Shares issued pursuant to the exercise of the Over-allotment Option) was filed with the China Securities Regulatory Commission (the “CSRC”) on November 21, 2024 and approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on [●], which were listed on the Main Board of the Stock Exchange on [●].</p> <p>The H shares issued by the Company shall be mainly deposited with the nominee company under the Hong Kong Securities Clearing Company Limited, and may also be held in the name of individual shareholder(s).</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant requirements.</p> <p>The Company was fully converted from SHENZHEN DOBOT CORP LTD (the “Limited Company”) and established by the original shareholders of the Limited Company by way of promotion. It was registered with the Shenzhen Administration For Market Regulation and has obtained the business license (unified social credit code: 91440300349770526R).</p> <p>The Company’s initial public offering of <u>44,195,400</u>[●] overseas-listed foreign shares (the “H Shares”) (including <u>4,195,400</u>[●] H Shares issued pursuant to the exercise of the Over-allotment Option) was filed with the China Securities Regulatory Commission (the “CSRC”) on November 21, 2024 and approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on <u>December 20, 2024</u>[●], which were listed on the Main Board of the Stock Exchange on <u>December 23, 2024 and January 21, 2025</u>[●].</p> <p>The H shares issued by the Company shall be mainly deposited with the nominee company under the Hong Kong Securities Clearing Company Limited, and may also be held in the name of individual shareholder(s).</p>
<p>Article 5 The registered capital of the Company is RMB[●].</p>	<p>Article 5 The registered capital of the Company is RMB<u>404,195,400</u>[●].</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 18 The total number of shares of the Company is [●] thousand shares with a nominal value of RMB1 each.</p>	<p>Article 18 The total number of shares of the Company is <u>404,195.4</u>[●] thousand shares with a nominal value of RMB1 each.</p>
<p>Article 43 When the Company convenes general meetings, it shall engage lawyers to issue legal opinions on the following issues:</p> <p>(I) whether the convening of the general meeting and its procedures are in compliance with laws, administrative regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(III) whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) legal opinions on other related matters at the request of the Company.</p>	<p>Article 43 <u>If any applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the shares of the Company are listed explicitly require lawyers witnesses and issuance of legal opinions when the Company convenes general meetings,</u> When the Company convenes general meetings, it shall engage lawyers to issue legal opinions <u>and publish an announcement</u> on the following issues <u>when the Company convenes general meetings:</u></p> <p>(I) whether the convening of the general meeting and its procedures are in compliance with laws, administrative regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(III) whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) legal opinions on other related matters at the request of the Company.</p>

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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SHENZHEN DOBOT CORP LTD 深圳市越疆科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2432)

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting (the "EGM") of SHENZHEN DOBOT CORP LTD (the "Company") will be held at 10:00 a.m. on Friday, February 7, 2025 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the People's Republic of China, for the purpose of considering and, if thought fit, approving the following resolution. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated January 20, 2025.

SPECIAL RESOLUTION

1. "Resolution on the change of registered capital of the Company, the revision of the Articles of Association, and arrangement of industrial and commercial registration: **THAT** the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated January 20, 2024 (the "**Proposed Amendments**") be and are hereby approved and the directors of the Company 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

SHENZHEN DOBOT CORP LTD

深圳市越疆科技股份有限公司

Mr. Liu Peichao

Chairman of the Board, Executive Director and General Manager

Shenzhen, January 20, 2025

As at the date of this notice, the Board comprises (i) Mr. Liu Peichao, Mr. Wang Yong and Mr. Lang Xulin as executive Directors; (ii) Mr. Jing Liang as non-executive Director; and (iii) Mr. Li Yibin, Mr. Ng Jack Ho Wan and Dr. Hou Lingling as independent non-executive Directors.

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Resolution to be submitted at the EGM shall be voted on by poll.
2. The record date for the purpose of ascertaining the eligibility of the holders of overseas-listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each (“**H Shares**”) to attend and vote at the EGM is on Monday, February 3, 2025. In order to be eligible to attend and vote at the EGM, holders of H Shares must lodge all completed transfer documents accompanied by the relevant share certificates with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Monday, February 3, 2025.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.
4. The form of proxy must be signed by the Shareholder or by an authorised person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a director or duly authorised attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, in the case of holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document, must be deposited with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the EGM.

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.

Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wish. In this case, the power of attorney will be deemed to have been revoked.

6. 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. 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.
7. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
8. All times refer to Hong Kong local time, except as otherwise stated.