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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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DOBOT

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)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ABOLITION OF THE BOARD OF SUPERVISORS;
(2) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
(3) PROPOSED ELECTION AND APPOINTMENT OF THE DIRECTORS
OF THE SECOND SESSION OF THE BOARD;
AND
(4) NOTICE OF 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 9 of this circular.

The Company will convene the EGM at 10:00 a.m. on Monday, 29 December 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 EGM-1 to EGM-4 of this circular.

A form of proxy for use at the EGM is published on the website of the Stock Exchange (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 (i.e. no later than 10:00 a.m. on Sunday, 28 December 2025) 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.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	SHENZHEN DOBOT CORP LTD, a joint stock company with limited liability incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 02432)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic unlisted share(s) issued by the Company with a nominal value of RMB1.00 each
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 29 December 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 issued by the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 December 2025, being the latest practicable date for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“PRC”	The People’s Republic of China
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association
“Proposed Amendments to the Governance Policies”	the proposed amendments to certain governance policies
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purposes only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevail.

The English text of this circular shall prevail over the Chinese text in the event of inconsistency.



DOBOT

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 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

Wanchai

Hong Kong

12 December 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ABOLITION OF THE BOARD OF SUPERVISORS;
(2) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
(3) PROPOSED ELECTION AND APPOINTMENT OF THE DIRECTORS
OF THE SECOND SESSION OF THE BOARD;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 12 December 2025 in relation to, among others, (1) the Proposed Amendments to the Articles of Association and abolition of the Board of Supervisors; (2) the Proposed Amendments to the Governance Policies; and (3) the proposed election and appointment of the Directors of the second session of the Board.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further details of, among other things, the following resolutions to be put forward at the EGM: (i) the Proposed Amendments to the Articles of Association and the abolition of the Board of Supervisors; (ii) the Proposed Amendments to the Governance Policies; and (iii) the proposed election and appointment of the Directors of the second session of the Board, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the EGM. For details of the proposed resolutions at the EGM, please refer to the notice of the EGM enclosed with this circular.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ABOLITION OF THE BOARD OF SUPERVISORS

In order to comply with the regulatory requirements for listed companies and further improve the corporate governance of the Company, in accordance with the Company Law of the PRC (中華人民共和國公司法) and other laws and regulations, and in light of the actual situation of the Company, the Board proposes to abolish the Board of Supervisors and the role of Supervisor and to make certain amendments to the Articles of Association, details of which are set out in Appendix I to this circular. Before the resolution of the abolition of the Board of Supervisors is passed at the EGM, the Board of Supervisors and the Supervisors will continue to perform its supervisory functions in diligence and in strict accordance with the requirements of relevant laws and regulations such as the Company Law of the PRC and the Articles of Association, and will continue to supervise the Company's operations, finances and ensure that the Directors and senior management perform their duties in compliance with applicable laws and regulations, in order to safeguard the interests of the Company and all shareholders.

The Proposed Amendments to the Articles of Association include, among others, (i) removing all references to the "Supervisors" and the "Board of Supervisors"; and providing that certain functions and powers of the Board of Supervisors shall be exercised by the Audit Committee; and (ii) making other consequential amendments. Subject to the approval of the Shareholders at the EGM, the rules of procedures of the Board of Supervisors and other internal policies relating to the Board of Supervisors will be repealed.

The Company proposed that the Board, the Chairman of the Board, and the handling personnel be authorised to make such amendments to the Articles of Association to comply with the requirements of relevant laws and regulations and the company registration authorities if any.

If the Proposed Amendments to the Articles of Association are adopted, the serial numbers of the other articles will be adjusted accordingly. Except for the Proposed Amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail. The legal advisers to the Company as to Hong Kong laws and PRC laws have confirmed, respectively, that the Proposed Amendments to the Articles of Association comply with the applicable requirements of the Listing Rules and do not violate PRC laws. The Company also confirms that there is nothing unusual about

LETTER FROM THE BOARD

the Proposed Amendments to the Articles of Association for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the Proposed Amendments to the Articles of Association and the abolition of the Board of Supervisors.

III. PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

In light of the proposed abolition of the Board of Supervisors and the role of Supervisors, with their function and power to be exercised by the Audit Committee, the relevant provisions in the Company's governance policies concerning the Supervisors and the Board of Supervisors are no longer applicable. Therefore, the Board proposed to amend the following governance policies of the Company:

1. Terms of Reference for General Meetings of the Company (股東會議事規則);
2. Terms of Reference for Board meetings (董事會議事規則);
3. Administrative Rules Governing Connected Transactions (關連交易管理制度);
4. System for the Administration of External Guarantees (對外擔保管理制度);
5. Working System for Independent Non-Executive Directors (獨立非執行董事工作制度);
6. Information Disclosure Management Policy (信息披露事務管理制度);

The Company proposed that the Board, the Chairman of the Board, and the handling personnel be authorised to make such amendments to the Company's governance policies to comply with the requirements of relevant laws and regulations and the company registration authorities if any. The abovementioned proposed amendments are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM.

The revised governance policies are set out in Appendices II to VII to this circular.

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IV. PROPOSED ELECTION AND APPOINTMENT OF THE DIRECTORS OF THE SECOND SESSION OF THE BOARD

The term of office of the first session of the Board will expire on 20 December 2025. Due to other work commitment and having considered the contributions required to perform duties to the Company, Mr. Jing Liang, a non-executive Director, will not offer himself for re-election as the Director of the second session of the Board at the EGM. He confirmed that there is no disagreement with the Board and there is no other matter in relation to his retirement other than the information disclosed therein which needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its appreciation for his contributions to the Company during the term of office.

In compliance with the relevant provisions of the Companies Ordinance and the Articles of Association, and upon the review and approval by the nomination committee of the Board, the Board has resolved to nominate the following seven candidates as members of the second session of the Board at the board meeting held on 12 December 2025:

- Candidates for executive Directors: Mr. Liu Peichao, Mr. Wang Yong and Mr. Jiang Yu (the employee representative Director)
- Candidates for non-executive Director: Mr. Lang Xulin
- Candidates for independent non-executive Directors: Mr. Li Yibin, Mr. Ng Jack Ho Wan and Dr. Hou Lingling

Upon approval of the above proposed election and appointment of Directors at the EGM, Mr. Lang will be re-designated from an executive Director to non-executive Director, with effect from the date of EGM until the expiry of the term of the second session of the Board.

Ordinary resolutions (cumulative voting) will be proposed at the EGM to consider and approve the election of each of the above proposed Directors. Pursuant to the provisions of the Articles of Association, when a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more directors where the proportion of shares in which a single shareholder and its party acting in concert are interested in is 30% or more, the cumulative voting system shall be implemented. In the event of the cumulative voting system being adopted, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. As such, the ordinary resolutions numbered 3 and 4 set out in the notice of the EGM will be voted on under the cumulative voting system. The term of office of the second session of the Board is three years, and will take effect from the date of approval by the Shareholders at the EGM and will expire when members are elected for the new session of the Board. If the above candidates are appointed as the Directors, each of them will enter into a service contract or letter of appointment with the Company and shall hold their office until the expiry of the

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term of office of the second session of the Board. The biographical details of the candidates for the Directors of the second session of the Board are set out in Appendix VIII to this circular. The existing Directors shall continue to perform their duties as the Directors before the election and formation of the second session of the Board at the EGM.

After receiving the recommendations for appointing Mr. Li Yibin, Mr. Ng Jack Ho Wan and Dr. Hou Lingling as independent non-executive Directors and their personal information from the nomination committee of the Board, and the Board considered various factors relating to the Board diversity, including but not limited to the diversity in gender, age, cultural and educational background, professional experience, skills, knowledge, industrial and geographical experience, in determining their suitability to serve as independent non-executive Directors. The Board was of the view that (i) the above candidates have excellent professional background and extensive working experience in accounting, finance, law and the robot field respectively and are in a position to provide valuable advice to the Board; and (ii) based on the assessment conducted, the above candidates meet the independence requirements as set out in Rule 3.13 of the Listing Rules. After being re-elected as the independent non-executive Directors, they will continue to inject impetus for the Company's ongoing governance and growth. Besides, the Board also took into consideration the fact that the proposed independent non-executive Directors just sit on the board of directors of a handful of listed companies and they will thus devote sufficient time and energy to performing the duties of independent non-executive Directors.

There is no other matter relating to the proposed election and appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The proposed Directors' remuneration plan for the second session of the Board is considered and approved by the remuneration and appraisal committee of the Board by taking into account, among other matters, the remuneration levels for companies of comparable scale in the relevant industry and in light of the Company's actual operating conditions. The independent non-executive Directors will receive an annual allowance (non-tax deducted) of RMB108,000. The non-independent Directors, including executive Directors and non-executive Directors and employee representative Director are not entitled to any remuneration in their capacity as Directors. They will receive a basic salary and performance-based bonus, determined with reference to their respective positions, length of service and performance appraisal results.

V. NOTICE OF EGM

The EGM will be held at 10:00 a.m. on Monday, 29 December 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 to consider and, if thought fit, approve, among others, (i) the Proposed Amendments to the Articles of Association and the abolition of the Board of Supervisors; (ii) the Proposed Amendments to the Governance Policies; and (iii) the proposed election and appointment of the Directors of the second session of the Board. The abovementioned resolutions will

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be proposed by way of ordinary resolutions at the EGM to be approved by the Shareholders, save for the proposed resolution in relation to the Proposed Amendments to the Articles of Association and the abolition of the Supervisor Committee, which will be proposed by way of a special resolution. The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular. The above document and the form of proxy for use at the EGM are published on the websites of the Stock Exchange (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)). Form of proxy for use at the EGM is enclosed with this circular.

In view of the interests of Mr. Liu and Mr. Lang, the executive Directors, in the remuneration plan of the non-independent Directors, each of Mr. Liu and Mr. Lang, who in aggregate held 99,094,173 H Shares and 20,763,046 Domestic Shares, representing approximately 25.16% and 44.98% of the total number of H Shares and Domestic Shares as of the date of the EGM, respectively, will be abstained from voting on the ordinary resolution numbered 5.1 at the EGM.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save as disclosed above, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the ordinary resolutions and 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 Friday, 19 December 2025. In order to be eligible to attend and vote at the forthcoming 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Friday, 19 December 2025.

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 (i.e. no later than 10:00 a.m. on Sunday, 28 December 2025) 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.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolutions 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 Listing Rules.

The Company adopts the cumulative voting system to elect the Directors at the EGM. The number of votes each Shareholder is entitled to shall be equal to the total number of shares held by him/her multiplied by the number of directors to be elected at

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the general meeting, and Shareholders may allocate his/her votes equally or arbitrarily to candidates to the extent of the number of Directors to be elected provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.

VII. 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 misleading.

VIII. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the EGM and the other matters contained in the notice of EGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Set out below are the details of the Proposed Amendments to the Articles of Association:

No.	Original articles	Amended articles
1	<p>Article 9 These Articles of Association shall, from the date when they come into effect, constitute a binding legal document regulating the organization and activities of the Company, as well as the rights and obligations relationship between the Company and its shareholders, and among the shareholders themselves, and shall be legally binding on the Company, its shareholders, directors, supervisors and senior management members. In accordance with these Articles, shareholders may sue shareholders, shareholders may sue directors, supervisors, general managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, supervisors, general managers and other senior management members.</p> <p>Disputes between the Company and investors shall be resolved by negotiation, submitting to a professional mediation institution for securities and futures disputes for mediation, applying to an arbitration institution for arbitration, or filing with the People's Court for litigation.</p>	<p>Article 9 These Articles of Association shall, from the date when they come into effect, constitute a binding legal document regulating the organization and activities of the Company, as well as the rights and obligations relationship between the Company and its shareholders, and among the shareholders themselves, and shall be legally binding on the Company, its shareholders, directors and senior management members. In accordance with these Articles, shareholders may sue shareholders, shareholders may sue directors, general managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, general managers and other senior management members.</p> <p>Disputes between the Company and investors shall be resolved by negotiation, submitting to a professional mediation institution for securities and futures disputes for mediation, applying to an arbitration institution for arbitration, or filing with the People's Court for litigation.</p>
2	<p>Article 26 Shares of the Company can be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors, supervisors of the Company and shareholders, directors, supervisors and senior management members of listed companies shall comply with the Company Law, Securities Law, Securities and Futures Ordinance, Hong Kong Listing Rules and relevant requirements on share changes of the stock exchange where the shares are listed.</p>	<p>Article 26 Shares of the Company can be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors of the Company and shareholders, directors and senior management members of listed companies shall comply with the Company Law, Securities Law, Securities and Futures Ordinance, Hong Kong Listing Rules and relevant requirements on share changes of the stock exchange where the shares are listed.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
3	<p>Article 28 Shares issued by the Company prior to its public offering shall not be transferred within one (1) year as of the date on which the shares are listed and traded in the stock exchange. Where there are other provisions in laws, administrative regulations or the securities regulatory authority under the State Council regarding the transfer of shares held by shareholders and actual controllers of listed companies, such provisions shall prevail.</p> <p>The directors,supervisors, and senior management members of the Company shall regularly declare the number of shares held by them and the relevant changes, the number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by the persons above shall not be transferred within half a year from the date of his/her resignation. The Articles of Association may make other restrictive provisions on the transfer of shares held by directors,supervisors, and senior management members of the Company.</p> <p>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</p>	<p>Article 28 Shares issued by the Company prior to its public offering shall not be transferred within one (1) year as of the date on which the shares are listed and traded in the stock exchange. Where there are other provisions in laws, administrative regulations or the securities regulatory authority under the State Council regarding the transfer of shares held by shareholders and actual controllers of listed companies, such provisions shall prevail.</p> <p>The directors and senior management members of the Company shall regularly declare the number of shares held by them and the relevant changes, the number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by the persons above shall not be transferred within half a year from the date of his/her resignation. The Articles of Association may make other restrictive provisions on the transfer of shares held by directors and senior management members of the Company.</p> <p>Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
4	<p>Article 29 If any of the Company's directors, supervisors, senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong), in violation of Section 44 of the Securities Law, sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors. However, where a securities company holds more than 5% of the Company's shares as a result of purchase and underwriting of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted.</p> <p>Shares or other securities with an equity nature held by directors, supervisors, senior management members and individual shareholders as mentioned in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents, children and through other people's accounts.</p> <p>.....</p>	<p>Article 29 If any of the Company's directors, senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong), in violation of Section 44 of the Securities Law, sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors. However, where a securities company holds more than 5% of the Company's shares as a result of purchase and underwriting of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted.</p> <p>Shares or other securities with an equity nature held by directors, senior management members and individual shareholders as mentioned in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents, children and through other people's accounts.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
5	<p>Article 31 Shareholders of the Company shall be entitled to the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution according to the shareholding;</p> <p>(II) to request, convene, hold, participate in or delegate proxies to attend general meetings, and to exercise the right to speak and voting rights according to the shareholding;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and these Articles;</p> <p>(V) to inspect these Articles, the register of shareholders, the counterfoils of corporate bonds, the minutes of the general meeting, the resolutions of the board of directors' meeting, the resolutions of the board of supervisors' meeting, and the financial accounting reports;</p> <p>(VI) to participate in the distribution of the remaining property of the Company according to the shareholding when the Company is dissolved or liquidated;</p> <p>(VII) to require the Company to purchase its shares in the event that shareholders object to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(VIII) other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles.</p>	<p>Article 31 Shareholders of the Company shall be entitled to the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution according to the shareholding;</p> <p>(II) to request, convene, hold, participate in or delegate proxies to attend general meetings, and to exercise the right to speak and voting rights according to the shareholding;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and these Articles;</p> <p>(V) to inspect these Articles, the register of shareholders, the counterfoils of corporate bonds, the minutes of the general meeting, the resolutions of the board of directors' meeting, and the financial accounting reports;</p> <p>(VI) to participate in the distribution of the remaining property of the Company according to the shareholding when the Company is dissolved or liquidated;</p> <p>(VII) to require the Company to purchase its shares in the event that shareholders object to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(VIII) other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles.</p>

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No.	Original articles	Amended articles
6	<p>Article 33 Where a director or senior management member violates the provisions of the laws, administrative regulations or these Articles in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request the board of supervisors in writing to initiate legal proceedings in the People's Court; where the board of supervisors violates the provisions of the laws, administrative regulations or these Articles in the course of performing its duties and causes losses to the Company, the shareholders shall have the right to request the board of directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where the board of supervisors and the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the People's Court directly in their own names for the benefits of the Company.</p> <p>In the event that any person infringes the legitimate interests of the Company and causes losses thereto, the shareholders specified in the first paragraph of this Article may file a lawsuit to the People's Court in accordance with the provisions of the preceding two paragraphs.</p>	<p>Article 33 Where a director or senior management member violates the provisions of the laws, administrative regulations or these Articles in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request <u>the audit committee</u> in writing to initiate legal proceedings in the People's Court; where <u>the audit committee</u> violates the provisions of the laws, administrative regulations or these Articles in the course of performing its duties and causes losses to the Company, the shareholders shall have the right to request the board of directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where <u>the audit committee and</u> the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders shall have the right to file a lawsuit to the People's Court directly in their own names for the benefits of the Company.</p> <p>In the event that any person infringes the legitimate interests of the Company and causes losses thereto, the shareholders specified in the first paragraph of this Article may file a lawsuit to the People's Court in accordance with the provisions of the preceding two paragraphs.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
7	<p>Article 38 The general meeting is the authority of the Company and shall exercise the following functions and powers in accordance with the laws:</p> <p>(I) to elect and replace directors—and supervisors who are not representatives of the employees and to decide matters relating to the remuneration of the relevant directors—and supervisors;</p> <p>(II) to consider and approve reports of the board of directors;</p> <p>(III) to consider and approve reports of the board of supervisors;</p> <p>(IV) to consider and approve profit distribution plans and loss recovery plans of the Company;</p> <p>(V) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(VI) to make resolutions on the issue of corporate bonds or other securities and listing plan;</p> <p>(VII) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p>(VIII) to amend these Articles;</p> <p>(IX) to make resolutions on the appointment and dismissal of engagement of accounting firms by the Company;</p> <p>(X) to consider and approve the external guarantees as stipulated in Article 39 of these Articles;</p>	<p>Article 38 The general meeting is the authority of the Company and shall exercise the following functions and powers in accordance with the laws:</p> <p>(I) to elect and replace directors who are not representatives of the employees and to decide matters relating to the remuneration of the relevant directors and supervisors;</p> <p>(II) to consider and approve reports of the board of directors;</p> <p><u>(III)</u> to consider and approve profit distribution plans and loss recovery plans of the Company;</p> <p><u>(IV)</u> to make resolutions on the increase or reduction of the Company's registered capital;</p> <p><u>(V)</u> to make resolutions on the issue of corporate bonds or other securities and listing plan;</p> <p><u>(VI)</u> to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p><u>(VII)</u> to amend these Articles;</p> <p><u>(VIII)</u> to make resolutions on the appointment and dismissal of engagement of accounting firms by the Company;</p> <p><u>(IX)</u> to consider and approve the external guarantees as stipulated in Article 39 of these Articles;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
	<p>(XI) unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance):</p> <ol style="list-style-type: none"> the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 50% of the Company's total audited assets for the most recent period; the transaction amount accounts for more than 50% of the Company's latest audited net assets and exceeds RMB50 million; the operating income related to the subject of the transaction (such as equity) in the most recent accounting year accounts for more than 50% of the audited operating income of the Company in the most recent accounting year and exceeds RMB50 million; the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million; the net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million; 	<p><u>(X)</u> unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance):</p> <ol style="list-style-type: none"> the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 50% of the Company's total audited assets for the most recent period; the transaction amount accounts for more than 50% of the Company's latest audited net assets and exceeds RMB50 million; the operating income related to the subject of the transaction (such as equity) in the most recent accounting year accounts for more than 50% of the audited operating income of the Company in the most recent accounting year and exceeds RMB50 million; the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million; the net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million;

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No.	Original articles	Amended articles
	<p>6. the total value of assets purchased or sold by the Company or the amount of the transaction calculated cumulatively within twelve consecutive months exceeds 30% of the audited total assets of the Company for the latest period.</p> <p>If the figures involved in the calculation of the above indicators are negative, the absolute value of the data shall be used.</p> <p>(XII) to consider transactions between the Company and related parties in which the transaction amount (except for the provision of guarantees) accounts for more than 2% of the Company's total audited assets for the most recent period and exceeds RMB30 million;</p> <p>(XIII) to consider and approve the change in the use of the proceeds;</p> <p>(XIV) to consider any share incentive scheme and employee stock ownership plan;</p> <p>(XV) to consider and approve the following matters regarding the provision of external financial assistance by the Company:</p> <ol style="list-style-type: none"> 1. the asset-liability ratio of the subject of the financial assistance for the latest period exceeds 70%; 2. the amount of the single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets; 3. other circumstances stipulated by the CSRC, the stock exchange where the Company's shares are listed or these Articles. 	<p>6. the total value of assets purchased or sold by the Company or the amount of the transaction calculated cumulatively within twelve consecutive months exceeds 30% of the audited total assets of the Company for the latest period.</p> <p>If the figures involved in the calculation of the above indicators are negative, the absolute value of the data shall be used.</p> <p><u>(XI)</u> to consider transactions between the Company and related parties in which the transaction amount (except for the provision of guarantees) accounts for more than 2% of the Company's total audited assets for the most recent period and exceeds RMB30 million;</p> <p><u>(XII)</u> to consider and approve the change in the use of the proceeds;</p> <p><u>(XIII)</u> to consider any share incentive scheme and employee stock ownership plan;</p> <p><u>(XIV)</u> to consider and approve the following matters regarding the provision of external financial assistance by the Company:</p> <ol style="list-style-type: none"> 1. the asset-liability ratio of the subject of the financial assistance for the latest period exceeds 70%; 2. the amount of the single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets; 3. other circumstances stipulated by the CSRC, the stock exchange where the Company's shares are listed or these Articles.

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No.	Original articles	Amended articles
	<p>(XVI) other matters that are to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles.</p> <p>The transaction mentioned in this Article refers to purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (including entrusted wealth management, investments in subsidiaries, except for the establishment or capital increase of wholly-owned subsidiaries and the purchase of wealth management products of banks); provision of guarantees (referring to guarantees provided by the listed company to others, including guarantees to its subsidiaries); provision of financial assistance; leasing or lending of assets; signing of management contracts (including entrusting operation, entrusted operation, etc.); gifting assets or receiving of gifted assets; credit or debt restructuring; transfer of research and development projects; signing of license agreements; waiver of rights; and other transactions recognized by the CSRC and the stock exchange where the stock is listed.</p> <p>The transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, obtaining debt relief, and accepting guarantees and assistance, are exempt from the consideration at the general meeting, except for the matters that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the stock is listed.</p> <p>The transactions that occur between the Company and its subsidiaries within the scope of its consolidated statements or between the above-mentioned subsidiaries are exempt from the consideration at the general meeting, except for the matter that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the stock is listed.</p>	<p><u>(XV)</u> other matters that are to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles.</p> <p>The transaction mentioned in this Article refers to purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (including entrusted wealth management, investments in subsidiaries, except for the establishment or capital increase of wholly-owned subsidiaries and the purchase of wealth management products of banks); provision of guarantees (referring to guarantees provided by the listed company to others, including guarantees to its subsidiaries); provision of financial assistance; leasing or lending of assets; signing of management contracts (including entrusting operation, entrusted operation, etc.); gifting assets or receiving of gifted assets; credit or debt restructuring; transfer of research and development projects; signing of license agreements; waiver of rights; and other transactions recognized by the CSRC and the stock exchange where the stock is listed.</p> <p>The transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, obtaining debt relief, and accepting guarantees and assistance, are exempt from the consideration at the general meeting, except for the matters that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the stock is listed.</p> <p>The transactions that occur between the Company and its subsidiaries within the scope of its consolidated statements or between the above-mentioned subsidiaries are exempt from the consideration at the general meeting, except for the matter that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the stock is listed.</p>

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No.	Original articles	Amended articles
8	<p>Article 41 The Company shall convene an extraordinary general meeting, within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the number required by these Articles;</p> <p>(II) when the Company's uncovered losses amount to one-third (1/3) of the total paid-up share capital;</p> <p>(III) when a request is made by shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company;</p> <p>(IV) when the board of directors deems it necessary;</p> <p>(V) when the board of supervisors proposes to convene it;</p> <p>(VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the stock exchange where the Company's shares are listed or these Articles.</p> <p>.....</p>	<p>Article 41 The Company shall convene an extraordinary general meeting, within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the number required by these Articles;</p> <p>(II) when the Company's uncovered losses amount to one-third (1/3) of the total paid-up share capital;</p> <p>(III) when a request is made by shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company;</p> <p>(IV) when the board of directors deems it necessary;</p> <p>(V) when <u>the audit committee</u> proposes to convene it;</p> <p>(VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the stock exchange where the Company's shares are listed or these Articles.</p> <p>.....</p>

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No.	Original articles	Amended articles
9	<p>Article 47 The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the board of supervisors.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the proposal, it shall be deemed that the board of directors is incapable or unwilling to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over the meeting on their own.</p>	<p>Article 47 <u>The audit committee</u> has the right to propose to the board of directors to convene an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of <u>the audit committee</u>.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the proposal, it shall be deemed that the board of directors is incapable or unwilling to perform the duty of convening the general meeting, and <u>the audit committee</u> may convene and preside over the meeting on their own.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
10	<p>Article 48 Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company have the rights to propose to the board of directors for convening an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, provide written feedback within ten (10) days after receiving the request, whether it agrees or does not agree to convene an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the request, shareholders individually or collectively holding more than ten (10) percent of the shares of the Company have the right to propose to the board of supervisors to convene an extraordinary general meeting and shall submit the request in writing to the board of supervisors.</p> <p>If the board of supervisors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the board of supervisors fails to issue a notice of the general meeting within the prescribed period, it shall be deemed not to convene and preside over general meeting. Shareholders hold more than ninety (90) consecutive days, or who individually or collectively hold more than ten percent (10%) of the shares of the Company may convene and preside over the meeting on their own.</p>	<p>Article 48 Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company have the rights to propose to the board of directors for convening an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, provide written feedback within ten (10) days after receiving the request, whether it agrees or does not agree to convene an extraordinary general meeting.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the request, shareholders individually or collectively holding more than ten (10) percent of the shares of the Company have the right to propose to <u>the audit committee</u> to convene an extraordinary general meeting and shall submit the request in writing to <u>the audit committee</u>.</p> <p>If <u>the audit committee</u> agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the shareholders concerned.</p> <p>If <u>the audit committee</u> fails to issue a notice of the general meeting within the prescribed period, it shall be deemed not to convene and preside over general meeting. Shareholders hold more than ninety (90) consecutive days, or who individually or collectively hold more than ten percent (10%) of the shares of the Company may convene and preside over the meeting on their own.</p>

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No.	Original articles	Amended articles
11	<p>Article 49 The board of supervisors or shareholders shall notify the board of directors in writing if they decide to convene and preside over the general meeting on their own.</p> <p>Shareholders convening the general meeting shall hold no less than ten percent (10%) of the shares of the Company prior to any resolution passed at the general meeting.</p>	<p>Article 49 The <u>audit committee</u> or shareholders shall notify the board of directors in writing if they decide to convene and preside over the general meeting on their own.</p> <p>Shareholders convening the general meeting shall hold no less than ten percent (10%) of the shares of the Company prior to any resolution passed at the general meeting.</p>
12	<p>Article 50 For general meetings convened by the board of supervisors or shareholders, the board of directors and the secretary to the board of directors shall work in a cooperative manner, and timely perform the duty of information disclosure.</p>	<p>Article 50 For general meetings convened by the <u>audit committee</u> or shareholders, the board of directors and the secretary to the board of directors shall work in a cooperative manner, and timely perform the duty of information disclosure.</p>
13	<p>Article 51 The necessary expenses for a general meeting convened by the board of supervisors or shareholders on their own shall be borne by the Company.</p>	<p>Article 51 The necessary expenses for a general meeting convened by the <u>audit committee</u> or shareholders on their own shall be borne by the Company.</p>
14	<p>Article 53 In the event that the Company convenes a general meeting, the board of directors, the board of supervisors and shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company have the rights to propose to the Company.</p> <p>.....</p>	<p>Article 53 In the event that the Company convenes a general meeting, the board of directors, the <u>audit committee</u> and shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company have the rights to propose to the Company.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
15	<p>Article 61 When a general meeting is convened, all the directors, supervisors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management members shall be present at such meeting. Subject to the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.</p>	<p>Article 61 When a general meeting is convened, all the directors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management members shall be present at such meeting. Subject to the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.</p>
16	<p>Article 62 A general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, such meeting shall be presided over by a director elected by half or more of the directors.</p> <p>A general meeting convened by the board of supervisors on its own shall be presided over by the chairperson of the board of supervisors. If the chairperson of the board of supervisors is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a supervisor elected by half or more of the supervisors.</p> <p>.....</p>	<p>Article 62 A general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, such meeting shall be presided over by a director elected by half or more of the directors.</p> <p>A general meeting convened by the <u>audit committee</u> on its own shall be presided over by the chairperson of the <u>audit committee</u>. If the chairperson of the <u>audit committee</u> is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a <u>member</u> elected by half or more of the <u>members of the audit committee</u>.</p> <p>.....</p>
17	<p>Article 64 At the annual general meeting, the board of directors and the board of supervisors shall report to the general meeting their work done in the past year. Each independent director shall also present a work report.</p>	<p>Article 64 At the annual general meeting, the board of directors shall report to the general meeting their work done in the past year. Each independent director shall also present a work report.</p>
18	<p>Article 65 Directors, supervisors and senior management members shall make explanations and clarifications in relation to the enquiries and suggestions from the shareholders during the general meeting.</p>	<p>Article 65 Directors and senior management members shall make explanations and clarifications in relation to the enquiries and suggestions from the shareholders during the general meeting.</p>

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No.	Original articles	Amended articles
19	<p>Article 66 The general meeting shall have minutes prepared by the secretary of the board of directors, and shall include the following information:</p> <p>(I) the time, venue and agenda of the meeting and name of the convener;</p> <p>(II) the name of the chairman of the meeting and the names of the directors, supervisors, general manager and other senior management members attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and their shareholding of the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) the questions, opinions or suggestions from shareholders and the corresponding answers or explanations;</p> <p>(VI) names of the vote counters and scrutinizer;</p> <p>(VII) other contents to be recorded in the minutes as specified in these Articles.</p>	<p>Article 66 The general meeting shall have minutes prepared by the secretary of the board of directors, and shall include the following information:</p> <p>(I) the time, venue and agenda of the meeting and name of the convener;</p> <p>(II) the name of the chairman of the meeting and the names of the directors, general manager and other senior management members attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and their shareholding of the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) the questions, opinions or suggestions from shareholders and the corresponding answers or explanations;</p> <p>(VI) names of the vote counters and scrutinizer;</p> <p>(VII) other contents to be recorded in the minutes as specified in these Articles.</p>
20	<p>Article 67 Directors, supervisors, secretary to the board of directors, conveners or their representatives and the chairman of the meeting attending the meeting shall sign on the minutes, and shall ensure the minutes are true, accurate and complete. The minutes shall be kept together with the attendance record of the attending shareholders, power of attorney for attending by proxy, valid information of online voting and voting by other means, for a period of not less than 10 years.</p>	<p>Article 67 Directors, secretary to the board of directors, conveners or their representatives and the chairman of the meeting attending the meeting shall sign on the minutes, and shall ensure the minutes are true, accurate and complete. The minutes shall be kept together with the attendance record of the attending shareholders, power of attorney for attending by proxy, valid information of online voting and voting by other means, for a period of not less than 10 years.</p>

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No.	Original articles	Amended articles
21	<p>Article 70 The following matters shall be passed by ordinary resolutions of the general meeting:</p> <p>(I) work reports of the board of directors and the board of supervisors;</p> <p>(II) proposals formulated by the board of directors for distribution of profits and for losses recovery;</p> <p>(III) appointment and removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration;</p> <p>(IV) annual budget and final accounts of the Company;</p> <p>(V) annual report of the Company;</p> <p>(VI) other matters than those stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, other provisions of the relevant regulatory authorities where the Company's shares are listed, or the matters shall be adopted by special resolutions in accordance with the provisions of these Articles.</p>	<p>Article 70 The following matters shall be passed by ordinary resolutions of the general meeting:</p> <p>(I) work reports of the board of directors;</p> <p>(II) proposals formulated by the board of directors for distribution of profits and for losses recovery;</p> <p>(III) appointment and removal of members of <u>the non-employee representative and</u> the board of directors, their remuneration and method of payment of their remuneration;</p> <p><u>(IV)</u> annual report of the Company;</p> <p><u>(V)</u> other matters than those stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, other provisions of the relevant regulatory authorities where the Company's shares are listed, or the matters shall be adopted by special resolutions in accordance with the provisions of these Articles.</p>

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No.	Original articles	Amended articles
22	<p>Article 75 The list of director or supervisor candidates shall be submitted as proposal to the general meeting for voting.</p> <p>Methods and procedures to nominate director or supervisor—candidates are as follows:</p> <p>(I) Shareholders who individually or collectively hold more than 3% of the shares of the Company and the board of directors may nominate candidates for directors;</p> <p>(II) Shareholders who individually or collectively hold more than 3% of the shares of the Company and the board of supervisors may nominate candidates for supervisors who are representatives of the shareholders;</p> <p>(III) Supervisory candidates represented by the representatives of the employees shall be democratically elected by the staff of the Company;</p> <p>(IV) When a shareholder nominates a director or supervisor, the shareholder shall, prior to the general meeting, submit the proposal, details of the nominated candidate, and the candidate's declaration and undertaking to the board of directors.</p> <p>When a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more directors and non-employee representative supervisors—where the proportion of shares in which a single shareholder and its party acting in concert are interested in is 30% or more, the cumulative voting system shall be implemented.</p> <p>The cumulative voting system stated in the preceding paragraph means that when the general meeting elects directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights held by shareholders may be used collectively. The board of directors shall issue an announcement in relation to the biography and basic information of the director and supervisor candidates to the shareholders.</p>	<p>Article 75 The list of director candidates shall be submitted as proposal to the general meeting for voting.</p> <p>Methods and procedures to nominate director candidates are as follows:</p> <p>(I) Shareholders who individually or collectively hold more than 3% of the shares of the Company and the board of directors may nominate candidates for directors;</p> <p>(II) <u>Director candidates represented by the employee representatives shall be democratically elected by the employees of the Company;</u> When a shareholder nominates a director, the shareholder shall, prior to the general meeting, submit the proposal, details of the nominated candidate, and the candidate's declaration and undertaking to the board of directors.</p> <p>When a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more directors where the proportion of shares in which a single shareholder and its party acting in concert are interested in is 30% or more, the cumulative voting system shall be implemented.</p> <p>The cumulative voting system stated in the preceding paragraph means that when the general meeting elects directors, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. The board of directors shall issue an announcement in relation to the biography and basic information of the director candidates to the shareholders.</p>

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	<p>Details of the implementation of the cumulative voting system are set out below:</p> <p>(I) Where the cumulative voting system is implemented, before voting at the general meeting on the candidates of directors or supervisors, the presider of the meeting shall clearly inform attending shareholders about how the cumulative voting in the election of the candidates of directors or supervisors is implemented, make explanations and interpretations of the details, voting rules and methods of completing the ballots of the cumulative voting system, and inform the voting right of each share in the election of this director or supervisor. The staff of the general meeting shall prepare ballots applicable for the implementation of the cumulative voting.</p> <p>(II) The number of voting rights possessed by the shareholders attending the meeting is equal to the product of the total number of shares held by them multiplied by the number of this director or supervisor to be elected at the general meeting, and such portion of the voting rights may only be voted for this director or supervisor to be elected at the general meeting. Voting shareholders must state the number of shares of the Company held by them on a ballot and mark the number of voting rights used by them after each director or supervisor is elected by them.</p> <p>(III) Whether a director or supervisor candidate will be elected as a director or supervisor shall be recognized by the number of their received votes, but the number of the votes received by each elected director or supervisor must exceed half (1/2) of the total number of shares held by the shareholders present at the general meeting.</p>	<p>Details of the implementation of the cumulative voting system are set out below:</p> <p>(I) Where the cumulative voting system is implemented, before voting at the general meeting on the candidates of directors, the presider of the meeting shall clearly inform attending shareholders about how the cumulative voting in the election of the candidates of directors is implemented, make explanations and interpretations of the details, voting rules and methods of completing the ballots of the cumulative voting system, and inform the voting right of each share in the election of this director. The staff of the general meeting shall prepare ballots applicable for the implementation of the cumulative voting.</p> <p>(II) The number of voting rights possessed by the shareholders attending the meeting is equal to the product of the total number of shares held by them multiplied by the number of this director to be elected at the general meeting, and such portion of the voting rights may only be voted for this director to be elected at the general meeting. Voting shareholders must state the number of shares of the Company held by them on a ballot and mark the number of voting rights used by them after each director is elected by them.</p> <p>(III) Whether a director candidate will be elected as a director shall be recognized by the number of their received votes, but the number of the votes received by each elected director must exceed half (1/2) of the total number of shares held by the shareholders present at the general meeting.</p>

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	(IV) Upon the completion of the voting by the attending shareholders, vote counters at the general meeting shall count and publish the total votes received by each director or supervisor candidate, and the election results of the directors and supervisors will be determined in the manner described above. The presider of the meeting shall announce the list of the elected directors and supervisors on the spot and make timely announcement.	(IV) Upon the completion of the voting by the attending shareholders, vote counters at the general meeting shall count and publish the total votes received by each director candidate, and the election results of the directors will be determined in the manner described above. The presider of the meeting shall announce the list of the elected directors on the spot and make timely announcement.
23	<p>Article 79 Before voting on the proposal at the general meeting, two representatives shall be elected to count and scrutinize the votes. If a shareholder is interested in the matter to be considered, such shareholder and his/her/its proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting on a proposal at the general meeting, the shareholders' representative and the supervisors' representative shall be jointly responsible for counting and scrutinizing the votes, and the voting results of the resolutions shall be announced on the spot and recorded in the minutes.</p>	<p>Article 79 Before voting on the proposal at the general meeting, two representatives shall be elected to count and scrutinize the votes. If a shareholder is interested in the matter to be considered, such shareholder and his/her/its proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting on a proposal at the general meeting, the shareholders' representative shall be responsible for counting and scrutinizing the votes, and the voting results of the resolutions shall be announced on the spot and recorded in the minutes.</p>
24	Article 84 Where a proposal on election of such directors or supervisors is passed at the general meeting, the new directors or supervisors shall take office from the time when the relevant election proposal is passed by the general meeting.	Article 84 Where a proposal on election of such directors is passed at the general meeting, the new directors shall take office from the time when the relevant election proposal is passed by the general meeting.

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No.	Original articles	Amended articles
25	<p>Article 86 The directors of the Company are natural persons. A person may not serve as a director of the Company if any of the following circumstances applies:</p> <p>(I) that person has no or limited civil capacity;</p> <p>(II) that person was convicted of and a punitive sentence was imposed on such person for corruption, bribery, encroachment on or misappropriation of property or sabotaging the order of the socialist market economy or has been deprived of his/her political rights as a result of him/her having committed an offence and, in each case, a period of 5 years has not elapsed since the term of the sentence or deprivation was served;</p> <p>(III) that person is a former director, factory manager or manager of a company or enterprise which became bankruptcy and liquidated, and was required to assume personal liability for the bankruptcy of that company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of that company or enterprise;</p> <p>(IV) that person is a former legal representative of a company or enterprise which had its business license revoked or was ordered to close down on the grounds of contravention of law, and was required to assume personal liability thereof, where less than 3 years have elapsed since the date of revocation of the business license of that company or enterprise;</p> <p>(V) that person has a relatively large amount of debts due and outstanding;</p>	<p>Article 86 The directors of the Company are natural persons. A person may not serve as a director of the Company if any of the following circumstances applies:</p> <p>(I) that person has no or limited civil capacity;</p> <p>(II) that person was convicted of and a punitive sentence was imposed on such person for corruption, bribery, encroachment on or misappropriation of property or sabotaging the order of the socialist market economy <u>or has been deprived of his/her political rights as a result of him/her having committed an offence and</u>, in each case, a period of 5 years has not elapsed since the term of the sentence or deprivation was served, <u>and has been granted probation, and not more than two years have passed since the expiration of the probation period;</u></p> <p>(III) that person is a former director, factory manager or manager of a company or enterprise which became bankruptcy and liquidated, and was required to assume personal liability for the bankruptcy of that company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of that company or enterprise;</p> <p>(IV) that person is a former legal representative of a company or enterprise which had its business license revoked or was ordered to close down on the grounds of contravention of law, and was required to assume personal liability thereof, where less than 3 years have elapsed since the date of revocation of the business license <u>or order to close down</u> of that company or enterprise;</p> <p>(V) <u>that person who has been listed as a dishonest judgment debtor by the People's Court for not being able to settle a substantial amount of debt due;</u></p>

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	<p>(VI) that person is currently barred from the securities market or deemed inappropriate by the CSRC;</p> <p>(VII) that person is deemed inappropriate to serve as a director, a supervisor or a senior management member of the Company and subject to disciplinary punishment by the stock exchange or National Equities Exchange and Quotations Corporation Limited, where the term of disciplinary punishment has not yet expired;</p> <p>(VIII) any other circumstances as provided by the laws, administrative regulations, departmental rules and the CSRC and the stock exchange where the Company's shares are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or designation shall be invalid. The Company may remove any director who falls within any of the above categories in this Article during his/her term of office.</p>	<p>(VI) that person is currently barred from the securities market or deemed inappropriate by the CSRC;</p> <p>(VII) that person is deemed inappropriate to serve as a director, a supervisor or a senior management member of the Company and subject to disciplinary punishment by the stock exchange or National Equities Exchange and Quotations Corporation Limited, where the term of disciplinary punishment has not yet expired;</p> <p>(VIII) any other circumstances as provided by the laws, administrative regulations, departmental rules and the CSRC and the stock exchange where the Company's shares are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or designation shall be invalid. The Company may remove any director who falls within any of the above categories in this Article during his/her term of office.</p>

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26	<p>Article 89 Directors shall fulfill the following duties of care to the Company in accordance with the laws, administrative regulations and these Articles:</p> <p>(I) to exercise the powers conferred by the Company with prudence, care and diligence to ensure that the commercial activities of the Company comply with the provisions of the laws, administrative regulations and various state economic policies and not exceed the business scope specified in the business license of the Company;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to keep track of the operation and management of the Company on a timely basis;</p> <p>(IV) to provide the board of supervisors with truthful information and materials, and not to intervene the performance of the board of supervisors or supervisors of their duties and functions;</p> <p>(V) to perform any other duties of care provided by the laws, administrative regulations, departmental rules and these Articles.</p>	<p>Article 89 Directors shall fulfill the following duties of care to the Company in accordance with the laws, administrative regulations and these Articles:</p> <p>(I) to exercise the powers conferred by the Company with prudence, care and diligence to ensure that the commercial activities of the Company comply with the provisions of the laws, administrative regulations and various state economic policies and not exceed the business scope specified in the business license of the Company;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to keep track of the operation and management of the Company on a timely basis;</p> <p>(IV) to provide <u>the audit committee</u> with truthful information and materials, and not to intervene the performance of <u>the audit committee</u> of their duties and functions;</p> <p>(V) to perform any other duties of care provided by the laws, administrative regulations, departmental rules and these Articles.</p>
27	<p>Article 99 The board of directors is composed of 7-11 directors, and the members of the board of directors are elected by the general meeting in accordance with the laws. The directors are categorized as executive directors, non-executive directors, and independent directors, of whom there shall be not less than three independent directors, which shall constitute at least one third or more of the total number of the board, at least one independent director shall have appropriate professional qualifications or appropriate accounting or related financial management expertise, and at least one independent director shall ordinarily reside in Hong Kong.</p>	<p>Article 99 The board of directors is composed of 7-11 directors, and the members of the board of directors are elected by the general meeting in accordance with the laws, <u>and the employee representative director(s) shall be elected through democratic means such as the employee representatives' meeting.</u> The directors are categorized as executive directors, non-executive directors, and independent directors, of whom there shall be not less than three independent directors, which shall constitute at least one third or more of the total number of the board, at least one independent director shall have appropriate professional qualifications or appropriate accounting or related financial management expertise, and at least one independent director shall ordinarily reside in Hong Kong.</p>

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No.	Original articles	Amended articles
28	<p>Article 100 The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(XVI) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:</p> <p>.....</p> <p>8) the Company provides products and services to directors, supervisors and senior management members on the same trading terms as provided to non-related parties;</p> <p>.....</p>	<p>Article 100 The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(XVI) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:</p> <p>.....</p> <p>8) the Company provides products and services to directors and senior management members on the same trading terms as provided to non-related parties;</p> <p>.....</p>
29	<p>Article 104 In the event that the chairman of the Company is unable to perform his duties or fails to do so, a director elected by more than half of the directors may perform such duties accordingly.</p> <p>The board of directors shall hold regular meetings, which shall be held at least four times a year, approximately once a quarter. Notices of regular board meetings shall be sent to all directors and supervisors at least fourteen days in advance. Regular meetings of the board of directors may not be replaced by the board's approval given by way of circulation of written resolutions.</p>	<p>Article 104 In the event that the chairman of the Company is unable to perform his duties or fails to do so, a director elected by more than half of the directors may perform such duties accordingly.</p> <p>The board of directors shall hold regular meetings, which shall be held at least <u>two</u> times a year. Notices of regular board meetings shall be sent to all directors at least fourteen days in advance. Regular meetings of the board of directors may not be replaced by the board's approval given by way of circulation of written resolutions.</p>

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No.	Original articles	Amended articles
30	<p>Article 105 An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or members of the board of supervisors, or more than 1/2 of the independent directors. The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors. The chairman of the board of directors may also convene an interim meeting of the board of directors according to actual needs.</p> <p>The interim meeting of the board of directors shall be notified in writing to all directors and supervisors three days in advance of the meeting.</p> <p>A notice of a meeting of a board of directors sets out the following particulars:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reason(s) and the agenda;</p> <p>(IV) the date of issuance of the notice.</p>	<p>Article 105 An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or <u>the audit committee</u>, or more than 1/2 of the independent directors. The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors. The chairman of the board of directors may also convene an interim meeting of the board of directors according to actual needs.</p> <p>The interim meeting of the board of directors shall be notified in writing to all directors three days in advance of the meeting.</p> <p>A notice of a meeting of a board of directors sets out the following particulars:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reason(s) and the agenda;</p> <p>(IV) the date of issuance of the notice.</p>

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31	<p>Chapter 7 Board of Supervisors</p> <p>Section 1 Supervisors</p> <p>Article 119 The circumstances set out in Article 86 of these Articles under which a person may not serve as a director also applies to supervisors.</p> <p>The directors of the Company, general managers, and other senior management members are not allowed to serve concurrently as supervisors.</p> <p>Article 120 A supervisor shall comply with the laws, administrative regulations and these Articles, and shall assume duties of loyalty and care to the Company, and is not allowed to use his/her functions and powers to accept bribes or any other unlawful incomes, or encroach on the property of the Company.</p> <p>Article 121 Each term of office of a supervisor is three years. A supervisor may serve consecutive terms if reelected upon the expiration of his/her term of office.</p>	<p><u>Chapter 7 Special Committees under the Board of Directors</u></p> <p><u>Article 119 The special committees are accountable to the board of directors, fulfill their duties in accordance with these Articles and the authorisation from the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision.</u></p> <p><u>Article 120 The Company's audit committee is composed of three members of the directors appointed by the board of directors. Members of the audit committee shall be diligent and responsible, supervise and evaluate the internal and external audit of the Company in a practical and efficient manner, and procure the Company to establish an effective internal control system and provide true, accurate and complete financial reports.</u></p> <p><u>Members of the audit committee shall possess the professional knowledge and experience to fulfill the duties of the audit committee.</u></p>

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No.	Original articles	Amended articles
	<p>Article 122 In the event that a supervisor's term of office expires but a new supervisor has not yet been appointed, or in the event that a supervisor resigns during his/her term of office, resulting in the number of members in the board of supervisors falling below the statutory minimum number requirement, and before the newly appointed supervisor takes up his/her office, the original supervisor shall continue to carry out his/her duties in accordance with law, administrative regulations and these Articles. In the event of such circumstances, the Company shall complete the by-election of supervisors within two months.</p> <p>Article 123 A supervisor may attend the meetings of the board of directors and raise questions or make suggestions on matters to be resolved by the board of directors.</p> <p>Article 124 A supervisor shall not use his/her connected relationship to harm the interests of the Company. A supervisor who causes losses to the Company is liable for compensation.</p> <p>Article 125 A supervisor is liable to compensate the Company for any loss caused to the Company as a result of his/her violation of the laws, administrative regulations, departmental rules or the provisions of these Articles in the performance of his/her duties with the Company.</p> <p>Section 2 Board of Supervisors</p> <p>Article 126 The Company shall establish the board of supervisors. The board of supervisors consists of three supervisors. The board of supervisors has one chairperson who shall be elected by more than half of all supervisors. The meetings of the board of supervisors are convened and presided over by the chairperson. Where the chairperson of the board of supervisors is unable to perform his/her functions or fails to do so, such meeting shall be convened and presided over by a supervisor elected by more than half of the supervisors.</p>	<p><u>Article 121 The audit committee of the Company's board of directors shall be responsible for review of the Company's financial information and disclosure thereof, supervision and evaluation of internal and external audit and internal control. The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the audit committee:</u></p> <p><u>(I) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control assessment reports (if any);</u></p> <p><u>(II) appointment or dismissal of the accounting firm undertaking the audit work to the Company;</u></p> <p><u>(III) appointment or dismissal of the chief financial officer of the Company;</u></p> <p><u>(IV) changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) other matters as stipulated by laws, administrative regulations, the provisions of the securities regulatory commission of the place where the shares of the Company are listed and these Articles.</u></p> <p><u>The audit committee shall meet at least once every quarter, and may convene an extraordinary meeting on the proposal of two or more members, or when the convenor deems it necessary. The quorum of an Audit Committee meeting shall be over two-thirds of the members.</u></p>

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No.	Original articles	Amended articles
	<p>The board of supervisors consists of shareholder representatives and an appropriate proportion of employee representatives of the Company. One of the employee representatives shall be act as a supervisor. The employee representatives of the board of supervisors shall be elected by employees of the Company at the employee representatives' meeting, the shareholder representative supervisors shall be elected by the shareholders.</p> <p>Article 127 The board of supervisors exercises the following functions and powers:</p> <p>(I) to review the regular reports of the Company prepared by the board of directors and to submit its written review opinions;</p> <p>(II) to inspect the finance of the Company;</p> <p>(III) to supervise the directors and senior management members in the performance of their duties and to propose the dismissal of the directors and senior management members who violate the laws, administrative regulations, these Articles or resolutions of the general meeting;</p> <p>(IV) to demand a director and a senior management member to correct his/her act that is detrimental to the Company's interests;</p> <p>(V) to propose the convening of extraordinary general meeting in the event that the board of directors fails to perform its duty of convening and presiding over a general meeting in accordance with the Company Law;</p>	<p><u>Article 122 The audit committee of the board of directors shall review the financial and accounting reports of the Company and advise as to the truthfulness, completeness and accuracy of such reports, focus on the major accounting and auditing issues in the financial and accounting reports of the Company, especially whether there is any possibility of fraud, corruption or material misstatements in relation to such reports, and supervise the rectification of the issues in the financial and accounting reports.</u></p> <p><u>The audit committee shall make recommendations to the board of directors on the appointment of or change in the external audit institutions, review the audit fees and engagement contracts of the external audit institutions, and shall not be improperly influenced by the substantial shareholders, de facto controllers or directors and senior management of the Company.</u></p> <p><u>The audit committee shall urge the external audit institutions to be honest, trustworthy, diligent and responsible, strictly abide by the business rules and industry discipline regulations, strictly implement the internal control system, check and verify the Company's financial and accounting reports, perform the special care obligations, and prudently express professional opinions.</u></p> <p><u>Notwithstanding the foregoing, unless otherwise specified in the securities regulatory rules of the place where the Company's shares are listed, the Company would comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are listed if needed.</u></p>

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	<p>(VI) to submit proposals to the general meeting;</p> <p>(VII) to file legal proceedings against a director or a senior management member under Section 189 of the Company Law;</p> <p>(VIII) to investigate any irregularities, if identified, in the operation of the Company; If necessary, it may engage an accounting firm, a law firm and other professional institutions to assist it in its work, and the expenses shall be borne by the Company.</p> <p>Article 128 The board of supervisors shall meet at least once every six months. The meeting shall be convened by the chairperson of the board of supervisors with written notices sent to all supervisors 10 days before the meeting. A supervisor may propose to convene an interim meeting of the board of supervisors. Written notices of the interim meeting of the board of supervisors shall be given to all supervisors three days before the meeting.</p> <p>The notice of a meeting of the board of supervisors include the following particulars:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for and the agenda of the meeting;</p> <p>(IV) the date of issuance of the notice.</p> <p>A resolution of the board of supervisors shall be passed by more than half of the supervisors.</p>	<p><u>Article 123 If the directors and senior management of the Company discover false records, misleading statements or material omissions in the financial and accounting reports issued by the Company and report to the board of directors, or if the sponsor institution, independent financial adviser or external auditor indicates to the board of directors that the Company's financial accounting reports contain false records, misleading statements or material omissions, the board of directors shall promptly report to the stock exchange and make a disclosure.</u></p> <p><u>When disclosing relevant information in accordance with the provisions of the preceding paragraph, the Company shall disclose in the announcement the material issues in the financial and accounting reports, the consequences that have been or may be caused, and the measures that have been or to be taken.</u></p> <p><u>The audit committee of the Company shall urge relevant responsible departments of the Company to formulate corrective measures and timelines, conduct follow-up reviews, supervise the implementation of these measures, and promptly disclose the completion status of the corrective actions.</u></p> <p><u>Notwithstanding the foregoing, unless otherwise specified in the securities regulatory rules of the place where the Company's shares are listed, the Company would comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are listed if needed.</u></p>

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No.	Original articles	Amended articles
	<p>Article 129 The board of supervisors shall formulate the terms of reference for the board of supervisors which specify the duties of the board of supervisors and the procedures for convening, holding and voting of the meetings of board of supervisors and regulate the operation mechanism of the board of supervisors, subject to the approval of general meetings.</p> <p>Article 130 The board of supervisors shall record the decisions on the business transacted at the meeting in the minutes, which shall be true, accurate and complete and be signed by the supervisors and the minutes taker present at the meeting.</p> <p>A supervisor has the right to have certain explanatory note entered into the minutes regarding his/her statements at the meeting. The minutes of the board of supervisors shall be kept in the archive of the Company for at least 10 years.</p>	<p><u>Article 124 If the board of directors does not adopt the review opinions submitted by the audit committee on matters within the scope of its duties, the Company shall disclose such matters and provide a full explanation of the reasons thereof. Unless otherwise specified in the securities regulatory rules of the place where the Company's shares are listed, the Company would comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are listed if needed.</u></p> <p><u>Article 125 The Company shall provide the audit committee with the necessary working conditions and appoint dedicated personnel or institutions to undertake the daily work of the audit committee such as liaison, meeting organisation, material preparation and file management. The management of the Company and relevant departments shall cooperate with the audit committee in the course of undertaking its duties. The audit committee may engage intermediaries to provide professional opinions at the cost of the Company as it deems necessary.</u></p> <p><u>Article 126 The nomination committee of the board of directors shall be responsible for formulating criteria and procedures for the selection of directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:</u></p> <p><u>(I) nomination, appointment or dismissal of directors;</u></p> <p><u>(II) appointment or dismissal of senior management members;</u></p> <p><u>(III) other matters provided for in laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed and the place where the Company's shares are listed and these Articles.</u></p>

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No.	Original articles	Amended articles
		<p><u>Article 127 If the board of directors does not adopt the recommendations of the Nomination Committee in full or in part, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the board resolutions for disclosure. The remuneration and appraisal committee of the Company shall be responsible for formulating appraisal criteria and conducting appraisals for directors and senior management, formulating and reviewing remuneration policies and packages for directors and senior management, and making recommendations to the board of directors on the following matters:</u></p> <p><u>(I) the remuneration of directors and senior management;</u></p> <p><u>(II) the establishment of or change to share incentive schemes, employee stock ownership plans, and conditions for eligible participants to be granted with and to exercise interests;</u></p> <p><u>(III) the arrangement of stock ownership plans for directors and senior management members in proposed spin-off subsidiaries;</u></p> <p><u>(IV) other matters provided for in laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed and the place where the Company's shares are listed and these Articles.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
		<p><u>If the board of directors does not adopt the recommendations of the remuneration and appraisal committee in full or in part, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for not adopting them in the board resolutions for disclosure.</u></p> <p><u>Article 128 The strategy committee is accountable to the board of directors. All of its members shall be directors. The strategy committee shall have one chairman, who shall be the convener of the strategy committee. The strategy committee may be chaired by the chairman of the Company.</u></p> <p><u>Article 129 The primary duties of the strategy committee are as follows:</u></p> <p><u>(I) to study and make recommendations on the long-term development and strategic planning of the Company;</u></p> <p><u>(II) to study and make recommendations on major investment and financing schemes, which are subject to the approval of the board of directors as required by the Articles of Association;</u></p> <p><u>(III) to study and make recommendations on major capital operations and asset management projects, which are subject to the approval of the board of directors as required by the Articles of Association;</u></p> <p><u>(IV) to study and make recommendations on other major issues that may affect the development of the Company;</u></p> <p><u>(V) to monitor the implementation of the foregoing;</u></p> <p><u>(VI) to deal with other matters delegated by the board of directors.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
		<p><u>Article 130 The strategy committee is accountable to the board of directors. The resolutions falling within the terms of reference of the strategy committee shall be considered and approved by the strategy committee and a work report thereon shall be formed before being submitted by the strategy committee to the board of directors for consideration.</u></p>
32	<p>Article 137 The Company shall formulate a profit distribution system, which can distribute dividends in cash, stocks, a combination of cash and stocks, or other methods permitted by laws and regulations. The specific methods are as follows:</p> <p>(I) The Company's profit distribution principle: The Company implements the dividend distribution policy of equal right for equal share, and shareholders receive dividends and other forms of profit distribution based on the shares they hold. The Company implements an active profit distribution policy, attaches importance to reasonable investment returns for investors, and maintains sustainability and stability. The Company may distribute profits in the form of cash or shares, and the distribution of profits shall not exceed the cumulative distributable profits and shall not impair the Company's ability to operate as a going concern. The board of directors, the board of supervisors and the general meeting shall give full consideration to the opinions of independent directors, external supervisors (if any) and public investors in the process of decision-making and discussion on the profit distribution policy.</p> <p>.....</p>	<p>Article 137 The Company shall formulate a profit distribution system, which can distribute dividends in cash, stocks, a combination of cash and stocks, or other methods permitted by laws and regulations. The specific methods are as follows:</p> <p>(I) The Company's profit distribution principle: The Company implements the dividend distribution policy of equal right for equal share, and shareholders receive dividends and other forms of profit distribution based on the shares they hold. The Company implements an active profit distribution policy, attaches importance to reasonable investment returns for investors, and maintains sustainability and stability. The Company may distribute profits in the form of cash or shares, and the distribution of profits shall not exceed the cumulative distributable profits and shall not impair the Company's ability to operate as a going concern. The board of directors, <u>the audit committee</u> and the general meeting shall give full consideration to the opinions of independent directors and public investors in the process of decision-making and discussion on the profit distribution policy.</p> <p>.....</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
33	<p>Article 147 Notices for convening general meetings by the Company shall be delivered by personal delivery, post, e-mail, facsimile or by way of an announcement. Notices for convening board meetings by the Company shall be delivered by personal delivery, post, e-mail or facsimile. Notices for convening meetings of the board of supervisors by the Company shall be delivered by personal delivery, post, e-mail or facsimile.</p>	<p>Article 147 Notices for convening general meetings by the Company shall be delivered by personal delivery, post, e-mail, facsimile or by way of an announcement. Notices for convening board meetings by the Company shall be delivered by personal delivery, post, e-mail or facsimile. Notices for convening meetings of the <u>audit committee</u> by the Company shall be delivered by personal delivery, post, e-mail or facsimile.</p>
34	<p>Article 167 Definitions</p> <p>(I) A controlling shareholder means any shareholder who holds more than 50% of the total share capital of the Company; and any shareholder who holds less than 50% of the shares, but possesses sufficient voting rights through their shareholding to significantly influence the resolutions of the general meetings.</p> <p>(II) An actual controller means any person who is not a shareholder of the Company, but is able to effectively control the Company's actions through investment relationships, agreements or other arrangements.</p> <p>(III) Connected relationship means a relationship between the Company's Controlling Shareholders, the actual controller, directors, supervisors, senior management members and enterprises directly or indirectly controlled by them, and any other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises do not have connected relationship with each other merely because they are under the common control of the State.</p>	<p>Article 167 Definitions</p> <p>(I) A controlling shareholder means any shareholder who holds more than 50% of the total share capital of the Company; and any shareholder who holds less than 50% of the shares, but possesses sufficient voting rights through their shareholding to significantly influence the resolutions of the general meetings.</p> <p>(II) An actual controller means any person who is not a shareholder of the Company, but is able to effectively control the Company's actions through investment relationships, agreements or other arrangements.</p> <p>(III) Connected relationship means a relationship between the Company's Controlling Shareholders, the actual controller, directors, senior management members and enterprises directly or indirectly controlled by them, and any other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises do not have connected relationship with each other merely because they are under the common control of the State.</p>
35	<p>Article 171 The appendices to these Articles comprise the Terms of Reference for General Meetings, Terms of Reference for Board of Directors' Meetings, and Terms of Reference for Board of Supervisors' Meetings.</p>	<p>Article 171 The appendices to these Articles comprise the Terms of Reference for General Meetings, Terms of Reference for Board of Directors' Meetings.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Amended articles
36	<p>Article 174 These Articles shall be considered and approved by the general meeting of the Company and shall become effective from the date on which the Company's H Shares are filed with the CSRC and listed on the Hong Kong Stock Exchange.</p>	<p>Article 174 These Articles shall become effective <u>and be implemented</u> from the date of approval by the general meeting of the Company.</p>

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR GENERAL MEETINGS

December 2025

The English version of the revised Terms of Reference for General Meetings is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR GENERAL MEETINGS

Chapter 1 General Provisions

Article 1 In order to define the authorities and duties of the general meetings of SHENZHEN DOBOT CORP LTD (the “Company”), regulate its organisation and activities, ensure the exercise of the general meeting of its powers in accordance with the law, improve the efficiency of deliberation of the general meeting, guarantee the validity and legality of the procedures and resolutions of the general meetings, and safeguard the legitimate rights and interests of all shareholders, the Terms of Reference for the General Meetings of SHENZHEN DOBOT CORP LTD (the “Terms of Reference”) are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, regulations, normative documents, as well as the business rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “Articles of Association”).

Article 2 The Company shall convene general meetings strictly in accordance with the relevant provisions of laws, administrative regulations, normative documents, the Articles of Association and the Terms of Reference, to ensure the exercise of shareholders of their rights in accordance with the law.

The board of directors of the Company shall perform the duties earnestly, and convene and organise general meetings in a careful and timely manner. All directors of the Company shall be diligent and responsible to ensure the normal convening of the general meeting and the exercise of its powers in accordance with the law.

Article 3 The venue for the Company to convene the general meeting shall be the Company’s domicile or other locations designated by the board of directors.

The general meeting shall set up a venue and be convened by means of physical meeting. Online voting at the general meeting shall be made available. Shareholders attending the general meeting through online voting shall be deemed as present.

Article 4 The Company shall adhere to the principle of simplicity and frugality when convening the general meeting and shall not provide additional economic benefits to the attending shareholders (or their proxies).

**Chapter 2 Nature and Functions and Powers of
the General Meeting**

Article 5 The general meeting is the authority of the Company and shall exercise its functions and powers in accordance with the provisions of the Company Law, the Articles of Association and the Terms of Reference.

Article 6 The general meeting shall be composed of all shareholders of the Company, who shall be legal persons or natural persons legally holding the shares in the Company.

Shareholders shall exercise their voting rights at the general meeting in proportion to the number of shares held by them.

Article 7 The general meeting shall exercise its powers within the scope prescribed by the Company Law, the Articles of Association and the Terms of Reference, and shall not interfere with the disposal by shareholders of their own rights.

Article 8 The general meeting shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace directors who are not representatives of employees, and to decide on matters relating to the remuneration of directors;
- (II) to consider and approve the reports of the board of directors;
- (III) to consider and approve the reports of the audit committee;
- (IV) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (V) to make resolutions on the increase or decrease of the Company's registered capital;
- (VI) to make resolutions on the issue of corporate bonds or other securities and listing plan;
- (VII) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organisational form of the Company;
- (VIII) to amend the Articles of Association;
- (IX) to make resolutions on the appointment and dismissal of the accounting firm by the Company;
- (X) to consider and approve the guarantee matters as stipulated in Article 9 of the Terms of Reference;

(XI) unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance):

1. the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 50% of the Company's total audited assets for the most recent period;
2. the transaction amount accounts for more than 50% of the Company's latest audited net assets and exceeds RMB50 million;
3. the operating income related to the subject of the transaction (such as equity) in the most recent accounting year accounts for more than 50% of the audited operating income of the Company in the most recent accounting year and exceeds RMB50 million;
4. the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million;
5. the net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million;
6. the total value of assets purchased or sold by the Company or the amount of the transaction calculated cumulatively within twelve consecutive months exceeds 30% of the audited total assets of the Company for the latest period.

If the figures involved in the calculation of the above indicators are negative, the absolute value of the data shall be used.

(XII) to consider transactions between the Company and related parties in which the transaction amount (except for the provision of guarantees) accounts for more than 2% of the Company's total audited assets for the most recent period and exceeds RMB30 million;

(XIII) to consider and approve the change in the use of the proceeds;

(XIV) to consider any share incentive scheme and employee stock ownership plan;

(XV) to consider and approve the following matters regarding the provision of external financial assistance by the Company:

1. the asset-liability ratio of the subject of the financial assistance for the latest period exceeds 70%;
2. the amount of the single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets;
3. other circumstances stipulated by the CSRC, the stock exchange where the Company's shares are listed or the Articles of Association.

(XVI) other matters that are to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

Article 9 The following external guarantees provided by the Company shall be subject to the consideration and approval at the general meeting:

- (I) a single guarantee with an amount exceeding 10% of the latest audited net assets;
- (II) any guarantee provided after the total amount of external guarantees provided by the Company and its subsidiaries reaches or exceeds 50% of the latest audited net assets;
- (III) a guarantee provided to a guaranteed party whose asset-liability ratio exceeds 70%;
- (IV) any guarantee provided after the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;
- (V) a guarantee provided to the related parties;
- (VI) other guarantees as prescribed by the securities regulatory commission and the stock exchange where the shares are listed or the Articles of Association.

When the guarantee specified in Item IV above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the meeting.

When the Company provides guarantees to a related party, it should be based on reasonable commercial grounds. When the Company provides guarantees to the controlling shareholders, the actual controller and their related parties, such parties shall provide counter-guarantees.

Where the Company provides guarantees for a wholly-owned subsidiary, or provides guarantees for a holding subsidiary, and the other shareholders of the subsidiary provide an equivalent guarantee, which is not detrimental to the interests of the Company, in proportion to the interests held by them, it may be exempted from the provisions of Item (I) to (III) in this Article. The Company shall, according to the requirement of the stock exchange where the Company's shares are listed, promptly publish an announcement to disclose the guarantees that need to be disclosed, and summarise the disclosure of the aforesaid guarantees in the annual report and the interim report.

Chapter 3 Convening of General Meeting

Article 10 The general meetings are divided into annual general meetings and extraordinary general meetings.

The annual general meetings shall be convened once a year and held within six months after the end of the previous accounting year. An extraordinary general meeting shall be convened on an irregular basis. The Company shall convene an extraordinary general meeting, within two (2) months from the date of the occurrence of any of the following circumstances:

- (I) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the number required by the Articles of Association;
- (II) when the Company's uncovered losses amount to one-third (1/3) of the total paid-up share capital;
- (III) when a request is made by shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company;
- (IV) when the board of directors deems it necessary;
- (V) when the audit committee proposes to convene it;
- (VI) other circumstances as stipulated by laws, administrative regulations and the Articles of Association.

When the Company is unable to convene a general meeting within two (2) months from the date of the occurrence of above circumstances, the Company shall report to the securities regulatory commission and the stock exchange

where the Company's shares are listed in a timely manner, and explain the reasons and make an announcement.

In the event that an extraordinary general meeting is convened at the request of the securities regulatory rules of the place where the Company's shares are listed, the effective date of the extraordinary general meeting may be adjusted in accordance with the clearance progress of the stock exchange where the Company's shares are listed.

Article 11 The board of directors shall convene the general meeting on time within the time limit prescribed by Article 10 of the Terms of Reference. In the event of failure to convene the general meeting within the timeframe aforementioned, the Company shall report to the securities regulatory commission and the stock exchange where the Company's shares are listed in a timely manner, and explain the reasons and make an announcement.

Article 12 The independent directors have the right to propose the convening of an extraordinary general meeting. In response to a proposal by an independent director to convene an extraordinary general meeting, the board of directors shall, in accordance with the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, provide written feedback within ten (10) days after receiving the proposal to agree or disagree with the convening of the extraordinary general meeting. If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors. If the board of directors does not agree to hold an extraordinary general meeting, it shall explain the reasons and make an announcement.

Article 13 The audit committee has the right to propose to the board of directors to convene an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the audit committee.

If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the proposal, it shall be deemed that the board of directors is incapable or unwilling to perform the duty of convening the general meeting, and the audit committee may convene and preside over the meeting on their own.

Article 14 Shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company have the rights to propose to the board of directors for convening an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide written feedback within ten (10) days after receiving the request on whether it agrees or does not agree to convene an extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.

If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the request, shareholders individually or collectively holding more than ten (10) percent of the shares of the Company have the right to propose to the audit committee to convene an extraordinary general meeting and shall submit the request in writing to the audit committee.

If the audit committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after receiving the request, and any changes to the original proposal in the notice shall be subject to the consent of the shareholders concerned.

If the audit committee fails to issue a notice of the general meeting within the prescribed period, it shall be deemed not to convene and preside over general meeting. Shareholders hold more than ninety (90) consecutive days, or who individually or collectively hold more than ten percent (10%) of the shares of the Company may convene and preside over the meeting on their own.

Article 15 The audit committee or shareholders shall notify the board of directors in writing if it decides or they decide to convene and preside over the general meeting on their own. Shareholders convening the general meeting shall hold no less than ten percent (10%) of the shares of the Company prior to any resolution passed at the general meeting.

Article 16 For general meetings convened by the audit committee or shareholders, the board of directors and the secretary to the board of directors shall work in a cooperative manner, and timely perform the duty of information disclosure.

Article 17 The necessary expenses for a general meeting convened by the audit committee or shareholders on their own shall be borne by the Company.

Chapter 4 Proposals for General Meeting

Article 18 The content of the proposals for the general meeting shall fall within the terms of reference of the general meeting, have definite topics and specific issues for resolution, and be in compliance with relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 19 In the event that the Company convenes a general meeting, the board of directors, the audit committee and shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company have the rights to propose to the Company.

Shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company may submit interim proposals to the convener in writing 10 days prior to the convening of the general meeting. The convener shall issue a notice to other shareholders within two (2) days after receiving the proposals and submit such interim proposals to the general meeting for consideration, unless the interim proposals violate the requirements of laws, administrative regulations or the Articles of Association, or do not fall within the terms of reference for general meetings.

Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add new proposals after issuing the notice of the general meeting. The proposals not specified in the notice of the general meeting or not complying with the laws and regulations and the provisions of the Articles of Association shall not be voted on or resolved at the general meeting.

Article 20 The list of director candidates shall be submitted as proposal to the general meeting for voting.

Methods and procedures to nominate director candidates are as follows:

- (I) Shareholders who individually or collectively hold more than 3% of the shares of the Company and the board of directors may nominate candidates for directors;
- (II) Director candidates represented by the employee representatives shall be democratically elected by the employees of the Company; when a shareholder nominates a director, the shareholder shall, prior to the general meeting, submit the proposal, details of the nominated candidate, and the candidate's declaration and undertaking to the board of directors.

When a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more directors where the proportion of shares in which a single shareholder and its party acting in concert are interested in is 30% or more, the cumulative voting system shall be implemented.

The cumulative voting system stated in the preceding paragraph means that when the general meeting elects directors, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. The board of directors shall issue an announcement in relation to the biography and basic information of the director candidates to the shareholders.

Details of the implementation of the cumulative voting system are set out below:

- (I) Where the cumulative voting system is implemented, before voting at the general meeting on the candidates of directors, the presider of the meeting shall clearly inform attending shareholders about how the cumulative voting in the election of the candidates of directors is implemented, make explanations and interpretations on the details, voting rules and methods of completing the ballots of the cumulative voting system, and inform the voting right of each share in the election of this director. The staff of the general meeting shall prepare ballots applicable for the implementation of the cumulative voting.
- (II) The number of voting rights possessed by the shareholders attending the meeting is equal to the product of the total number of shares held by them multiplied by the number of directors to be elected at the general meeting, and such portion of the voting rights may only be voted for the directors to be elected at the general meeting. Voting shareholders must state the number of shares of the Company held by them on a ballot and mark the number of voting rights used by them after each director is elected by them.
- (III) Whether a director candidate will be elected as a director shall be recognised by the number of their received votes, but the number of the votes received by each elected director must exceed half (1/2) of the total number of shares held by the shareholders present at the general meeting.
- (IV) Upon the completion of the voting by the attending shareholders, vote counters at the general meeting shall count and publish the total votes received by each director candidate, and the election of the directors will be determined in the manner described above. The presider of the meeting shall announce the list of the elected directors on the spot and make timely announcement.

Chapter 5 Notice of the General Meeting

Article 21 The convener shall notify each shareholder in writing (including announcements) 20 days prior to the convening of the annual general meeting, and shall notify each shareholder in writing (including announcements) 15 days prior to the convening of the extraordinary general meeting.

Article 22 The notice of the general meeting shall include the following contents:

- (I) the time, venue and duration of the meeting;
- (II) matters and proposals submitted for consideration at the meeting;
- (III) the date of record of the shareholders who are entitled to attend the general meeting;
- (IV) particulars shall be in clear text that all shareholders are entitled to attend general meetings and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;
- (V) name(s) and telephone number(s) of the contact person(s) for the affairs of meetings;
- (VI) other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The interval between the date of record and the meeting date shall not be more than 7 trading days and shall be later than the disclosure time of the announcement. The date of record shall not be changed once confirmed.

Full and complete disclosure of the full particulars of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgement on the matters to be discussed shall be made in the notices of general meeting.

If the matters to be discussed require the opinions of independent non-executive directors, the opinions and reasons of independent non-executive directors shall be disclosed simultaneously when the notice of the general meeting is issued.

Chapter 6 Confirmation and Registration of the Identity of Shareholders Attending the Shareholders' Meeting

Article 23 All registered shareholders or their proxies shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations, normative documents, the Articles of Association and the Terms of Reference. The Company and the convener shall not refuse them for any reason.

Article 24 Each shareholder shall have the right to appoint one representative, but such representative needs not be a shareholder of the Company. If the shareholder is a corporation, it may appoint one representative to attend and vote at any general meeting of the Company, and if such corporation has appointed a representative to attend any meeting, it shall be deemed to have attended in person.

Individual shareholders who attend the meeting in person shall produce their own identification cards or other valid documents or certificates to verify their identity. The proxy appointed by a shareholder to attend the meeting shall present his/her own identification card and the power of attorney from the shareholder.

Where the shareholder is a legal entity, its legal representative or a proxy appointed by legal representative shall attend the meeting. If the legal representative attends the meeting, he/she shall produce his/her own identification card and valid certificate proving his/her qualification to be a legal representative. If a proxy is entrusted to attend the meeting, the proxy shall produce his/her identification card and the written power of attorney issued by the legal representative of the legal entity according to the laws.

Article 25 The power of attorney issued by shareholders to authorise other persons to attend the general meetings shall specify the followings:

- (I) the names of the proxies;
- (II) whether the proxies have the right to vote;
- (III) the instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the meeting, respectively;
- (IV) the date of issuance and the effective period of the power of attorney;
- (V) the signature (or seal) of the principal. If the principal is a legal entity, the seal of the legal entity shall be affixed.

The Company shall not refuse a shareholder who legally authorises others to vote.

The board of directors, independent non-executive directors, shareholders holding more than 1% of the voting shares of the Company, or investor protection institutions established in accordance with the Securities Law may solicit voting rights from the Company's shareholders at general meeting. The solicitation of voting rights shall make sufficient disclosure of the information such as specific voting intentions to the solicited persons and shall not be conducted in compensation or disguised compensation.

Article 26 Where the power of attorney for voting by proxy is signed by another person authorised by the principal, the authorisation letter or other authorisation documents authorised to be signed shall be notarised.

If the principal is a legal entity, its legal representative or a person authorised by a resolution of the board of directors or other decision-making bodies shall attend the general meeting of the Company as a representative.

Article 27 The eligibility of an attendant of the meeting shall be deemed as invalid if the relevant certificates submitted by the person attending this meeting fall into one of the following conditions:

- (I) The ID cards of the principal or the persons attending this meeting are forged, expired, altered, or the ID card number is inaccurate in terms of the number of digits or otherwise inconsistent with the relevant laws and regulations of the place where the Company's shares are listed;
- (II) The ID card information submitted by the principal or the persons attending this meeting is illegible;
- (III) When the same shareholder entrusts multiple persons to attend this meeting, the signature samples on the power of attorney are obviously inconsistent;
- (IV) The power of attorney is not signed or sealed by the principal;
- (V) The relevant certificates submitted by the principal or its proxies are otherwise in clear violation of the relevant provisions of laws, regulations and the Articles of Association.

Article 28 If the eligibility of the principal or its proxy to attend this meeting is determined to be invalid due to unclear authorisation from the principal or the relevant certificates submitted by its proxy to certify matters such as the legal identity of the principal or the proxy relation are not in compliance with laws, regulations and the Articles of Association, the principal or its proxy shall bear the corresponding legal consequences.

Article 29 The Company is responsible for preparing the meeting register for the persons attending the meeting. The meeting register shall set forth the names (or names of entities) of the attendees, the identification number, residential addresses, the number of voting shares held or represented, the names (or names of entities) of the principals, etc.

The convener and the lawyer hired by the Company shall jointly verify the legality of the shareholders' eligibility based on the register of shareholders provided by the securities registration and clearing authority, and record the

names of the shareholders and the number of voting shares held by them. The meeting registration shall be ceased prior to the announcement by the chairman of the meeting of the number of shareholders and their proxies present at the meeting and the total number of voting shares held.

Chapter 7 Convening of General Meeting

Article 30 When a general meeting is convened by the Company, all the directors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management members shall be present at such meeting. Subject to the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.

Article 31 A general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, such meeting shall be presided over by a director elected by half or more of the directors.

A general meeting convened by the audit committee on its own shall be presided over by the chairperson of the audit committee. If the chairperson of the audit committee is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a member elected by half or more of the members of the audit committee.

A general meeting convened by the shareholders on their own shall be presided over by a representative elected by the conveners.

Where the general meeting is unable to continue due to the chairman of the meeting violating the provisions of laws, administrative regulations, the Articles of Association or the Terms of Reference during the meeting, the general meeting may elect a person to chair the meeting upon consent of the attending shareholders with more than half of the voting rights to continue the meeting.

Article 32 When the Company convenes a general meeting, it shall engage a lawyer to issue legal opinions on whether the matters such as the convening of the general meeting and its procedures, the qualifications of the attendees and the convener, the voting procedures and results are lawful and valid.

Article 33 The chairman of the meeting shall announce the number of shareholders and proxies physically present at the meeting and the total number of voting shares held prior to the voting on the meeting. The number of shareholders and proxies physically present at the meeting and the total number of voting shares held shall be subject to the meeting registration.

Chapter 8 Consideration of Meeting Agenda Items

Article 34 As presided over by the chairman of the meeting, matters and proposals listed in the agenda shall be deliberated in sequence item by item. When necessary, relevant proposals may be discussed together. As for contents listed in the agenda of the meeting, the chairman of the meeting may adopt the methods of first reporting, centralised deliberation, and cumulative voting according to actual circumstances, or may use the method of reporting, deliberating and voting item by item for complicated matters. Reasonable time shall be given to each matter for discussion at the general meeting

At the general meeting, the Company shall not disclose or leak any unpublished information that may have a significant impact on the Company's stock trading price and investors' investment decisions. Upon the conclusion of the meeting, the Company shall promptly disclose an announcement on the resolution of the general meeting and disclose the conclusive opinion from the legal opinion in the announcement on the resolution of the general meeting.

Article 35 At the annual general meeting, the board of directors and the audit committee shall report to the general meeting their work done in the past year. Each independent non-executive director shall also present a work report.

The chairman of the board of directors shall attend the annual general meeting and invite the chairmen of the audit committee, the remuneration committee, the nomination committee and any other special committees of the board of directors to attend. If the chairman of the relevant committee fails to attend, the chairman of the board of directors shall invite another member (or if such member fails to attend, his duly appointed representative) to attend, and such person shall answer questions at the annual general meeting. The management of the issuer shall ensure that the external auditor attends the annual general meeting to answer questions regarding the audit work, the preparation of the auditor's report and its contents, accounting policies and the auditor's independence.

Article 36 The chairman or the person designated by him/her shall give necessary explanations or distribute necessary documents for each agenda item.

Article 37 When considering the agenda items, shareholders or their proxies shall briefly and clearly state their views. They may raise questions about the issues that have not been explained by the reporter and affect their judgment and voting, and require the reporter to make explanations.

Article 38 Directors and senior management shall make explanations and clarifications in response to shareholders' enquiries.

There is no limit on the time and number of times for shareholders to raise questions. In any of the following circumstances, the chairman may refuse to respond to such enquiries, but shall provide the enquirer with the reasons therefor:

- (I) the enquiry is not relevant to the agenda item;
- (II) responses to the enquiry would disclose the Company's trade secrets or significantly impair the common interests of the Company or shareholders;
- (III) other important reasons.

Article 39 Shareholders have the right to speak at the general meetings. If a shareholder requests to speak, he/she shall first introduce his/her shareholder identity, the representing entity and his/her shareholding before expressing his/her opinions.

Shareholders who wish to speak at the general meeting may register with the conference secretariat one day before the meeting, or may request to speak ad hoc at the meeting. The speaking order shall be based on order of registration with those who registered in advance speaking before those who request to speak ad hoc during the meeting.

When speaking, a shareholder shall raise his or her hand first and proceed to the speaker's podium upon the chairman's permission. Where multiple shareholders request to speak ad hoc, the one who raises his or her hand first shall speak first. If the order cannot be determined, the chairman shall designate the speaker.

The chairman shall announce, prior to the meeting, the duration and number of times each shareholder may speak based on the actual circumstances. If a shareholder speaks in violation of the above provisions, the chairman may refuse or stop such speech. Shareholders shall not be interrupted during their allotted speaking time, so as to ensure their full right to express their views.

When deliberating on proposals, only shareholders or their proxies shall be entitled to speak, and other attendees shall not be allowed to ask questions or speak.

Attending directors, general managers, other senior management personnel of the Company, and those approved by the chairman may speak.

Chapter 9 Voting at the General Meeting

Article 40 Shareholders (including shareholders' proxies) may exercise voting rights in the amount of the voting shares they represent, and each share shall have one vote.

Shares held by the Company do not carry any voting rights and shall not be counted in the total number of voting shares represented by shareholders present at the general meeting.

If the shareholder's purchase of the voting shares of the Company violates paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares in excess of the prescribed proportion shall not be exercised within 36 months after the purchase and shall not be counted in the total number of voting shares present at the general meeting.

If a shareholder is a clearing house (or its nominee(s)), the clearing house shall have the right to appoint proxies or corporate representatives to attend the general meeting of the Company and such proxies or corporate representatives shall rank *pari passu* with other shareholders in statutory rights, including rights to speak and vote.

Under applicable laws and regulations and the Hong Kong Listing Rules of the Stock Exchange, if any shareholder is required to abstain from voting on a resolution or restricts any shareholder to voting only for (or against) a resolution, the number of votes cast by such shareholder or its representative in violation of relevant regulations or restrictions shall not be counted in the total number of voting shares.

The Company's holding subsidiaries shall not acquire the Company's shares. If a subsidiary holds shares due to special reasons, it shall eliminate such situation in accordance with the law within one year. Before the elimination of above situation, the relevant subsidiary shall not exercise the voting rights attached to the shares held by it, and such shares shall not be counted in the total number of voting shares present at the general meeting.

Article 41 The shareholders shall vote by disclosed ballot.

Article 42 Where a shareholder has connected relationship with the matters to be considered at the general meeting, he/she shall abstain from voting, and the voting shares held by him/her shall not be counted in the total number of voting shares present at the general meeting.

Before the general meeting deliberates connected transaction matters, the Company shall determine the scope of connected shareholders in accordance with relevant national laws and regulations. Connected shareholders or their authorised representatives may attend the general meeting, and may clarify

their views to the shareholders attending the meeting in accordance with the procedures of the meeting, but shall abstain from voting by poll.

When the general meeting deliberates connected transaction matters, connected shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to do so. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association and the Terms of Reference. The procedures of abstention and voting of connected shareholders shall be recorded in the minutes.

In particular, when the general meeting deliberates connected transaction matters, the connected shareholders and their close associates shall not participate in voting, and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes. The announcement on the resolutions of the general meeting shall fully disclose the votes by non-connected persons.

Before the general meeting deliberates connected transaction matters, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents. Connected persons or their authorised representatives may attend the general meeting, and may clarify their views to the shareholders attending the meeting in accordance with the procedures of the meeting, but shall abstain from voting by poll.

When the general meeting deliberates connected transaction matters, connected shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to do so. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association. The presider of the meeting shall announce the number of shareholders and proxies present at the meeting excluding connected persons and the total number of voting shares held by them.

Resolutions made at the general meeting on matters relating to connected transactions shall effect only when they are passed by more than half of the votes held by the non-connected persons attending the general meeting. However, when the connected transaction involves matters that need to be passed by special resolutions as stipulated in the Articles of Association, the resolutions of the general meeting shall effect only when they are passed by more than two-thirds (2/3) of the voting rights held by the non-connected persons attending the general meeting.

If a connected person or its close associates participate in voting by poll in violation of the provisions of the Article of Association, his/her/its voting on the matters relating to connected transaction shall be invalid.

In the Terms of Reference, the meaning of “connected transaction” includes “connected transaction” as defined in the Hong Kong Listing Rules, “related party” includes “connected person” as defined in the Hong Kong Listing Rules, and “connected relationship” includes “connected relationship” as defined in the Hong Kong Listing Rules.

Where the following material issues affecting the interests of small and medium shareholders are being considered at the general meeting of the Company, the votes by small and medium shareholders shall be counted separately and disclosed:

- (I) appointment and removal of directors;
- (II) formulation and revision of profit distribution policies, or consideration of equity distribution matters;
- (III) related party transactions, provision of guarantees (excluding guarantees for subsidiaries within the scope of consolidated statements), provision of financial assistance, change the use of proceeds, etc.;
- (IV) major asset restructuring, share incentive and employee stock ownership plan;
- (V) public offering of shares, application for transfer of shares to other domestic stock exchanges or application for listing of shares on other foreign stock exchanges;
- (VI) other matters stipulated by laws, regulations, the business rules of the stock exchange, and the Articles of Association.

Article 43 Save for proposals subject to the cumulative voting system, all proposals shall be voted separately at the general meeting. In the event that there are different proposals on the same matter, they shall be voted on in the order in which the proposals were submitted. Unless the general meeting is adjourned or no resolution can be made due to special reasons such as force majeure, the general meeting shall not set aside or refrain from voting on the proposals.

Article 44 When a proposal is considered at the general meeting, no revision to such proposal shall be made; otherwise, any relevant change shall be deemed as a new proposal and may not be voted at this general meeting.

Article 45 The same voting right shall only be exercised on-site or by other voting methods. In case of repeated voting with the same voting right, the result of the first vote shall prevail.

Article 46 Shareholders attending the general meeting shall express one of the three opinions on the proposal submitted for voting: “For”, “Against”, or “Abstain”.

If the ballot paper is left blank, unduly completed or illegible or not cast, the voter shall be deemed to have abstained from voting and the voting result of the corresponding voting shares shall be “Abstain”.

For shareholders who are ordered to leave from the meeting due to violation of the discipline of the general meeting as stipulated by laws, regulations, normative documents, the Articles of Association and the Terms of Reference, the shares held by them shall not be counted in the total number of valid voting rights present at this general meeting.

Article 47 For individuals who do not have the legal and valid qualification to attend the meeting, the shareholder rights they exercise or represent to exercise at the meeting (including but not limited to the votes they cast) shall be invalid. The number of shares they hold or represent shall not be counted in the total number of shares with valid voting rights at the meeting.

Article 48 Onsite voting at the general meeting shall not be closed earlier than the closing time of voting by other means. The presider at the meeting shall decide whether the resolutions at the general meeting are passed based on the voting results, and shall announce the voting results on the spot. The voting results on resolution shall be recorded in the minutes.

Prior to formal announcement of voting results, the Company, vote counter, scrutineer, substantial shareholders, online service providers and other parties involved in onsite voting or voting by other means at the general meeting are obliged to keep confidential the voting process.

Chapter 10 Resolutions of the General Meetings

Article 49 Resolutions of the general meetings are divided into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholders’ proxies) present at the meeting.

Special resolutions of the general meeting shall be adopted by more than two-thirds (2/3) of the voting rights held by the shareholders (including shareholders’ proxies) present at the meeting.

Resolutions made at the general meeting on matters relating to connected transactions shall effect only when they are passed by more than half of the votes held by the non-connected attending the general meeting. However, when the connected transaction involves matters that need to be passed by special resolutions as stipulated in the Articles of Association, the resolutions of the general meeting shall effect only when they are passed by more than two-thirds (2/3) of the voting rights held by the non-connected persons attending the general meeting.

Article 50 The following matters shall be passed by ordinary resolutions of the general meeting:

- (I) work reports of the board of directors;
- (II) proposals formulated by the board of directors for distribution of profits and for losses recovery;
- (III) appointment and removal of members of the board of directors, their remuneration and method of payment of their remuneration;
- (IV) annual budget and final accounts of the Company;
- (V) annual report of the Company;
- (VI) other matters than those stipulated by the laws, administrative regulations, or the matters shall be adopted by special resolutions in accordance with the provisions of the Articles of Association.

Article 51 The following matters shall be passed by special resolutions of the general meeting:

- (I) the increase or reduction of the registered capital by the Company;
- (II) the division, separation, merger, dissolution or liquidation of the Company;
- (III) the amendment to the Articles of Association.
- (IV) the purchase, the sale of major assets or the guarantee by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (V) other matters stipulated by laws, administrative regulations, or the Articles of Association, as well as other matters that the general meeting determines by ordinary resolutions that will have a significant impact on the Company and need to be adopted by special resolutions.

Article 52 After the proposal is passed, a resolution of the general meetings shall be formed. The content of the resolution shall comply with laws, regulations, and the Articles of Association. Directors present at the meeting shall ensure that the content of the resolution is true, accurate, and complete, and shall not use ambiguous expressions.

If the resolution of the general meetings involves major matters stipulated by the securities regulatory rules of the place where the Company's shares are listed, and the relevant proposal is not approved by the general meetings, the Company shall disclose, in the form of a temporary report, the reasons why the matter was not approved and the relevant specific arrangements regarding the matters involved in the proposal.

Chapter 11 Minutes of the General Meetings

Article 53 The board secretary shall be responsible for the minutes of the general meetings.

Article 54 The minutes of the general meetings shall include the following information:

- (I) the time, venue and agenda of the meeting and name of the convener;
- (II) the name of the chairman of the meeting and the names of the directors, board secretary, general manager and other senior management members attending or present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and their shareholding of the Company;
- (IV) the consideration process, summaries of speeches and voting result for each proposal;
- (V) names of the vote counters and scrutinizer;
- (VI) other contents to be recorded in the minutes as specified in the Articles of Association.

Article 55 The directors, board secretary, convener or their representative, and the meeting chairperson present at the meeting shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes. The meeting minutes shall be kept together with the attendance register of the shareholders present at the meeting on-site, the power of attorney for proxy attendance, and the valid voting materials through the internet and other means.

Article 56 The meeting minutes shall be kept for a period of not less than 10 years.

Chapter 12 Implementation of the Resolutions of General Meetings

Article 57 The board of directors shall be responsible for the implementation of the resolutions adopted at the general meetings, and the general manager of the Company shall be responsible for organizing relevant personnel to conduct specific work for such implementation according to the content of the resolutions; the resolutions of the general meetings required to be handled by the audit committee shall be directly organised and implemented by the audit committee.

Article 58 If the general meetings approve the proposal for the election of directors, the newly elected directors shall take office immediately after the resolution of the general meetings is approved.

Article 59 If the general meetings approve the proposal for cash dividends, bonus issue or capital reserve conversion into share capital, the Company shall implement the specific plan within 2 months after the end of the general meetings.

Article 60 Resolutions of the Company's general meetings that violate laws or administrative regulations are invalid.

Shareholders may request the People's Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of a general meeting violates the laws and administrative regulations or the Articles of Association, or the content of the resolution breaches the Articles of Association.

Chapter 13 Authorisation of the Board of Directors by the General Meetings

Article 61 The following matters shall be decided by the board of directors as authorised by the general meetings:

- (I) to convene general meetings and report on its work to the general meetings;
- (II) to implement the resolution(s) of a general meeting;
- (III) to determine the business operation plans and investment plans of the Company;
- (IV) to formulate annual budget and final accounts of the Company;
- (V) to formulate the profit distribution plans and loss recovery plans of the Company;

- (VI) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of corporate bonds or other securities and listing;
- (VII) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or conversion of the corporate form of the Company;
- (VIII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions of the Company within the scope of authorisation of the general meeting;
- (IX) to determine the setup of the Company's internal management bodies;
- (X) to appoint or dismiss the Company's general manager and the secretary to the board of directors based on the nomination of the chairman; to appoint or dismiss the Company's deputy general managers, chief financial officer, the secretary to the board of directors and other senior management members based on the nomination of the general manager, and to decide on their remuneration, rewards, and punishments;
- (XI) to formulate the fundamental management system of the Company;
- (XII) to formulate the proposal for amendment of the Articles of Association;
- (XIII) to propose to the general meeting to engage or replace the accounting firm that provides auditing services to the Company;
- (XIV) to listen to the work report of the general manager of the Company and inspect his/her work;
- (XV) to manage the information disclosure of the Company;
- (XVI) except as otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance), and if those transactions fall within the authority of the general meeting, they shall be submitted to the general meeting for consideration:
 - 1. The total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 10% of the Company's audited total assets for the most recent period;

2. The transaction amount accounts for more than 10% of the Company's latest audited net assets and exceeds RMB10 million;
3. The operating income related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited operating income of the Company in the most recent accounting year and exceeds RMB10 million;
4. The profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million;
5. The net profit related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million.

If the figures involved in the calculation of the above indicators are negative, the absolute value of such figures shall be used.

(XVII) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:

1. the transaction amount of the connected transactions between the Company and related individuals exceed RMB300,000;
2. transactions with related legal entities that account for more than 0.2% of the Company's latest audited total assets and exceed RMB3 million.
3. non-exempt connected transactions with connected parties defined by the Hong Kong Stock Exchange;
4. the following connected transactions between the Company and its related parties are exempted from consideration in the manner of connected transactions:
 - 1) one party subscribes to the other party's public offering of shares, corporate bonds, debentures, convertible corporate bonds, or other types of securities in cash;

- 2) one party acts as a member of an underwriting syndicate to underwrite the other party's public offering of shares, corporate bonds or debentures, convertible bonds or other types of securities;
 - 3) one party receives dividends, bonuses or remuneration based on a resolution of the general meeting of the other party;
 - 4) one party participates in the public bidding or auction of the other party, except where it is difficult to form a fair price through bidding or auction;
 - 5) transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, being granted debt relief, and accepting guarantees and assistance;
 - 6) connected transactions of which prices are determined by the State;
 - 7) the related party provides funds to the Company at an interest rate not higher than the benchmark interest rate for loan for the same period stipulated by the People's Bank of China, and the Company does not provide any corresponding guarantee for the financial assistance;
 - 8) the Company provides products and services to directors and senior management members on the same trading terms as provided to non-related parties;
 - 9) any other transactions which are specified by the securities regulatory commission or stock exchange of the place where the Company's shares are listed.
- (XVIII) external guarantees other than those required to be submitted to the general meeting for consideration and approval as provided in Article 39 of the Articles of Association;
- (XIX) external financial assistance matters other than those required to be submitted to the general meeting for consideration and approval as provided in Article 38 of the Articles of Association;
- (XX) any other authorities which are granted by law, administrative regulations, departmental rules, or the Articles of Association.

Chapter 14 Supplementary Provisions

Article 62 Matters not provided for herein shall be implemented in accordance with relevant provisions of national laws, regulations and the Articles of Association. Where there is any discrepancy between the Terms of Reference and the provisions of relevant laws, regulations and the Articles of Association, the relevant provisions of laws, regulations and the Articles of Association shall prevail.

Article 63 In the Terms of Reference, the terms “above” and “within” include the number itself; “over”, “below” and “more than” do not include the number itself.

Article 64 The Terms of Reference shall take effect from the date of consideration and approval by the general meeting of the Company.

Article 65 The Terms of Reference shall be interpreted by the board of directors.

SHENZHEN DOBOT CORP LTD

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR BOARD MEETINGS

December 2025

The English version of the revised Terms of Reference for Board Meetings is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR BOARD MEETINGS

Chapter 1 General Provisions

Article 1 In order to improve and standardise the terms of reference and decision-making procedures for the board meetings of SHENZHEN DOBOT CORP LTD (the “Company”), and ensure the smooth operation and management of the Company, the Terms of Reference for the Board Meetings of SHENZHEN DOBOT CORP LTD (the “Terms of Reference”) are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws, regulations, normative documents, as well as the business rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “Articles of Association”), having taken into account the actual situation of the Company.

Article 2 The board of directors is the decision-making body for the operation and management of the Company, and is responsible for safeguarding the interests of the Company and all shareholders and deciding on the development goals and major operating activities of the Company.

Major issues of the Company shall be collectively decided by the board of directors. The board of directors shall not delegate its statutory powers to individual directors or others to exercise.

Article 3 The purpose of formulating the Terms of Reference is to standardise the rules of procedure of the Company’s board of directors and improve the work efficiency and the level of scientific decision-making of the board of directors.

Chapter 2 Composition and Powers of the Board of Directors

Article 4 The Company has established a board of directors as the business decision-making center of the Company. The board of directors is authorised by the general meeting to be responsible for operating and managing the Company’s property, and shall be accountable to the general meeting. The board of directors is composed of 7-11 directors, with one chairman.

The members of the board of directors are elected by the general meeting in accordance with the laws. The directors are categorised as executive directors, non-executive directors and independent non-executive directors, of whom there shall be no less than three independent non-executive directors, which shall constitute one-third or more of the total number of the board, at least one independent non-executive director shall have appropriate professional qualifications or appropriate accounting or related financial management expertise, and one shall ordinarily reside in Hong Kong.

The board of directors shall have the appropriate skills, experience as well as diverse views and perspectives required by the issuer's business, and shall ensure that each director can devote sufficient time and make contributions to the issuer according to their roles and the responsibilities of the board of directors.

Article 5 According to the relevant provisions of the Articles of Association, the board of directors mainly exercises the following functions and powers:

- (I) to convene general meetings and report on its work to the general meetings;
- (II) to implement the resolution(s) of a general meeting;
- (III) to determine the business operation plans and investment plans of the Company;
- (IV) to formulate the profit distribution plans and loss recovery plans of the Company;
- (V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of corporate bonds or other securities and listing;
- (VI) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or conversion of the corporate form of the Company;
- (VII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorisation of the general meeting;
- (VIII) to determine the setup of the Company's internal management bodies;

- (IX) to decide on the appointment or dismissal of the Company's general manager, secretary to the board of directors and other senior management members, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management members based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
- (X) to formulate the fundamental management system of the Company;
- (XI) to formulate the proposal for amendment of the Articles of Association;
- (XII) to propose to the general meeting to engage or replace the accounting firm that provides auditing services to the Company;
- (XIII) to listen to the work report of the general manager of the Company and inspect his/her work;
- (XIV) to manage the information disclosure of the Company;
- (XV) except as otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance), and if those transactions fall within the authority of the general meeting, they shall be submitted to the general meeting for consideration:
 - 1. the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 10% of the Company's audited total assets for the most recent period;
 - 2. the transaction amount accounts for more than 10% of the Company's latest audited net assets and exceeds RMB10 million;
 - 3. the operating income related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited operating income of the Company in the most recent accounting year and exceeds RMB10 million;
 - 4. the profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million;

5. the net profit related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million.

If the figures involved in the calculation of the above indicators are negative, the absolute value of such figures shall be used.

(XVI) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:

1. the transaction amount of the connected transactions between the Company and related individuals exceed RMB300,000;
2. transactions with related legal entities that account for more than 0.2% of the Company's latest audited total assets and exceed RMB3 million;
3. non-exempt connected transactions with connected parties defined by the Stock Exchange;
4. the following connected transactions between the Company and its related parties are exempted from consideration in the manner of connected transactions:
 - 1) one party subscribes to the other party's public offering of shares, corporate bonds, debentures, convertible corporate bonds or other types of securities in cash;
 - 2) one party acts as a member of an underwriting syndicate to underwrite the other party's public offering of shares, corporate bonds or debentures, convertible bonds or other types of securities;
 - 3) one party receives dividends, bonuses or remuneration based on a resolution of the general meeting of the other party;
 - 4) one party participates in the public bidding or auction of the other party, except where it is difficult to form a fair price through bidding or auction;

- 5) transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, being granted debt relief, and accepting guarantees and assistance;
- 6) connected transactions of which prices are determined by the State;
- 7) the related party provides funds to the Company at an interest rate not higher than the benchmark interest rate for loan for the same period stipulated by the People's Bank of China, and the Company does not provide any corresponding guarantee for the financial assistance;
- 8) the Company provides products and services to directors and senior management members on the same trading terms as provided to non-related parties;
- 9) connected transactions that can be exempted or individually exempted as stipulated in Rules 14A.73 to 14A.105 of the Hong Kong Listing Rules;
- 10) any other transactions specified by the CSRC and the stock exchange.

Before the connected transaction is submitted to the board of directors for consideration, it shall be considered and discussed in a special meeting held by independent non-executive directors and disclosed in the announcement of the connected transaction with approval by more than half of all independent non-executive directors of the Company.

- (XVII) external guarantees other than those required to be submitted to the general meeting for consideration and approval as provided in Article 40 of the Articles of Association;
- (XVIII) external financial assistance matters other than those required to be submitted to the general meeting for consideration and approval as provided in Article 38 of the Articles of Association;
- (XIX) any other authorities which are granted by law, administrative regulations, departmental rules, or the Articles of Association.

When the Company's external investment, acquisition and disposal of assets, pledge of asset, application for credit lines or loans from commercial banks, external guarantees, entrusted financial management and related-party transactions do not meet the decision-making criteria of the board of directors and the general meeting of the Company, the decision shall be made by the chairman of the Company.

Chapter 3 Functions and Powers of the Chairman

Article 6 According to the relevant provisions of the Articles of Association, the chairman of the board of directors mainly exercises the following functions and powers:

- (I) to preside over the general meetings and convene and preside over the meetings of the board of directors;
- (II) to supervise and inspect the implementation of the resolutions of the board of directors;
- (III) to consider and approve under the authorisation of the board of directors of the Company the following transactions within the ambit of his or her authority, except as otherwise provided in the securities regulatory rules of the place where the Company's shares are listed:
 - 1. the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for less than 10% of the Company's total audited assets for the most recent period;
 - 2. the transaction amount accounts for less than 10% of the Company's latest audited net assets, or the absolute amount is less than RMB10 million, and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;
 - 3. the operating income related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for less than 10% of the audited operating income of the Company in the most recent accounting year, or the absolute amount is less than RMB10 million, and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;
 - 4. the profit generated from the transaction accounts for less than 10% of the audited net profit of the Company in the most recent accounting year, or the absolute amount is less than RMB1.5 million and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;

5. the net profit related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for less than 10% of the audited net profit of the Company in the most recent accounting year, or the absolute amount is less than RMB1.5 million and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;
6. a connected transaction (except for guarantees provided by the Company) in which the amount of the transaction between the Company and a connected individual is less than RMB300,000 and does not fall within the scope of consideration and approval by the board of directors or the general meeting; or the amount of the connected transaction between the Company and connected legal entities is less than RMB3 million or accounts for less than 0.2% of the Company's total audited assets of the most recent period;
7. the amount of the Company's single borrowing or the cumulative amount of borrowings within an accounting year is less than 10% of the Company's latest audited net assets.

(IV) to exercise any other functions and powers granted by the board of directors.

The authorisation of the board of directors to the chairman of the board shall be made in the form of a resolution of the board of directors with clear and specific matters, contents and authority. Matters involving the major interests of the Company shall be collectively decided by the board of directors, and the chairman or individual director shall not be authorised to make decisions on his/her own.

Article 7 In the event that the chairman of the Company is unable to perform his duties or fails to do so, a director elected by more than half of the directors may perform such duties accordingly.

Chapter 4 Special Committees of the Board of Directors

Article 8 The board of directors of the Company may establish four special committees according to the Company's development and business operation needs:

1. strategy committee;
2. audit committee;
3. remuneration and appraisal committee;
4. nomination committee.

Article 9 Each special committee is accountable to the board of directors and all of its members shall be directors. The audit committee can only be composed of non-executive directors who are not senior management personnel of the Company, and has at least three members. A majority of its members are independent non-executive directors and at least one of them shall be an independent non-executive director who has appropriate professional qualifications or accounting or related financial management expertise as required by the securities regulatory rules of the place where the shares of the Company are listed, and the convener (i.e. chairperson) shall be an independent non-executive director. A majority of the members of the remuneration and appraisal committee and the nomination committee shall be independent non-executive directors, while the conveners (i.e. chairpersons) shall be independent non-executive directors. The board of directors may also establish other committees or re-organise the existing committees.

If an independent non-executive director tenders resignation or is removed from office due to the circumstances stipulated in the preceding paragraph, resulting in the proportion of independent non-executive directors in the special committee not meeting the rules of the stock exchange where the Company's shares are listed or the provisions of the Articles of Association, or there is a lack of accounting professionals among the independent non-executive directors, the Company shall complete the by-election within sixty days from the date when the aforementioned occur.

Article 10 Each special committee shall formulate the rules for the composition of its members and the specific rules of procedure or business rules, and implement them after being reported to and approved by the board of directors.

Each special committee may engage professional intermediary institutions to provide professional opinions on matters within its terms of reference, and the relevant expenses shall be borne by the Company.

Article 11 Each special committee is accountable to the board of directors, and the proposals of each special committee shall be submitted to the board of directors for review and decision.

Chapter 5 Convening and Notification Procedures for Board Meetings

Article 12 The chairman is responsible for convening board meetings. If the chairman is unable to convene a meeting or fails to do so, it shall be deemed that the chairman is unable to perform his/her duties or fails to do so, and the board meeting shall be convened in accordance with Article 7 of the Terms of Reference.

Article 13 The board meetings shall be convened by the chairman at least twice a year. Written notice of regular board meetings shall be sent to all directors at least ten days before the meeting.

If the board of directors of the Company expects to declare, propose or pay dividends at a meeting, or to approve any announcements regarding profits or losses for any annual, semi-annual or other periods at the meeting, the Company shall issue an announcement at least seven full working days before the meeting in accordance with Rule 2.07C of the Hong Kong Listing Rules.

Article 14 An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or members of the audit committee, or more than 1/2 of the independent non-executive directors.

Proposers of an interim board meeting shall submit a written proposal to the chairman. The written proposal shall state the following:

- (I) the reasons for the proposal;
- (II) the agenda of the meeting;
- (III) the proposed time of the meeting;
- (IV) the proposer and the time of the proposal;
- (V) contact information.

The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors. The chairman of the board of directors may also convene an interim meeting of the board of directors according to actual needs.

The interim meeting of the board of directors shall be notified in writing to all directors three days in advance of the meeting.

Article 15 As long as directors are able to fully express their opinions at an interim meeting of the board of directors, resolutions may be passed by voting via personal delivery, express delivery or facsimile transmission, and signed by the attending directors.

The timeframe for prior notice as stipulated in Article 14 of the Terms of Reference may be waived when the board of directors adopts a resolution in the manner specified in the preceding paragraph. However, it shall ensure that the written proposal of the resolution is served to each director by means of personal delivery, post service or facsimile transmission. The notice served thereof shall specify the manner and timeframe for directors to sign and express their opinions. A director who fails to express his/her opinion in the prescribed manner within the timeframe shall be deemed absent from the meeting. A proposal shall become a valid board resolution of the Company if the number of directors expressing their opinions in the prescribed manner reaches the quorum required for passing a resolution and the proposal has been served to the Company in the manner specified in the preceding paragraph.

Article 16 The agenda of board meetings shall be determined by the chairman of the Company in accordance with laws, regulations and the Articles of Association. The agenda for interim board meetings shall be proposed in writing by the proposer in accordance with laws, regulations and the Articles of Association. Where the agenda proposed in writing by the proposer falls within the scope of the terms of reference of the board meeting as stipulated by laws, regulations and the Articles of Association, the chairman shall submit such item as meeting agenda for deliberation at the interim board meeting and shall not refuse to do so.

Article 17 Board meetings (including regular meetings and interim meetings, the same below) shall be notified to all directors by the board secretary. Notification shall be effected in writing by means of personal delivery, facsimile transmission, prepaid express delivery or registered mail.

Article 18 A notice of the board meeting shall include the following:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) the reason(s) and agendas;
- (IV) the date of issuance of the notice.

Article 19 Directors shall attend a board meeting in person. If any director is unable to attend any board meeting for any reason, he/she may authorise in writing another director to attend on his/her behalf.

The power of attorney shall set out the name of the proxy, the matters represented, scope of authorisation and validity period, and shall take effect only after being signed or sealed by the appointing director.

The appointed director who attends the meeting shall exercise the rights of director within the scope of authorisation. If a director fails to attend a board meeting in person and appoint a proxy on his/her behalf to attend the meeting, he/she is deemed to have waived his/her voting rights at such meeting.

Article 20 The board meeting papers shall be prepared by the board secretary of the Company, and shall be served to each director prior to the convening of the meeting. Directors shall carefully read these meeting papers served by the board, fully consider each proposal and prepare their opinions accordingly.

Chapter 6 Rules of Procedures and Voting Procedures of Board Meetings

Article 21 A meeting of the board of directors shall be held only with the presence of more than half of all directors. Resolutions of the board of directors shall be voted on a one-person-one-vote basis.

Article 22 The general manager shall be present at the meetings of the board of directors, other senior management members may also attend the meetings of the board of directors as required.

Article 23 A board meeting shall be presided over by the chairman of the board of directors. If the chairman is unable to or does not preside over the meeting, it shall be deemed as the chairman being unable or failing to perform his/her duties, and the provisions of Article 7 hereof shall apply.

Article 24 The board of directors may invite other persons relevant to the meeting agenda to attend the meeting, at which they will be asked to provide relevant information or receive relevant opinions. Persons attending the meeting who are not members of the board of directors shall not intervene in the discussion of directors, nor shall they interrupt the proceedings, voting and decision-making at the meeting.

Article 25 In principle, agenda or matters not specified in the meeting notice shall not be discussed at the board meeting. Should it become necessary to add new agenda or matters under exceptional circumstances, these new agenda or matters shall only be considered and resolved with the consent of more than half of all directors. Wherever necessary, the chairman of the board of directors or the chairman of the meeting may initiate a voting procedure to determine whether to add new agenda or matters.

The agenda for a board meeting shall be prepared in advance, accompanied by sufficient materials for decision-making. Should two or more independent non-executive directors consider the information incomplete or the discussion insufficiently substantiated, they may jointly submit a written request to the board of directors to adjourn the meeting or defer the consideration of such agenda. The board of directors shall accept such request, and the Company shall make disclosure in a timely manner.

Prior to the convening of a board meeting, independent non-executive directors may communicate with the board secretary to enquire about proposed agenda, request supplementary materials, or put forward recommendations. The board of directors and relevant personnel shall give careful consideration to the enquiries, requests and recommendations from such independent non-executive directors, and shall provide feedback in a timely manner to them regarding the implementation of amendments to proposals and other relevant matters.

Article 26 Where a director has a related-party interest in an enterprise in relation to a resolution to be considered at a board meeting, he/she is required to abstain from voting on the resolution and not to exercise voting rights on behalf of other director(s). The board meeting may only be held with the attendance of more than half of non-connected directors. In the event that the number of non-connected director(s) attending the board meeting is less than three, such resolution shall be submitted to a general meeting for consideration.

Article 27 Resolutions of the board of directors shall be voted by means of written ballot at the board meeting, unless more than half of all the directors agree to vote by a show of hands. In the event of a meeting held via communication means, the voting shall be conducted in accordance with the communication means as stipulated in the Articles of Association and the Terms of Reference.

Chapter 7 Board Resolutions and Meeting Minutes

Article 28 A resolution proposed by the board of directors must be passed by more than half of all the directors.

Any resolution of the board of directors regarding the provision of guarantees by the Company to external parties are subject to approval by more than two-thirds of all directors.

The provision of financial assistance by the Company are subject to approval by a resolution passed by more than two-thirds of the directors attending the board meeting, and the Company shall perform its information disclosure obligations in a timely manner. Any resolutions of the board of directors in relation to related-party transactions shall take effect only after they are passed by more than half of all directors who have no related-party interest in such transactions.

Article 29 Any resolutions adopted at a board meeting shall be recorded in writing, and shall be signed by directors present at the meeting. The written documents of the resolutions shall be kept in the archive of the Company by the board secretary of the Company for at least 10 years.

Where a resolution of the board of directors involves the matters required to be voted at a general meeting, the Company shall timely publish an announcement on the resolution of the board of directors with a brief explanation of the resolution therein. Where a resolution of the board of directors involves material information required to be disclosed under the business rules of the stock exchange, the Company shall timely publish an announcement on the resolution of the board of directors and relevant announcements after the meeting.

Resolutions of the board of directors shall be voted on by disclosed ballot. As long as directors are able to fully express their opinions at an interim meeting of the board of directors, resolutions may be passed by voting via communication means, and signed by the attending directors.

Article 30 A board resolution shall include the following:

- (I) the time and method of issuance of the meeting notice; the date, venue, method of convening the meeting and the name of the convener;
- (II) the number of directors required to attend and attended the meeting, and the number of proxies;
- (III) an explanation of the relevant procedures of the meeting and the legal validity of the resolutions at the meeting;
- (IV) an explanation of the content (or subject) of the resolution considered and voted on at the meeting;
- (V) a separate explanation of each resolutions (if any) to be submitted to the general meeting of the Company for consideration;
- (VI) other matters that should be stated and recorded in the resolution.

Article 31 The board meeting shall have a record in writing, which shall be true, accurate and complete and be signed by the directors, the secretary of the board of directors and the minutes taker present at the meeting. The directors who attended the meeting shall have the right to request that their statements at the meeting be recorded as an explanatory note in the minutes. The minutes of the board meeting shall be kept in the archive of the Company by the board secretary. The minutes of the meetings of the board of directors of the Company shall be kept for at least ten years.

Article 32 The minutes of the meetings of the board of directors include:

- (I) the date, venue of the meeting, and the name of the convener;
- (II) the names of the directors present at the meeting in person, and the names of the directors present at the meeting as proxies;
- (III) the agenda of the meeting;
- (IV) the summary of the opinion of directors;
- (V) the method and results of voting on each resolution (number of votes in favor of, against and abstention).

Article 33 Resolutions adopted by the board of directors shall be organised and implemented by the general manager, and the implementation of them shall be overseen and inspected by the chairman. The general manager shall report to the board of directors on the implementation of the board resolutions.

Article 34 Where the board of directors resolves to appoint a general manager and other senior management personnel, such person(s) shall take office immediately upon after the board resolution is adopted or at such other time as determined by the board resolution.

Chapter 8 Decision-Making Procedures for Major Matters

Article 35 The candidates for the general manager and board secretary of the Company shall be nominated by the chairman of the Company and submitted to the board of directors of the Company for appointment or dismissal. The senior management of the Company such as deputy general manager, chief financial officer and board secretary shall be nominated by the general manager of the Company and submitted to the board of directors of the Company for appointment or dismissal.

When the chairman nominates general manager and board secretary, and when the general manager nominates senior management such as deputy general manager, chief financial officer and board secretary, detailed information about the candidates shall be submitted to the board of directors, including their educational background, work experiences, and whether they subject to penalty by the securities regulatory commission and other relevant departments at the place where the shares of the Company are listed and disciplinary actions by the stock exchange. When the chairman proposes to remove chief financial officer or board secretary, and when the chief financial officer proposes to remove other senior management such as general manager, the reasons for dismissal shall be submitted to the board of directors.

Article 36 The review of related-party transactions by the board of directors shall be in compliance with the Articles of Association.

Article 37 The following matters shall be submitted to the board of directors for review after being approved by more than half of all the independent non-executive directors of the Company:

- (I) discloseable related-party transactions;
- (II) plans for the Company and relevant parties to change or waive commitments;
- (III) decisions made and measures taken by the board of directors of the acquired company in response to the acquisition;
- (IV) other matters stipulated by the laws, administrative regulations, the securities regulatory commission of the place where the shares of the Company are listed and the Articles of Association.

Article 38 The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the audit committee:

- (I) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control assessment reports;
- (II) appointment or dismissal of the accounting firm undertaking the audit work to the Company;
- (III) appointment or dismissal of the chief financial officer of the Company;
- (IV) changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;
- (V) other matters as stipulated by laws, administrative regulations, the provisions of the securities regulatory commission of the place where the shares of the Company are listed and the Articles of Association.

Chapter 9 Supplementary Provisions

Article 39 In the Terms of Reference, the meaning of “related-party transactions” includes the “connected transactions” as defined in the Hong Kong Listing Rules, “related parties” includes the “connected persons” as defined in the Hong Kong Listing Rules, and “related-party relationships” includes the “connected relationships” as defined in the Hong Kong Listing Rules.

Article 40 Matters not provided for herein shall be implemented in accordance with relevant national laws, regulations and the relevant provisions of the Articles of Association. Where there is any discrepancy between the Terms of Reference and the relevant laws, regulations, relevant provisions of the securities regulatory commission of the place where the shares of the Company are listed, the business rules of the stock exchange and the provisions of the Articles of Association, the laws, regulations, relevant provisions of the securities regulatory commission of the place where the shares of the Company are listed, the business rules of the stock exchange and the Articles of Association shall prevail.

Article 41 The Terms of Reference shall take effect from the date of consideration and approval by the general meeting of the Company.

Article 42 The Terms of Reference shall be interpreted by the board of directors of the Company.

SHENZHEN DOBOT CORP LTD

SHENZHEN DOBOT CORP LTD

**ADMINISTRATIVE RULES GOVERNING CONNECTED
TRANSACTIONS**

December 2025

The English version of the revised Administrative Rules Governing Connected Transactions is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

ADMINISTRATIVE RULES GOVERNING CONNECTED TRANSACTIONS

Chapter 1 General Provisions

Article 1 To improve the governance structure of SHENZHEN DOBOT CORP LTD (the “Company”), regulate connected transactions, and safeguard the interests of the Company and its shareholders as a whole, these rules are formulated in accordance with laws and regulations including the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “Articles of Association”). The terms defined herein shall have the meanings ascribed under the Hong Kong Listing Rules.

Article 2 Connected transactions shall comply with relevant laws, regulations and the provisions of the Hong Kong Listing Rules, and shall adhere to the principles of compliance, integrity and fairness.

Connected transactions shall be entered into on “normal commercial terms”, or on terms no more favorable than those offered to independent third parties for similar transactions. The Company must enter into written agreements with all related parties for all connected transactions. The terms of the agreements shall be fair and reasonable and in the interests of the Company’s shareholders as a whole.

Article 3 These rules are binding on the Company’s shareholders, directors and senior management, all of whom shall comply with them.

Article 4 These rules are only a summary of the requirements for connected transactions under relevant laws and regulations and the Hong Kong Listing Rules. The relevant staff responsible for connected transaction work shall manage connected transactions in accordance with the specific requirements in relevant laws, regulations and the Hong Kong Listing Rules.

Article 5 The Company shall enter into written agreements for connected transactions with the related parties. The signing of agreements shall follow the principles of equality, voluntariness, equivalence and compensation, and the content of the agreements shall contain clearly the details. For connected transactions that are discloseable under the Hong Kong Listing Rules as amended from time to time, the Company shall disclose matters such as the conclusion, amendment, termination and performance of such connected transaction agreements in accordance with relevant regulations.

Article 6 Connected transactions shall follow the principles of fairness, impartiality, and transparency. In principle, the prices of connected transactions should not deviate from the prices or charging standards of independent third parties in the market. The Company shall fully disclose the pricing basis for connected transactions that are discloseable under the Hong Kong Listing Rules as amended from time to time.

Chapter 2 Definition of Connected Persons

Article 7 Connected persons of the Company include:

- (I) directors, chief executive officers, or “substantial shareholder” of the Company and its “subsidiaries”;
- (II) any person who has served as a director of the Company or its “subsidiaries” during the previous 12 months;
- (III) supervisors (if any) of “subsidiaries”;
- (IV) “associates” of the persons mentioned in (I) and (II) above;

1. In the case of an individual, “associate” include his/her:

- (1) spouse;
- (2) children (natural or adopted) or stepchildren under the age of eighteen of the person or his/her spouse (collectively, the “family interests” with item (1));
- (3) the trustees, acting in their capacity of trustees as trustee of any trust for which the person or any of his/her family interests is the beneficiary (or in the case of a discretionary trust, is (to its knowledge) a discretionary object);
- (4) any company in which the person, his/her family interests, and/or the trustees mentioned in item (3) above, acting in their capacity as trustees, directly or indirectly hold equity interests, and the total equity interests held by them are sufficient for them to exercise 30% or more of the voting rights at the general meeting or to control the composition of the majority of the board of directors and any subsidiaries of the above company;

- (5) any company or individual, together with himself/herself, his/her family interests and/or the trustees mentioned in item (3) above in their capacity as trustees, directly or indirectly has an interest in a cooperative or contractual joint venture company established in accordance with the PRC laws (whether or not it is an independent legal person), where he/she, his/her family interests and/or the trustees mentioned in item (3) above in their capacity as trustees directly or indirectly collectively have an interest in 30% or more of the contributed capital and/or contributed assets of such joint venture or the share of profits or other incomes of such joint venture under the contract;
- (6) any person cohabiting with the basic connected person as if he/she were the spouse of the basic connected person, and the children, step-children, parents, step-parents, brothers, sisters, step-brothers and step-sisters of the connected person; and any company in which the aforesaid persons have a majority controlling interest (i.e., they can exercise or control the exercise of 50% or more of the voting rights at the general meeting of such company or control the majority of the composition of the board of directors of such company); and
- (7) other relatives of the basic connected person, including the parents of the spouse, the spouses of the children, paternal grandparents, maternal grandparents, paternal grandchildren and maternal grandchildren, the brothers and sisters of the parents and their spouses, paternal cousins and maternal cousins, the spouse of the brothers and sisters, the brothers and sisters of the spouse and the children of the brothers and sisters; and any company in which the aforesaid persons have a majority controlling interest (i.e., they can exercise or control the exercise of 50% more of the voting rights at the general meeting of such company or control the majority of the members of the board of directors of such company), such that the relevant transactions between these persons and the basic connected person should be, in the opinion of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), deemed as connected transactions due to their relationship.

2. In the case of a legal person, “associate” include his/her/its:
 - (1) its subsidiaries, holding companies and fellow subsidiaries of the holding company;
 - (2) the trustees, acting in their capacity as trustee of any trust for which such company is the beneficiary (or in the case of a discretionary trust, is (to its knowledge) a discretionary object);
 - (3) any company in which such company, any other company mentioned in item (1) above and/or the trustees mentioned in item (2) above, acting in their capacity as trustees, directly or indirectly hold equity interests, and the total equity interests held by them are sufficient for them to exercise 30% or more of the voting rights at the general meeting or to control the composition of the majority of the board of directors and any subsidiaries of the above company; and
 - (4) any company or individual, together with such company, any other company mentioned in item (1) above and/or the trustees mentioned in item (2) above in their capacity as trustees, directly or indirectly has an interest in a cooperative or contractual joint venture company established in accordance with the PRC laws (whether or not it is an independent legal person), where he/she, his/her family interests and/or the trustees mentioned in item (3) above in their capacity as trustees directly or indirectly collectively have an interest in 30% or more of the contributed capital and/or contributed assets of such joint venture or the share of profits or other incomes of such joint venture under the contract;
3. Any person or entity that has entered, or proposes to enter, into any agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with the basic connected person with respect to such transaction, and in the opinion of the Hong Kong Stock Exchange, such person or entity should be deemed as a connected person in such transaction.
4. In addition to the above, other individuals and legal persons identified as associates in accordance with the Hong Kong Listing Rules.

- (V) A non-wholly-owned subsidiary of the Company, and the Company's connected persons mentioned in paragraphs (I), (II), (III) and (IV) (excluding the connected persons of the Company's "subsidiaries") are entitled individually or jointly to exercise or control the exercise of 10% or more of the voting rights at the general meeting of the non-wholly-owned subsidiary, and such 10% level excludes any indirect interest of the connected person in such subsidiary held through the listed issuer;
- (VI) Any "subsidiary" of the non-wholly-owned subsidiary mentioned in paragraph (V) above; and
- (VII) Any person recognized as a connected person by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") or other connected persons as stipulated from time to time in the Hong Kong Listing Rules.
- (VIII) The Hong Kong Stock Exchange will not normally treat a PRC Governmental Body as a connected person of listed issuers. According to the Hong Kong Listing Rules, PRC Governmental Body includes (but not limited to) the PRC Central Government; PRC Provincial-level Governments and their subordinate governments, as well as the administrative arms, agencies and institutions of provincial governments and their subordinate governments respectively (as defined in Rule 19A.04 of the Hong Kong Listing Rules).

Chapter 3 Definition and Categories of Connected Transactions

- Article 8** Connected transactions of the Company refer to any transactions between the Company and connected persons (including one-off connected transactions and "continuing connected transactions"), or any transactions with independent third parties in relation to "acquisition of interests in the company", or any transactions involving "financial assistance to or from commonly held entities".
- Article 9** Depending on the reporting, announcement or independent shareholder approval procedures to be performed, connected transactions are categorized as fully exempted connected transactions, partially exempted connected transactions and non-exempted connected transactions.
- Article 10** If a series of connected transactions are all completed within 12 months or the relevant transactions are interrelated, the Hong Kong Stock Exchange has the right to aggregate these transactions and treat them as one transaction. In these cases, the Company must comply with the relevant requirements based on the classification of the connected transactions when aggregated.

Factors which the Hong Kong Stock Exchange will take into account in determining whether transactions will be aggregated include whether the transactions:

1. are entered into by the Company with the same party or with parties connected or otherwise associated with one another;
2. involve the acquisition or disposal of securities or an interest in one particular company or group of companies;
3. involve the acquisition or disposal of parts of one asset; or
4. together lead to substantial involvement by the Company in a business activity which did not previously form part of the Company's principal business activities.

The Hong Kong Stock Exchange has the right to aggregate all continuing connected transactions with the same connected person to determine the classification of the transactions when aggregated.

Chapter 4 Fully Exempted Connected Transactions

Article 11 Fully exempted connected transactions refer to connected transactions that are exempted from the independent shareholders' approval, annual review and all disclosure requirements.

Article 12 The following connected transactions are fully exempted connected transactions:

- (I) "de minimis transactions"
- (II) "issues of new securities by the Company or its subsidiary"
- (III) "dealings in securities on stock exchanges"
- (IV) "repurchase of its own securities"
- (V) "directors' service contracts and insurance"
- (VI) "consumer goods or services"
- (VII) "sharing of administrative services"
- (VIII) "transactions with associates of passive investors"
- (IX) "transactions with connected persons at the subsidiary level"

In respect of the exemption in item (I), provided that all the percentage ratios (other than the profits ratio) of a transaction meet one of the following threshold requirements (other than the “issuance of new securities” by the Company to connected persons):

1. less than 0.1%;
2. less than 1% and the transaction is a connected transaction only because it involves “connected person(s)” at the “subsidiary” level; or
3. less than 5% and the total consideration (or in the case of any “financial assistance”, the total value of the “financial assistance” plus any monetary advantage to the connected person or commonly held entity) is less than HK\$3,000,000.

Article 13 The following connected transactions are fully exempted “financial assistance”:

- (I) financial assistance provided by the Company or its “subsidiary” to a “connected person” or “commonly held entity” is fully exempt if it is conducted:
 1. on normal commercial terms or better; and
 2. in proportion to the equity interest directly held by the Company or its subsidiary in the connected person or the commonly held entity. Any guarantee given by the Company and its “subsidiary” must be on a several (and not a joint and several) basis.
- (II) Financial assistance received by the Company and its “subsidiary” from a “connected person” or “commonly held entity” is fully exempt if:
 1. it is conducted on normal commercial terms or better; and
 2. it is not secured by the assets of the Company or its “subsidiary”.

Chapter 5 Partially Exempted Connected Transactions

Article 14 Partially exempted connected transactions refer to those exempted from compliance with the relevant “independent shareholders” approval requirements for connected transactions.

Partially exempted “one-off connected transactions” shall comply with the principles for handling announcements under Article 16(1) and the principles for handling declarations under Article 16(5).

Partially exempted “continuing connected transactions” shall comply with the principles for handling announcements under Article 16(1), the principles for handling declarations under Article 16(5), and the principles for handling non-exempted “continuing connected transactions” under Article 17(I) and (II).

Partially exempted “financial assistance” shall follow either the principles for handling partially exempted “one-off connected transactions” or partially exempted “continuing connected transactions” respectively, depending on whether it constitutes a one-off or continuing connected transaction.

Article 15 A one-off connected transaction conducted under the “general business terms” and meeting the following conditions constitutes a partially exempted one-off connected transaction, each percentage ratio (excluding the profit ratio) of which falls within one of the following thresholds:

- (I) below 5%; or
- (II) below 25%, and the total consideration of less than HK\$10 million.

This article shall not apply to the “issue of new securities” by the Company to connected persons.

Article 16 Continuous connected transactions which are conducted on “normal commercial terms” and meet the following conditions are partially-exempted “Continuing Connected Transactions”, and each percentage ratio (other than the profits ratio) calculated on an annual basis is:

- (I) less than 5%; or
- (II) less than 25%, and the annual consideration is less than HK\$10 million.

Article 17 “Financial assistance” provided by the Company to the “connected persons” or “commonly held entity” on “normal commercial terms” is partially exempted “financial assistance”, and each percentage ratio (other than the profits ratio) is:

- (I) less than 5%; or
- (II) less than 25%, and the total value of the financial assistance plus any preferential advantage to the connected person is less than HK\$10 million.

Chapter 6 Non-exempted Connected Transactions

Article 18 Non-exempted connected transactions refer to any connected transactions not falling within or other than those stipulated in Chapter 4 and 5 hereof. Such transactions shall be subject to the requirements of reporting, announcement, and approval by “Independent Shareholders”.

Article 19 Non-exempted “one-off connected transactions” shall be handled according to the following principles:

- (I) It shall first obtain the approval of the board of directors of the Company, and issue an announcement before the market opens on the first business day after the approval of the board of directors. The principles for handling the announcement are as follows: the announcement shall be published on the website of the Hong Kong Stock Exchange and disclose relevant information according to the Hong Kong Listing Rules after an agreement is made on transaction terms. The announcement shall clearly reflect: (1) whether the directors believe that the relevant transaction is conducted in the ordinary course of business of the listed issuer on normal commercial terms; (2) opinions of the independent non-executive directors; and (3) whether any directors have a material interest in the transaction and whether they have waived their voting rights at a board meeting.
- (II) After being approved by the board of directors and the announcement is issued, the independent financial advisor shall confirm that the connected transaction is fair and reasonable and in the interests of the Company and the shareholders as a whole, and submit the opinion to the independent non-executive director committee for review. The independent non-executive director committee shall convene a separate meeting to confirm that the connected transaction is fair and reasonable and in the interests of the Company and the shareholders as a whole. The above opinions of the independent financial advisor and the independent non-executive directors committee shall be included in the circular to shareholders to be issued to the shareholders.
- (III) Within 15 working days after the announcement is issued, a proof of the circular in anticipated final form must be submitted to the Hong Kong Stock Exchange for vetting. Then, the circular confirmed by the Hong Kong Stock Exchange as complying with the Listing Rules must be sent to the shareholders. The circular must be available in both Chinese and English versions. Any revised or supplementary circular and/or relevant information shall be sent to the shareholders at least 10 working days before the general meeting.

- (IV) Connected transaction shall be submitted to the general meeting for deliberation. The connected transaction shall be subject to the approval of the general meeting. At the general meeting, connected persons with significant interests must abstain from voting. A statement that connected persons with significant interests must abstain from voting shall be included in the circular proposed to be issued to shareholders. The approval of “independent shareholders” must be obtained through voting by poll. The Company must publish an announcement before the market opens on the first working day after the meeting to announce the voting results.
- (V) Make a declaration. The handling principles are as follows: Disclose the transaction date, all parties to the transaction and their connected relationships, the transaction and its purpose, the consideration and terms, and the nature and extent of the interests of connected persons in the transaction in the first annual report and accounts after the connected transaction is entered into.

Article 20 Non-exempted “continuing connected transactions” shall comply with the following handling principles:

- (I) Set an annual “cap” for each connected transaction and disclose the calculation basis for the cap.
- (II) Sign a written agreement with the connected person for each connected transaction. The content of the agreement shall reflect “normal commercial terms” and list the calculation basis for the payment amount. The term of the agreement shall be fixed and shall not exceed three years. If the term of the agreement must exceed three years due to the nature of the transaction, a written confirmation from an independent financial advisor is required.
- (III) Reporting, announcement and “independent shareholders” approval are required, and the relevant authorization and approval within the Company shall be followed.
- (IV) Comply with the relevant provisions of Section 3, Chapter 7 of these rules regarding the annual review of continuing connected transactions.
- (V) If the Company enters into an agreement involving a continuing transaction, and subsequently such transaction becomes a continuing connected transaction (for any reason, such as one party becoming a director of the Company), the Company must, upon becoming aware of any modification or update, fully comply with all applicable reporting, announcement and “independent shareholders” approval requirements under Chapter 14A of the Hong Kong Listing Rules for all continuing connected transactions effective after such modification or update.

(VI) If the following situations occur for a continuing connected transaction, the Company must re-comply with the reporting, announcement and “independent shareholders” approval procedures as stipulated in these rules:

1. If the cap referred to in Article 17 is exceeded; or
2. If there are updates to relevant agreements or major revisions to the terms of the agreements.

Chapter 7 Management of Connected Transactions

Section 1 Approving Authorities of Connected Transactions

Article 21 The approving authorities of connected transactions include:

- (I) The general meeting and the “independent shareholders”

The general meeting and “independent shareholders” are responsible for approving connected transactions and relevant matters subject to their approval. Any connected transaction, which are subject to the approval of the “independent shareholders”, shall be approved by way of a poll at a general meeting.

- (II) The board of directors

The board of directors is responsible for supervising and managing connected transactions, as well as approving partially exempted connected transactions and non-exempted connected transactions and other connected transaction that are subject to the approval of the board of directors as stipulated under this system.

When voting on or making decisions on connected transactions, the persons who have a connected relationship with such transactions and have a right to vote or make any decision shall abstain from voting or making any decision.

Section 2 Reporting of Connected Persons

Article 22 The Board Office of the Company shall be responsible for managing the information file of connected persons, and the collection, disclosure, reporting and submission for approval of information on connected transactions.

Article 23 The Board Office of the Company shall keep a list of connected persons and update the same on a semi-annual basis. The Board Office of the Company shall confirm the connected persons of the Company in accordance with the definition of connected person as set out in Article 7 of this system, and input such information into information files of connected persons on a timely basis.

Article 24 The Board Office of the Company shall prepare, send and collect the reporting forms of connected persons.

The information file of connected persons shall be voluntarily reported on a regular basis. The Board Office of the Company shall regularly send and collect the reporting forms of connected persons to and from connected persons on a semi-annual basis, and procure connected persons to voluntarily report to the Board Office of the Company immediately after they hold a position in the Company or become a “substantial shareholder” of the Company. If there is any change in the information reported, such change shall be reported immediately after its occurrence.

Article 25 The Board Office of the Company shall distribute a list of connected persons updated from time to time to each of the relevant business departments and branches. Each of the relevant business departments and branches shall identify the transactions based on the definition of connected transactions in this system and the relevant laws and regulations, as well as the connected persons list distributed from time to time by the Board Office of the Company, and carry out the following procedures:

- (I) it is required to review information and records of connected persons to determine if the counterparty of the transaction is a connected person of the Company.
- (II) in the case of the counterparty being a connected person of the Company, it is required to report the relevant information or materials to the finance department and the Board Office of the Company for review, including the basis of pricing for the connected transaction, price of similar transactions in the market, the transaction contract and the proposed duration of the contract. No connected transaction shall be entered into without approval.
- (III) the Board Office of the Company may, where appropriate, require relevant business departments to submit a confirmation letter to confirm that the Company would also enter into relevant transactions with other independent third parties on similar terms.

Article 26 The finance department and the Board Office of the Company shall review the terms of the proposed connected transactions, seek the approval of the Company's board of directors and shareholders (if applicable), and disclose or report information on connected transactions to the public in a timely manner pursuant to the requirements of the relevant laws, regulations, the Hong Kong Listing Rules, regulatory authority, the Hong Kong Stock Exchange and relevant authorities in accordance with the requirements set out in Chapters 3 to 6 of this system.

Section 3 Audit and Monitoring of Connected Transactions

Article 27 Each year the independent non-executive directors of the Company shall review the "continuing connected transactions" and confirm in the annual report and accounts that the transactions have been entered into: (1) in the "ordinary course of business" of the Company; (2) either on "normal commercial terms" or, if there are not sufficient comparable transactions to judge whether they are on "normal commercial terms", on terms no less favorable to the Company than terms available to or from (as appropriate) independent third parties; and (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Article 28 Each year the auditors of the Company shall review the continuing connected transactions, and then issue a confirmation letter to the Company's board of directors (with a copy submit to the Hong Kong Stock Exchange at least 10 business days prior to the bulk printing of the Company's annual report), confirming that the continuing connected transactions: (1) have received the approval of the Company's board of directors; (2) are in accordance with the pricing policies of the Company if the transactions involve provision of goods or services by the Company; (3) have been entered into in accordance with the relevant agreements governing such transactions; and (4) have not exceeded the cap disclosed in previous announcement(s).

The Company shall allow, and shall procure that the counterparty to the continuing connected transactions allow, the auditors to access and review its accounting records for the purpose of reporting on the transactions by the auditors as set out in the Hong Kong Listing Rules. The Company's board of directors must state in the annual report whether its auditors have confirmed the matters stated above in this article.

Article 29 The Company shall promptly notify the Hong Kong Stock Exchange and publish an announcement if it comes to its knowledge or has reason to believe that the independent non-executive directors and/or the auditors will not be able to confirm the matters stipulated in Articles 24 and 25 respectively. The Company may have to re-comply with the requirements of reporting, announcement and independent shareholders' approval and any other conditions the Hong Kong Stock Exchange considers appropriate.

Article 30 The Company's finance department shall, after closing of accounts each month, calculate the cumulative transaction amount of each connected party up to the end of the month and submit it to the Company's finance department for review. The Company's treasury and finance department shall calculate the cumulative amount of funds transferred between each related party during the year. If the cumulative amount after the current payment may result in any percentage ratio (other than the profit ratio) of the transaction exceeding 0.1%, it shall be submitted to the Board Office for approval, and the Board Office shall confirm whether a reasonable announcement and board approval are required. All payments to the related parties are subject to the approval of the Company's finance department.

Section 4 Monitoring of the Pricing Policy for Connected Transactions

Article 31 In respect of the connected transactions involving purchase of products or services by the Company or its subsidiaries from connected persons, the relevant departments of the Company shall compare the quotations offered by the connected persons with the prevailing market prices and conduct market inquiries with independent third parties to ensure that such quotations are not higher than the prices offered by independent third parties for similar products or services.

Where there are no comparable market prices, the Company shall negotiate with the connected persons on an arm's length basis, taking into account the cost of the products involved or the value and actual cost of the services, in order to determine a reasonable profit margin.

The relevant business departments and internal departments such as the treasury and finance department of the Company shall conduct rounds of evaluations on the connected transactions, and submit them to the senior management of the Company for approval.

Article 32 In respect of the connected transactions involving the provision of products or services by the Company or its subsidiaries to connected persons, the Company's business department shall regularly conduct market analysis for specific products or services, assess the reasonableness of pricing based on the latest market information, and provide pricing recommendations or suggestions for price adjustment to the senior management of the Company.

The relevant business departments and internal departments such as the treasury and finance department of the Company shall conduct rounds of evaluations on the relevant connected transactions and submit them to the senior management of the Company for approval.

Chapter 8 Other Matters

Article 33 With regards to consideration by the meeting of the board of directors and the general meeting concerning matters of connected transactions, the secretary to the board of directors shall, in accordance with the relevant laws, regulations and regulatory documents, determine the persons who fall within the definition of connected directors and connected shareholders prior to such meeting; if it is difficult to make judgment as to who fall within the definition of connected directors and connected shareholders, professional intermediaries engaged by the Company shall be consulted for determination. The stock exchanges where the Company's shares are listed may also be consulted for such determination after the listing.

The secretary to the board of directors shall, prior to the meeting, notify the convener of the meeting on the list of connected shareholders, and the convener of the meeting shall announce that connected directors and connected shareholders shall abstain from voting when matters concerning connected transactions are considered.

Article 34 Where directors personally or the companies in which they are employed have direct or indirect connected relationship (excluding employment contracts) with the Company's existing or planned contracts, transactions or arrangements, regardless of whether the matters in general require the approval of the meetings of the board of directors or general meetings, they should declare the nature and extent of the connected relationship as soon as possible to the secretary to the board of directors for him/her to determine on the appropriate measures.

Chapter 9 Legal Liabilities and Penalty Provisions

Article 35 If a connected person of the Company enters into a connected transaction in violation of the provisions hereof, which causes losses to the Company, the Company and its shareholders may initiate proceedings to the people's court in accordance with the laws.

Article 36 The Company shall impose penalties on any directors, senior management personnel, other persons directly in charge and persons responsible who have violated the relevant provisions hereof in accordance with the relevant laws, regulations and the Company's rules and regulations.

Chapter 10 Supplementary Provisions

Article 37 Matters not provided for herein shall be implemented in accordance with relevant provisions of national laws and regulations, the Hong Kong Listing Rules and the Articles of Association. If this system contravenes the provisions of national laws and regulations, the Hong Kong Listing Rules or the Articles of Association as amended through legal procedures promulgated in the future, the provisions of national laws and regulations, the Hong Kong Listing Rules and the Articles of Association shall prevail, and this system shall be amended accordingly as soon as possible and submitted to the board of directors for deliberation and approval.

Article 38 This system shall take effect from the date of consideration and approval by the general meeting.

Article 39 The Company's board of directors shall have the right to interpret this system.

SHENZHEN DOBOT CORP LTD

SHENZHEN DOBOT CORP LTD

**SYSTEM FOR THE ADMINISTRATION OF EXTERNAL
GUARANTEES**

December 2025

The English version of the revised System for the Administration of External Guarantees is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

SYSTEM FOR THE ADMINISTRATION OF EXTERNAL GUARANTEES

Chapter 1 General Provisions

Article 1 In order to regulate the financing and external guarantee management of SHENZHEN DOBOT CORP LTD (the “Company”), effectively control the Company’s external guarantee risks, and protect the Company’s financial security and the legitimate rights and interests of investors, this system is formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, regulations and regulatory documents, the business rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “Articles of Association”), having taken into account the actual situation of the Company.

Article 2 The term “external guarantee” mentioned in this system refers to the guarantee, security or pledge provided by the Company as a third party for others, including the Company’s guarantee for its holding subsidiaries. The term “holding subsidiaries” mentioned in this system refers to wholly-owned subsidiaries established by the Company, subsidiaries in which the Company’s shareholding exceeds 50%, affiliated companies in which the Company is an actual controller, and any entity that is included and consolidated in the Company’s audited consolidated accounts as an affiliated company. The term “total external guarantee amount of the Company and its holding subsidiaries” mentioned in this system refers to the sum of the Company’s total external guarantee amount (including the Company’s guarantee for its holding subsidiaries) and the total external guarantee amount of the Company’s holding subsidiaries. This system applies to the Company and its holding subsidiaries. The external guarantee made by the holding subsidiaries shall also comply with their respective articles of association and relevant systems, and they shall promptly notify the Company to perform relevant information disclosure obligations after their boards of directors or general meetings make relevant resolutions.

This system does not apply to the Company’s guarantee for its own debts.

Article 3 The Company shall provide external guarantees in accordance with the principles of prudence, equality, mutual benefit, voluntariness and good faith. Controlling shareholder and other related parties shall not force the Company to provide guarantees for others.

Article 4 When the board of directors deliberates on external guarantee, an accounting firm may be engaged to check the accumulated and current external guarantee of the Company if independent non-executive directors deem it necessary. In case of any abnormality, it shall be reported to the board of directors and regulatory authorities in a timely manner and an announcement shall be made.

Chapter 2 Conditions for External Guarantees

Article 5 Procedures for external guarantees:

- (I) the Company shall not, as a matter of principle, proactively provide guarantees to external parties (except for mutual guarantees). Where it is indeed necessary to provide external guarantees, the guaranteed enterprise should first submit an application;
- (II) when the Company provides guarantees for related parties, it should confirm whether such guarantees are underpinned by sound commercial rationale, and shall be submitted to the general meeting for consideration and approval following deliberation and approval by the board of directors;
- (III) whether the Company intends to accept the application of the guaranteed enterprise or proactively provide external guarantees, it shall obtain the consent of the chairman. The Company's finance department shall conduct a qualification review of the guaranteed enterprise;
- (IV) after the Company's finance department completes the qualification review of the guaranteed enterprise, it shall report to the Company's board of directors or general meeting for approval.

Article 6 Qualifications of the guaranteed enterprise:

- (I) The Company only provides guarantees for the following enterprises:
 - 1. holding subsidiaries;
 - 2. listed companies eligible for share allotment;

3. enterprises with good operating performance, good credit and strong capabilities that has entered into reciprocal guarantee agreements with the Company;
 4. enterprises that have close business relations with the Company and for which the Company has a large amount of accounts payable.
- (II) In addition to complying with other relevant provisions of this system, the guaranteed enterprises must also meet the following conditions:
1. have the qualifications of a borrower, and the borrowing and the use of funds shall comply with relevant provisions of national laws, regulations, and bank loan policies;
 2. have good credit and relatively strong capital strength;
 3. possess strong business management capabilities, with products having good sales channels and market prospects. The project in which the borrowed funds are invested should have high economic benefits;
 4. the gearing ratio shall not exceed 70%, and other financial indicators shall be good;
 5. have good asset liquidity and strong short-term solvency, and have sufficient cash flow during the repayment period for the principal and interest of the guaranteed loan;
 6. there are no major litigations, arbitrations or administrative penalties;
 7. the guaranteed enterprise shall provide audited financial statements for the past three years;
 8. other information that the Company deems necessary to provide.

Article 7 When the Company provides external guarantees, counter-guarantees are required to be provided by the other party. The provider of the counter-guarantee shall have the actual ability to assume the liability and describe the details of the counter-guarantee.

- (I) The Company only accepts the following properties of the guaranteed enterprise as collateral:

1. real estate legally owned by the guaranteed enterprise with a valid house property certificate and free from all encumbrances;
 2. land use rights legally owned by the guaranteed enterprise obtained through assignment, with a valid land use right certificate and free from all encumbrances;
 3. machines that are legally owned by the guaranteed enterprise and can be valued and appraised;
 4. exploration rights legally owned by the guaranteed enterprise with a valid exploration license;
 5. mining rights legally owned by the guaranteed enterprise with a valid mining license and without any disputes over the mining property rights.
- (II) The Company only accepts the following rights of the guaranteed enterprise as collateral for pledge:
1. treasury bonds owned by the guaranteed enterprise;
 2. priority construction treasury bonds with good credit owned by the guaranteed enterprise;
 3. legally transferable shares and stocks owned by the guaranteed enterprise;
- (III) The Company shall not accept properties or rights that have been mortgaged or subject to other rights restrictions by the guaranteed enterprise as mortgage or collateral.

Chapter 3 Decision-making Authority and Procedures for External Guarantees

Article 8 Decision-making procedures and scope of authority for external guarantees:

- (I) when the Company provides a guarantee, it shall be considered and approved by the board of directors. When the board of directors deliberates guarantee matters, it must be approved by more than two-thirds of the directors present at the board meeting.
- (II) in any of the following circumstances of external guarantees, it shall be submitted to the Company's board of directors for deliberation. In case of meeting the following circumstances, it must also be considered and approved by the general meeting:

1. any single guarantee with an amount exceeding 10% of the latest audited net assets;
2. any guarantee provided after the total external guarantees of the Company and its holding subsidiaries reach or exceed 50% of the latest audited net assets;
3. a guarantee provided to a guaranteed object with a gearing ratio over 70%;
4. any guarantee provided after the Company's total external guarantees reach or exceed 30% of the latest audited total assets, calculated on a cumulative basis over a consecutive 12-month period based on the guarantee amount.
5. any guarantees provided for related parties;
6. other guarantees as stipulated by the securities regulatory authority of the place where the Company's shares are listed, the stock exchange, or the Articles of Association. When the general meeting considers the guarantee matters mentioned in item 4 of the preceding paragraph, it must be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

When the Company provides guarantees for related parties, such guarantees shall be underpinned by sound commercial rationale. When the Company provides guarantees for the controlling shareholder, the actual controller and their related parties, the controlling shareholder, the actual controller and their related parties shall provide counter-guarantees.

The Company shall publish announcements to disclose the guarantees that need to be disclosed, and summarize and disclose the aforementioned guarantees in the annual report and the interim report in a timely manner as required by the stock exchange.

When the Company convenes a general meeting to consider and approve external guarantee matters, online voting shall be available.

- (III) The Company's management is responsible for implementing specific guarantee acts.

Article 9 If the Company provides a guarantee for its wholly-owned subsidiary, or provides a guarantee for its holding subsidiary and other shareholders of the holding subsidiary provide guarantees in the proportion to their respective equity interests, and such guarantees do not prejudice the interests of the Company, the provisions of items 1 to 3 of Paragraph 2 of Article 8 may be exempted, unless otherwise stipulated in the Articles of Association.

Article 10 When the Company provides guarantees for its holding subsidiary or affiliated company, it shall confirm its shareholding in the holding subsidiary or affiliated company, whether other shareholders of the holding subsidiary or affiliated company provide guarantees accordingly on a pro rata basis, and whether the guarantees are fair and equal.

When the Company's general meeting considers major matters such as external guarantees (excluding guarantees provided for subsidiaries within the scope of the consolidated statements) that affect the interests of minority shareholders, the voting results of minority shareholders shall be counted separately and disclosed.

Chapter 4 Risk Control of External Guarantees

Article 11 Information disclosure of external guarantees:

- (I) External guarantees considered and approved by the Company's board of directors or general meeting or guarantee matters required to be disclosed according to the securities regulatory rules of the place where the Company's shares are listed must be timely disclosed in the designated by the China Securities Regulatory Commission for information disclosure newspapers and in accordance with the relevant regulations of the Hong Kong securities regulatory authority (as the case may be). The disclosure content includes but is not limited to the resolutions of the board of directors or general meeting, the total amount of external guarantees provided by the Company and its controlled subsidiaries as of the date of information disclosure, the total amount of guarantees provided by the Company for its controlled subsidiaries, and the proportions of the above amounts to the Company's latest audited net assets respectively;
- (II) The Company shall disclose in its annual report the amount of guarantees provided by the Company and its controlled subsidiaries for shareholders, actual controllers and their related parties, the amount of debt guarantees directly or indirectly provided by the Company for guaranteed parties with gearing ratio over 70% (excluding the stated figure), the amount of the Company's total guarantees exceeding 50% of its net assets (excluding the stated figure), and the impact on the Company;

The Company shall state in its annual report whether there are any guarantees provided by the Company and its controlled subsidiaries without approval by internal review procedures during the current year. If so, it shall describe the specific circumstances, including but not limited to the guaranteed parties, the amount of the guarantees provided and the guarantee balance at the end of the reporting period, as well as the impact on the Company;

- (III) For outstanding guarantee contracts, if there any significant indication that the Company may bear joint and several liability for repayment, the Company shall make clearly statement;
- (IV) When handling loan guarantee business, the Company shall submit to the banking financial institutions materials such as the Articles of Association, the original resolutions of the board of directors or the general meeting on the guarantee matters, and the designated newspapers where such guarantee matters are published;
- (V) The Company's financial department shall truthfully provide all details of guarantee matters to the certified public accountant responsible for the Company's annual audit as required;
- (VI) If the guaranteed party fails to perform its repayment obligation within fifteen working days after the debt matures, or if the guaranteed party becomes bankrupt, is liquidated or encounters other situations seriously affecting its repayment ability, and the creditor claims that the guarantor performs the guarantee obligation, the Company shall timely ascertain the debt repayment situation of the guaranteed party and make a timely disclosure after being aware of the situation;
- (VII) The external guarantees provided by the Company's controlled subsidiaries shall be implemented in accordance with the above provisions. The Company's controlled subsidiaries shall notify the Company timely after the resolutions are passed by their boards of directors or general meetings, so that the Company can perform the relevant information disclosure obligations;
- (VIII) The impact of the guarantee matters on the Company should be disclosed. If it constitutes a related party transaction, the impact of this related party transaction on the Company's financial position and operating results shall be quantitatively described as much as possible;
- (IX) If the relevant loan made by the Company to an entity exceeds 8% under the assets ratio defined under Rule 14.07(1) of the Hong Kong Listing Rules, the Company must announce the information referred to in Rule 13.15 of the Hong Kong Listing Rules as soon as reasonably practicable. However, loans made to the subsidiaries of the Company will not be regarded as loans made to an entity as referred to in this Article.

If the relevant loan made to an entity increases from that previously disclosed under Rules 13.13, 13.14 or 13.20 of the Hong Kong Listing Rules, and the amount of the increase is 3% or more under the assets ratio defined under Rule 14.07(1) of the Hong Kong Listing Rules, the Company must announce the information referred to in Rule 13.15 of the Hong Kong Listing Rules as soon as reasonably practicable.

According to Rules 13.13 or 13.14 of the Hong Kong Listing Rules, the Company must announce the details of such relevant loans made to an entity, including the details of the balances, the nature of the events or transactions that gave rise to the relevant amounts, the identity of the debtor group, the interest rate, the repayment terms and the collateral.

For the purposes of Rules 13.13 and 13.14 of the Hong Kong Listing Rules, any trade receivable shall not be regarded as relevant loans or guarantees made to an entity if:

1. it arises in the Company's ordinary and usual course of business (other than as a result of the provision of financial assistance); and
2. The transaction from which the trade receivable arose was on normal commercial terms.

The term "relevant loans made to an entity" mentioned in the preceding Article refers to the aggregated amount due from and all guarantees provided on behalf of the following entities:

1. an entity;
2. the controlling shareholder of such entity;
3. subsidiaries of such entity;
4. affiliated companies of such entity.

(X) If the financial assistance provided by the Company to its affiliated companies (as defined under the Hong Kong Listing Rules) and the guarantees provided by the Company for facilities granted to its affiliated companies, in aggregate, exceeds 8% under the assets ratio defined under Rule 14.07(1) of the Hong Kong Listing Rules, the Company must announce as soon as reasonably practicable the following data:

1. following analysis made for each affiliated company: financial assistance given by the Company to the affiliated companies, committed capital injection from the Company to the affiliated companies and guarantees given by the Company for facilities granted to the affiliated companies;

2. terms of the financial assistance, including interest rates, repayment methods, maturity dates, and collateral (if any);
3. source of funds for the committed capital injection; and
4. the amount that has been utilized in the bank facilities secured by the affiliated company with the guarantee of the Company.

The term “affiliated company(ies)” mentioned in the preceding Article refers to a company that is accounted for by the Company in its financial statements using the equity method of accounting in accordance with the Hong Kong Financial Reporting Standards or the International Financial Reporting Standards, which includes associated companies and jointly-controlled entities as defined by such standards.

- (XI) The Company shall perform the information disclosure obligations of external guarantees strictly in accordance with relevant laws, regulations, rules, regulatory documents, stock exchange rules of the place where the Company’s shares are listed, and the Articles of Association and other relevant provisions. Any department and personnel involved in the external guarantee matters of the Company shall have the responsibility to timely report information about such external guarantees to the secretary to the Board of the Company and provide the documents and information required for information disclosure. The Company shall take necessary measures to minimize the number to whom such information is available before the information of the guarantees is disclosed in accordance with laws. Any person who is aware of the Company’s guarantee information legally or illegally shall be subject to the inherent obligations for confidentiality until the date on which such information is disclosed in accordance with laws, failing which he/she shall assume any legal liability arising therefrom.

Article 12 Internal management of external guarantees

- (I) Signing of guarantee contracts:

Prior to the approval of the authorized department, directors, manager (chief executive officer), other senior management personnel, and the branches of the Company shall not sign guarantee contracts on behalf of the Company without authorization. If directors, manager (chief executive officer), and other senior management personnel of the Company sign guarantee contracts beyond their authority without following the prescribed procedures and cause damage to the Company, the Company shall pursue the civil, administrative, and criminal liabilities of the parties involved.

1. When providing external guarantees, a written contract shall be concluded;
 2. The guarantee contract shall be legal, reasonable, and compliant;
 3. The guarantee contract shall clearly stipulate the scope and limit of the creditor's rights, the method and term of the guarantee, and other important terms of the guarantee agreement in accordance with the "Civil Code of the People's Republic of China", such as a description about the basic status of the subject matter including assets;
 4. In principle, the Company shall only provide general guarantees and strictly control joint and several liability guarantees.
- (II) The financial department of the Company is responsible for the management of guarantee contracts, and its main responsibilities are as follows:
1. carefully conducting qualification review work such as investigation, credit analysis, and risk prediction of the guaranteed enterprise before providing external guarantees, and providing financial feasibility suggestions to the board of directors of the Company;
 2. handling specific procedures for external guarantees;
 3. taking responsibility for the custody of guarantee contracts and counter-guarantee contracts, strengthening contract management, eliminating loopholes in contract management, and resolving guarantee risks in a timely manner;
 4. effectively preserving and strictly managing relevant original materials such as copies of the main contract, guarantee contracts, counter-guarantee contracts, and certificates of mortgage and pledge rights, as well as conducting an inspection and cleanup of guarantee contracts once every six months;

- (III) During the contract management process, if there is evidence that the guaranteed party has lost or may lose the ability to perform its debt obligations, necessary solutions should be taken; if it is found that the creditor and the debtor collude maliciously to damage the interests of the guarantor, measures such as requesting the confirmation of the invalidity of the guarantee contract should be taken; if no counter-guarantee contract has been signed and it is found that the guaranteed party may lose the ability to repay, counter-guarantee measures should be implemented with the guaranteed party; if the Company incurs economic liabilities due to the default of the guaranteed party, the Company should promptly pursue compensation from the guaranteed party;
- (IV) Handling other matters related to external guarantees.
- (V) The financial department of the Company is responsible for tracking the information of the guaranteed entity, collecting the financial materials and audit reports of the guaranteed party, regularly analyzing its financial status and solvency, establishing a financial file for the guaranteed party, and reporting to the board of directors regularly.
- (VI) Filing a written record with the board of directors within one week after handling the guarantee business.

Article 13 The financial department of the Company may hire a legal advisor to assist during the process of handling external guarantees if necessary. The main responsibilities of the legal advisor are as follows:

- (I) collaborating with the financial department to conduct a qualification review of the guaranteed enterprise and providing legal feasibility suggestions to the board of directors of the Company;
- (II) taking responsibility for drafting or legally reviewing all documents related to external guarantees;
- (III) taking responsibility for handling legal disputes that arise during the process of external guarantees;
- (IV) taking responsibility for handling matters such as pursuing compensation from the guaranteed enterprise after the Company actually assumes the guarantee liability.
- (V) handling other matters related to external guarantees.

Article 14 The audit committee of the Company conducts regular inspections of the Company's guarantee activities.

Chapter 5 Supplementary Provisions

Article 15 "above", "within", "before" and "reaching" as referred in this system shall include the given figure, while "exceeding" does not.

Article 16 In this system, the meaning of "related-party transactions" includes "connected transactions" as defined in the Hong Kong Listing Rules, "related parties" include "connected persons" as defined in the Hong Kong Listing Rules, and "related-party relationships" include "connected relationships" as defined in the Hong Kong Listing Rules.

Article 17 Matters not provided for herein shall be implemented in accordance with relevant provisions of laws, administrative regulations, departmental rules and relevant provisions of the Articles of Association. If this system contravenes the provisions of laws, regulations, other regulatory documents such as the Company Law and the Securities Law as well as the Articles of Association, the relevant laws, regulations, other regulatory documents and the Articles of Association shall prevail.

Article 18 This system shall take effect and be implemented from the date of consideration and approval by the general meeting.

Article 19 Amendments to this system shall be decided by the general meeting. The board of directors shall be authorized by the general meeting to draft the amendment, and the amendment shall come into force after being approved by the general meeting.

SHENZHEN DOBOT CORP LTD

SHENZHEN DOBOT CORP LTD

**WORKING SYSTEM FOR INDEPENDENT
NON-EXECUTIVE DIRECTORS**

December 2025

The English version of the revised Working System for Independent Non-Executive Directors is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

WORKING SYSTEM FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Chapter 1 General Provisions

- Article 1** In order to further improve the corporate governance structure of Shenzhen Dobot Corp Ltd. (hereinafter referred to as the “Company”), promote the Company’s standardised operation, and better safeguard the interests of the Company and its shareholders, the Company formulated the Working System for the Independent Non-executive Directors in accordance with laws, regulations, relevant requirements of the China Securities Regulatory Commission, the Articles of Association of Shenzhen Dobot Corp Ltd. (hereinafter referred to as the “Articles of Association”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”, The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), and based on the actual situation of the Company.
- Article 2** The independent non-executive directors refer to the directors who do not hold any other positions in the Company except as directors and have no relationship with the Company and its substantial shareholders that may hinder their independent and objective judgment.
- Article 3** The Company’s board of directors has at least three independent non-executive directors who represent more than one-third of the board. Among the independent non-executive directors appointed by the Company, at least one independent non-executive director should be an accounting professional who meets the relevant requirements of the listing rules of the stock exchange where the Company’s shares are listed. The convener of the Remuneration and Appraisal Committee and the Audit Committee established under the board of directors should be an independent non-executive director, and the independent non-executive directors should be in the majority on such committees. At least one independent non-executive director on the Audit Committee should be an accounting professional. The convener of the Nomination Committee established under the Company’s board of directors should be an independent non-executive director or the chairman of the board, and the independent non-executive directors should also be in the majority on this committee and the chairperson of such committee should be an independent non-executive director.

If nominated as a candidate for an independent non-executive director in the capacity of an accounting professional, such candidate should have relatively extensive professional knowledge and experience in accounting, meet the requirements of appropriate professional qualifications under Hong Kong Listing Rules, or possess appropriate accounting or relevant financial management expertise, and meet at least one of the following conditions:

- (I) having a practicing qualification as a certified public accountant;
- (II) having a senior title, an associate professor title, or a doctoral degree in professional accounting, auditing, or financial management;
- (III) having a senior title in economic management and having more than 5 years of full-time work experience in professional positions such as accounting, auditing, or financial management.

Article 4 An independent non-executive director may serve as an independent director in not more than three listed companies (including the Company) and shall ensure that he/she has sufficient time and energy to effectively perform his/her duties of an independent director.

Article 5 If at any time the number of independent non-executive directors of the Company falls below:

- (I) the minimum number required under Rule 3.10(1) of the Hong Kong Listing Rules, or if at any time the Company fails to meet the requirements set out in Rule 3.10(2) of the Listing Rules regarding qualification of independent non-executive directors;
- (II) the number as required under Rule 3.10A of the Hong Kong Listing Rules, i.e. less than one-third of the board.

The Company must immediately notify the Hong Kong Stock Exchange and publish an announcement containing the relevant details and reasons. The Company shall also appoint a sufficient number of independent non-executive directors to comply with Rule 3.10(1) or Rule 3.10A of the Hong Kong Listing Rules, or appoint an independent non-executive director to meet the requirements set out in Rule 3.10(2) of the Hong Kong Listing Rules within three months after it fails to meet the relevant requirements.

Chapter 2 Qualifications for Appointment

Article 6 To serve as an independent non-executive director, one shall meet the following basic conditions:

- (I) being qualified to serve as a director of a joint-stock company in accordance with laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and any other relevant regulations;
- (II) satisfying the independence requirements under relevant regulations (including the independence requirement set out in Chapter 3 of the Hong Kong Listing Rules);
- (III) having basic knowledge on the operation of a pre-listed company and a listed company, and be familiar with relevant laws, administrative regulations, rules and regulations;
- (IV) having more than five years of work experience in law, economics or any other fields necessary for performing the duties of an independent non-executive director;
- (V) meeting any other conditions required by laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, relevant regulations, and the Articles of Association.

Article 7 Independent non-executive directors must have independence (including the independence requirement set out in Chapter 3 of the Hong Kong Listing Rules). The following persons is not allowed to serve as independent non-executive directors:

- (I) any person who holds position in the Company or its subsidiaries, his/her immediate family members and major social relations (immediate family members refer to, among others, his/her spouse, parents, and children.; major social relations refer to, among others, his/her siblings, parents-in-law, sons-in-law, daughters-in-law, the spouses of his/her siblings, and the siblings of his/her spouse).
- (II) any natural person shareholder who directly or indirectly holds more than 1% of the Company's shares or is among the top ten shareholders of the Company, and his/her immediate family members;
- (III) any person who serves in a corporate shareholder that directly or indirectly holds more than 5% of the Company's shares or in the top five corporate shareholders of the Company, and his/her immediate family members;
- (IV) any person who has fallen into the categories listed in the three paragraphs above during the past one year;

- (V) any person who provides, among others, financial, legal, or consultation services for the Company or its subsidiaries, or any person who works for a relevant entity;
- (VI) any other person recognised by relevant securities regulatory authorities or bodies or the Hong Kong Stock Exchange;
- (VII) any person who is currently providing or have provided financial, legal, consulting and any other professional services for the Company, its controlling shareholders, actual controllers or the Company's subsidiaries within two years before being appointed, including but not limited to all members of the project team, reviewers at all levels, the report signatories, partners and the principal responsible person of the intermediary providing the services;
- (VIII) any other conditions prohibited by laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Article 8 an independent non-executive director shall submit a confirmation letter of independence to the Hong Kong Stock Exchange upon appointment to confirm (a) his/her independence in relation to the factors set out in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (b) his/her past or current financial or any other interests in the business of the Company or its subsidiaries, or any connection (if any) with any core connected persons of the Company; and (c) no other factors that may affect his/her independence when submitting Form H required under the Hong Kong Listing Rules.

After an independent non-executive director is appointed, if any new situation or any change occurs that may affect his/her independence, such independent non-executive director shall notify the Hong Kong Stock Exchange of such new situation or change as soon as practicable. All independent non-executive directors are required to confirm their independence to the Company in writing every year. The Company is required to confirm in its annual report each year whether it has received the aforesaid confirmation and whether it still considers the relevant independent non-executive directors to be independent.

Charter 3 Nomination and Election

Article 9 The Company's board of directors or the shareholders who individually or jointly hold more than 1% of the Company's shares may propose candidates for independent non-executive directors, and the appointment is determined through election by the shareholders' meeting.

Article 10 The nominator of an independent non-executive director shall obtain the consent of the nominee before making the nomination. The nominator shall fully understand the nominee's basic information such as occupation, education, professional title, detailed work experience, and all part-time jobs, and express opinions on the nominee's qualifications and independence to serve as an independent non-executive director. The nominee shall issue a statement stating that he/she has no relation with the Company that may affect his/her independent and objective judgment. In the notice to be issued for convening a shareholders' meeting to elect independent non-executive directors, relevant materials for the candidates of the independent non-executive director (including but not limited to the nominator's statement, the candidate's statement, the resume of the independent non-executive director, and the information required under Rule A.5.5 of Appendix 14 Corporate Governance Code of the Hong Kong Listing Rules) shall be disclosed in an appropriate form as required by laws and any other rules applicable to the Company.

Before the shareholders' meeting for election of independent non-executive directors is held, the convener of such meeting shall notify the shareholders of the above information and the information required to be disclosed by the Hong Kong Listing Rules.

Article 11 Independent non-executive directors shall commence to hold office upon the conclusion of the shareholders' meeting that approves the resolution for the election of independent non-executive directors. Their term of office is three years commencing from the date of their assumption of office. Upon expiration of the term, they may be re-elected, but the consecutive term may not exceed six years.

Article 12 Unless there are circumstances where a person is not allowed to serve as a director under laws, regulations, and the Articles of Association of, no independent non-executive director may be removed from office without justifiable reasons before the expiration of his/her term. After the Company's shares are listed on a stock exchange, if an independent non-executive director is removed from office before the expiration of his/her term, the Company shall disclose it as a special disclosure item. If the removed independent non-executive director believes that the reasons for his/her removal are improper, he/she may issue a public statement.

Article 13 An independent non-executive director may resign before the expiration of his/her term. A resigning independent non-executive director shall submit a written resignation report to the board of directors, explaining the circumstances related to his/her resignation or that he/she deems necessary to draw the attention of the Company's shareholders and the creditors. If at any time the number, qualifications, or independence of the Company's independent non-executive directors fails to meet the requirements of the Hong Kong Listing Rules, the Company shall immediately notify the Hong Kong Stock Exchange and give the details and reasons in an announcement, and appoint a sufficient number of independent non-executive directors within 3 months after non-compliance with relevant regulations so as to meet the requirements of the Hong Kong Listing Rules.

If the resignation of an independent non-executive director causes the number of board members to be less than the minimum number required by laws, the Articles of Association, or the listing rules of the stock exchange where the shares are listed, or if the resignation of an independent non-executive director causes the number of independent non-executive directors to be less than one-third of the board members, or there is no accounting professional among the independent non-executive directors, the independent non-executive directors shall continue to perform their duties in accordance with the provisions of laws, administrative regulations, the Articles of Association, and the listing rules of the stock exchange where the shares are listed before the newly elected independent non-executive directors assume office. The board of directors shall convene a shareholders' meeting to re-elect independent non-executive directors within two months.

Article 14 If an independent non-executive director fails to meet the independence requirements or is not suitable to perform his/her duties as an independent non-executive director, resulting in the number of independent non-executive directors of the Company failing to meet the requirements of this system, the Company shall re-elect independent non-executive directors in accordance with the provisions of the Articles of Association and the listing rules of the stock exchange where the shares are listed.

Article 15 After the shares of the Company is publicly issued to the public and listed, the independent non-executive directors and those who intend to serve as independent non-executive directors shall participate in the training required and organised by the China Securities Regulatory Commission and the stock exchange where the shares are listed.

Charter 4 Duties

Article 16 Independent non-executive directors owe the duties of fiduciary and diligence to the Company and all shareholders.

Independent non-executive directors shall earnestly perform their duties in accordance with relevant laws, regulations, the listing rules and relevant regulations of the stock exchange where the shares are listed, and the Articles of Association, safeguard the overall interests of the Company and, in particular, keep watch to ensure that the legitimate rights and interests of minority shareholders are not damaged.

Independent non-executive directors shall perform their duties independently and shall not be affected by the Company's substantial shareholders, actual controllers, or any other entities or individuals having interests in the Company.

Independent non-executive directors shall ensure that they have sufficient time and energy to effectively perform their duties as independent non-executive directors.

Article 17 In addition to the power and authority conferred on the directors by laws, regulations, the listing rules of the stock exchange where the shares are listed and the Articles of Association, independent non-executive directors also have the power and authority conferred on independent non-executive directors by laws, regulations, the listing rules of the stock exchange where the shares are listed and the Articles of Association.

Article 18 Upon listed, the Company shall disclose the opinions of independent non-executive directors in accordance with relevant provisions of laws, regulations and the listing rules of the stock exchange where the shares are listed.

Article 19 In order to ensure that independent non-executive directors effectively perform their duties, the Company will provide independent non-executive directors with necessary working conditions.

The Company's board secretary shall actively assist independent non-executive directors in performing their duties, such as explaining relevant situations and providing materials. After the Company is listed, if the independent opinions, proposals, and written explanations issued by independent non-executive directors need to be announced, the board secretary shall promptly handle the announcement matters at the stock exchange.

Article 20 When independent non-executive directors perform their duties, relevant personnel of the Company shall actively cooperate with them and shall not refuse to cooperate, put any hindrance or withdraw any information, or interfere with their independent performance of duties.

Article 21 The Company shall bear the costs for engaging any intermediaries and any other reasonable expenses necessary for independent non-executive directors to perform their duties.

Article 22 The Company shall provide appropriate allowances to independent non-executive directors. The drafted standard for allowances for independent non-executive directors is prepared by the board of directors and reviewed and approved by the shareholders' meeting. Upon listed, the Company shall also make disclosure in the Company's annual report.

In addition to the aforesaid allowances, independent non-executive directors are not allowed to seek additional and undisclosed benefits from the Company, its substantial shareholders, or any interested entities and individuals.

Article 23 Independent non-executive directors shall attend board meetings in person and express clear opinions on the matters discussed. If an independent non-executive director is unable to attend a board meeting in person for some reason, he/she shall carefully select and delegate another independent non-executive director in writing to attend the meeting on his/her behalf. If an independent non-executive director fails to attend three consecutive board meetings in person, the board of directors may submit a proposal to the shareholders' meeting to remove such independent non-executive director.

Article 24 Independent non-executive directors shall submit work reports in accordance with relevant laws, regulations, and the listing rules of the stock exchange where the Company's shares are listed.

Article 25 When an independent non-executive director resigns or his/her term of office expires, the obligations he/she owes to the Company and shareholders are not automatically terminated before or within a reasonable period after the resignation report takes effect. Their obligation to keep the Company's trade secrets confidential remains valid after the end of his/her term of office until such secrets become public information.

Article 26 An independent non-executive director who is still in office is liable for compensation for losses caused to the Company as a result of his/her absence from duties without leave.

Article 27 Independent non-executive directors shall, in a timely manner, make a written confirmation of their independence based on the factors listed in Rule 3.13 of the Hong Kong Listing Rules. If there are any changes after making such written confirmation that may affect their independence, the relevant independent non-executive directors must notify the Hong Kong Stock Exchange of the change as soon as practicable.

Charter 5 Supplementary Provisions

Article 28 Matters not covered in this system are implemented in accordance with relevant national laws and regulations, relevant regulations of the China Securities Regulatory Commission, the listing rules of the place where the shares are listed and relevant provisions of the Articles of Association. If there is any inconsistency between this system and relevant laws and regulations, the laws and regulations, relevant regulations of the China Securities Regulatory Commission, the listing rules of the place where the shares are listed and the Articles of Association prevail.

Article 29 Unless otherwise specified, the terms used in this system have the same meanings as those in the Articles of Association.

Article 30 Unless otherwise provided in this system and there is no ambiguity in the context, the terms “above” and “higher than” in this system include the number itself; “exceed” and “lower than” do not include the number itself.

Article 31 This system comes into effect on the date of its adoption by the Company’s shareholders’ meeting.

Article 32 The power to revise this system is vested to the shareholders’ meeting, and the power to interpret it is vested to the Company’s board of directors.

SHENZHEN DOBOT CORP LTD

SHENZHEN DOBOT CORP LTD
INFORMATION DISCLOSURE MANAGEMENT POLICY

December 2025

The English version of the revised Information Disclosure Management Policy is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

SHENZHEN DOBOT CORP LTD

INFORMATION DISCLOSURE MANAGEMENT SYSTEM

Chapter 1 General Provisions

- Article 1** In order to regulate the information disclosure acts of SHENZHEN DOBOT CORP LTD (the “Company”) and relevant information disclosure obligors and protect the legitimate rights and interests of investors, the System is formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Guidelines on Disclosure of Inside Information and other laws, regulations and regulatory documents, the business rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the relevant requirements under the Articles of Association of SHENZHEN DOBOT CORP LTD (the “Articles of Association”), and in combination with the actual condition of the Company.
- Article 2** The System shall apply to the Company, other information disclosure obligors, relevant institutions and personnel when dealing with matters such as information disclosure and confidentiality of acts or events that may have a significant impact on the trading prices of the Company’s stocks and other securities and the investment decisions of investors. The Company and other information disclosure obligors shall disclose information including periodic reports and interim reports.
- Article 3** If the stock exchange where the Company’s shares are listed has other provisions on matters such as the Company’s information disclosure, such provisions shall prevail.
- Article 4** Information disclosure as mentioned in the System refers to the act that the Company or other information disclosure obligors, in accordance with laws, regulations, departmental rules, regulatory documents, relevant provisions of the stock exchange where the Company’s shares are listed and the provisions of the System, promptly publishes information on the information disclosure platforms that meets the requirements of the Securities Law and the business rules of the stock exchange where the Company’s shares are listed, and deliver the same to the securities regulatory authorities (if necessary).

Article 5 The Company and other information disclosure obligors shall promptly and fairly disclose all information that may have a significant impact on the trading prices of the Company's stocks and other securities and the investment decisions of investors (the "significant information"), and ensure that the content of the information disclosure is authentic, accurate, complete, concise, clear and easy to understand without false records, misleading statements or major omissions. The aforesaid significant information shall include but not be limited to the information in the periodic reports and interim reports as stipulated in Chapter II to Chapter III, as well as the information that the securities commission and the stock exchange where the Company's shares are listed consider necessary to disclose.

The Directors and senior management of the Company shall perform their duties faithfully and diligently to ensure that the Company discloses information promptly and fairly, and that the disclosed information is authentic, accurate and complete.

Article 6 The secretary to the Board of the Company shall be the person in charge of information disclosure affairs, who is responsible for information disclosure affairs, preparation of general meetings and board meetings, investor relations management, shareholder information management and other responsibilities. The secretary to the Board shall attend the board meetings and general meetings of the Company.

During the vacancy of the secretary of the Board, the Company shall appoint a Director or senior management to act as the secretary to the Board on an interim basis, and determine the candidate for the secretary to the Board within three months. Before the Company appoints the acting person, the chairman shall act as the person in charge of information disclosure affairs.

The Board and the General Manager shall actively support the work of the secretary to the Board. No institution or individual may interfere with the normal work of the secretary to the Board.

Article 7 Upon listing of the Company, it shall report to the stock exchange the employment, professional experience and shareholding of the Directors and senior management in accordance with the requirements of the Stock Exchange where its shares are listed. If there are changes to the Directors and senior management of the Company, the Company shall report the latest information to the stock exchange within 2 trading days from the date on which the relevant resolutions are passed.

Article 8 The Directors and senior management shall abide by the Statement and Commitment Letter of Directors (Supervisors, Senior Management) (the “Commitment Letter”) signed upon listing of the Company.

Newly appointed Directors shall sign and report the aforementioned Commitment Letter within 1 month after his/her appointment is approved at the general meetings or the employees’ representative congress, and newly appointed senior management shall do so within 1 month after his/her appointment is approved by the Board. If there are significant changes to the declared matters (save as the shareholding in the Company), they shall be updated and submitted within 5 trading days.

Article 9 The information disclosed by the Company and relevant information disclosure obligors in accordance with the business rules of the stock exchange where the Company’s shares are listed shall be published on the specified information disclosure platform. The time for the Company to release information in other media shall not be earlier than that on the specified information disclosure platform. The Company shall also make the disclosed information available at its domicile and the stock exchange for public inspection.

The Company and information disclosure obligors shall ensure that all investors are treated equally in terms of information disclosure and shall not disclose information to any unit or individual in advance, except as otherwise provided by laws and administrative regulations. When the Company discloses information to its shareholders in Chinese, it shall also disclose such information in English; the information disclosed by the Company in accordance with the relevant rules of the listing place shall be announced through the regular information channels of other listing places of the Company. The information disclosed by information disclosure obligors overseas shall be simultaneously disclosed within the domestic market.

Article 10 In addition to the information that needs to be disclosed in accordance with laws, the System and relevant self-regulatory rules, the Company may voluntarily disclose information related to investors’ value judgment and investment decisions, but it shall not conflict with the information disclosed in accordance with laws, the System and relevant self-regulatory rules or mislead investors.

The Company shall follow the principle of fairness, maintain the integrity, continuity and consistency of information disclosure, avoid selective disclosure, shall not conflict with the information disclosed in accordance with laws, shall not mislead investors, shall not use voluntary information disclosure to improperly affect the trading prices of the Company's stocks and other securities, and shall not engage in market manipulation, insider trading or other illegal and non-compliant acts. If there are significant changes to the disclosed information that may have influence on investment decisions, progress announcements shall be disclosed in a timely manner until the matter is completely resolved. In case of voluntary disclosure information with a predictive nature, the basis for the prediction shall be clearly stated, and the possible uncertainties and risks shall be warned.

When the Company and relevant information disclosure obligors voluntarily disclose information, they shall disclose similar events according to the same standard.

Article 11 If the information to be disclosed by the Company and relevant information disclosure obligors is legally recognised as state secrets, and disclosing or fulfilling relevant obligations in accordance with the regulatory requirements of the securities commission or the stock exchange where the Company's shares are listed may lead to violations of laws and regulations or endanger national security, they may be exempted from disclosure in accordance with the relevant provisions of the securities commission or the Stock Exchange where the Company' shares are listed.

The Company and relevant information disclosure obligors shall carefully determine matters for which information disclosure is postponed or exempted, and shall not arbitrarily expand the scope of such matters. If information disclosure is postponed, relevant insiders shall make a written commitment to keep it confidential; in case of leakage, it shall be disclosed in a timely manner.

Article 12 If an event that occurs to the Company or is related to it does not meet the disclosure standards as stipulated in the System, or there are no specific provisions in the System, but the Board of the Company believes that the event may have a significant impact on the stock price, the Company shall disclose it in a timely manner.

Article 13 Before inside information is legally disclosed, any insider shall not make it public or disclose it, nor use such information for trading. The information disclosed by the Company and relevant information disclosure obligors shall be disclosed to all investors at the same time, and shall not be disclosed to any unit or individual in advance, except as otherwise provided by laws, administrative regulations or the regulatory rules of the stock exchange where the shares are listed.

The Company ensures that all shareholders have an equal opportunity to obtain the information disclosed by the Company, and strives to create an economical and convenient way for investors to obtain information.

Chapter 2 Periodic Reports

Article 14 The Company shall disclose periodic reports, including annual reports, interim reports, and quarterly reports (if any). Any information which may have a significant impact on investors' investment decisions shall be disclosed in the periodic reports.

The Company shall prepare and disclose periodic reports within the timeframe as stipulated in the System in accordance with the relevant regulations of the securities commission and the stock exchange where the Company's shares are listed. It shall also prepare financial reports in accordance with the Accounting Standards for Business Enterprises or the requirements of the securities commission and the stock exchange where the shares are listed.

The Company shall disclose relevant information in the annual reports or interim reports in accordance with the relevant regulations on industry information disclosure of the securities commission and the stock exchange where the Company's shares are listed.

Article 15 The Company shall disclose the annual report within four months after the end of each fiscal year and the interim report within three months after the end of the first half of each fiscal year. The Company shall disclose the annual performance announcement within three months after the end of each fiscal year and the semi-annual performance announcement within two months after the end of the first half of each fiscal year.

If the Company anticipates that it cannot disclose the periodic report within the specified timeframe, it shall promptly report to the stock exchange where its shares are listed and announce the reasons for the failure to disclose on schedule, the solutions, and the final deadline for the postponed disclosure.

Article 16 The financial statements in the Company's annual report shall be audited by the accounting firm that meets the requirements of relevant laws and regulations such as the Securities Law and the Listing Rules.

The Company shall not change the accounting firm arbitrarily. If it is indeed necessary to make a change, it shall be submitted to the general meeting for consideration after being reviewed by the Board. The audit of the Company shall comply with the relevant regulations of the Ministry of Finance on the key audit matters standards.

If the Company proposes to implement a bonus share issue or capital reserve conversion into share capital, the financial statements in the interim or quarterly report on which such actions are based shall be audited by the accounting firm that meets the requirements of the Securities Law and the Listing Rules. If only cash dividends are to be distributed, the audit may be exempted.

Article 17 In the event of leakage of results information before the Company's periodic report is disclosed, or if there are rumors regarding the results and abnormal fluctuations in the trading of the Company's stocks, the Company shall promptly issue a clarification announcement.

Article 18 The Board of the Company shall ensure timely disclosure of the Company's periodic reports. The Company shall not disclose periodic reports that have not been reviewed and approved by the Board.

The Audit Committee of the Company shall review the periodic reports prepared by the Board and issue a written review opinion, stating whether the preparation and review procedures of the Board comply with laws, administrative regulations, and the regulations of the securities commission and the stock exchange where the Company's shares are listed, and whether the content of the reports authentically, accurately, and completely reflects the actual condition of the Company.

The Directors and senior management of the Company shall sign written confirmation opinions on the periodic reports of the Company. If a Director or senior management cannot assure the authenticity, accuracy, and completeness of the content of the periodic reports or has any objections, they shall express their opinions and state the reasons in the written confirmation opinion, and the Company shall disclose such information.

Chapter 3 Provisional Reports

Section 1 General Provisions

Article 19 Provisional reports refer to announcements other than periodic reports issued by the Company and other information disclosure obligors in accordance with laws, regulations, and relevant regulations of the securities commission and the stock exchange where the Company's shares are listed, including but not limited to:

- (I) The occurrence of major events that may have a significant impact on the trading prices of the Company's stock and its derivatives;
- (II) Resolutions at the general meetings, certain Board meetings and the Audit Committee (if required to be disclosed under the Listing Rules);
- (III) Notices of convening or changing the date of the general meeting;
- (IV) Transactions that meet the disclosure criteria in Chapter 14 of the Listing Rules;
- (V) Connected transactions that meet the disclosure criteria in Chapter 14A of the Listing Rules;
- (VI) Changes to the Articles of Association, registered capital, registered address, name, or website;
- (VII) Changes to the positions of Directors, senior management, the secretary to the Company and its agents, or auditors before the expiration of their terms;
- (VIII) Decisions made by the Company on mergers or spin-offs;
- (IX) Inside information;
- (X) Other material information that should be disclosed in accordance with relevant applicable laws, regulations, and other rules, or in accordance with the relevant requirements of the regulatory authorities at the listing place, the stock exchange, and the Articles of Association of the Company.

Article 20 The Company shall promptly fulfil its obligation of initial disclosure after a material event first reaches any of the following points of time:

- (I) When the Board or the Audit Committee makes a resolution;
- (II) When the relevant parties sign a letter of intent or an agreement;
- (III) When the Director or senior management becomes aware or should become aware of the occurrence of the material event.

Article 21 The significant events under planning by the Company entail considerable uncertainties, immediate disclosure may harm the Company's interests or mislead investors, and the insiders of the relevant inside information have made a written commitment to confidentiality, the Company may temporarily not disclose it. However, it shall disclose the matter to the public at the latest when the final resolution is made on the major matter, the definitive agreement is signed, or the transaction is definitely achievable.

If the relevant information is indeed difficult to keep confidential, has been leaked, or there are market rumors, resulting in significant fluctuations in the trading prices of the Company's stocks and other securities, the Company shall immediately disclose the relevant planning and progress.

If the Company is planning a major matter that will take a long time, it shall, in accordance with the materiality principle, disclose the progress in stages, promptly alert relevant risks, and shall not refrain from disclosure merely on the grounds that the outcome of the relevant matter is still uncertain.

Article 22 When a Company fulfils its obligation of initial disclosure, it shall disclose the cause, current status, and possible legal consequences of the major event in accordance with the System and relevant regulations. If the relevant facts have not occurred when preparing the announcement, the Company shall objectively announce the existing facts. After the relevant facts occur, it shall then disclose the progress of the major event in accordance with relevant requirements.

If the Company and relevant information disclosure obligors are indeed required to, they may release major information outside trading hours. However, they shall disclose relevant announcements before the commencement of the next trading session, and shall not substitute information disclosure with forms such as press release or answering journalists' questions.

When the Company fulfils its obligation of initial disclosure, it shall disclose the cause, current status, and possible legal consequences of the major event in accordance with the rules of the stock exchange. If the relevant facts have not occurred when preparing the announcement, the Company shall objectively announce the existing facts. After the relevant facts occur, it shall then disclose the progress of the major event as required. After the Company discloses a major event, if there are developments or changes to the disclosed major event that may have a significant impact on investors' decisions or the trading prices of the Company's stocks and other securities, it shall promptly disclose the progress or changes and the impacts, including significant changes to the implementation of agreements, approval or rejection by relevant departments, and inability to complete delivery and transfer, etc.

Article 23 If a significant event specified in Article 19 of the System occurs to a controlled subsidiary of the Company and may have a significant impact on investors' decisions or the trading prices of the Company's stocks and other securities, the System shall be applied to the Company in fulfilling its information disclosure obligation.

If a major event specified in Article 19 of the System occurs to a Company's affiliated Company and may have a significant impact on investors' decisions or the trading prices of the Company's stocks and other securities, the Company shall refer to the System to fulfil its information disclosure obligation.

If an event that occurs to a Company or is related to it does not meet the disclosure standards as specified in the System, or there are no specific provisions in the System, but the Board of the Company believes that the event may have a significant impact on the trading prices of the Company's stocks and other securities or investors' decisions, the Company shall disclose it promptly.

Section 2 Discloseable Transactions

Article 24 When considering a certain transaction, the Company should consider the transaction category to which the transaction belongs under Chapter 14 of the Listing Rules as early as possible, and consult its financial advisors, legal advisors or other professional advisors based on the information. The following table sets out the transaction classifications and relevant percentages calculated in accordance with Rule 14.07 of the Listing Rules. The Company shall determine the transaction category based on various ratios applicable to the transaction and the specific rules under the Listing Rules. In the case of a connected transaction, the Company shall also comply with the Administrative Rules Governing Connected Transactions of the Company.

Type of Transaction	Asset Ratio	Consideration Ratio	Profit Ratio	Revenue Ratio	Equity Ratio
Share transaction	Below 5%	Below 5%	Below 5%	Below 5%	Below 5%
Discloseable transaction	5% or more, but below 25%	5% or more, but below 25%	5% or more, but below 25%	5% or more, but below 25%	5% or more, but below 25%
Major transaction - Disposal	25% or more, but below 75%	25% or more, but below 75%	25% or more, but below 75%	25% or more, but below 75%	Not applicable
Major transaction - Acquisition	25% or more, but below 100%	25% or more, but below 100%	25% or more, but below 100%	25% or more, but below 100%	25% or more, but below 100%
Very substantial disposal	75% or more	75% or more	75% or more	75% or more	Not applicable
Very substantial acquisition	100% or more	100% or more	100% or more	100% or more	100% or more

APPENDIX VII REVISED INFORMATION DISCLOSURE MANAGEMENT POLICY

Article 25 Different transaction categories under the Listing Rules are subject to different requirements regarding notification, publication of announcement and shareholders' approval. The following table summarises the provisions of relevant rules. The Company shall comply with the specific requirements under the Listing Rules for different transaction categories when preparing information disclosure.

	Notify the Stock Exchange	Publish an announcement in accordance with Rule 2.07C of the Listing Rules	Dispatch a circular to shareholders	Shareholders' approval	Accountant's report
Share transaction	Required	Required	Not required	Not required	Not required
Discloseable transaction	Required	Required	Not required	Not required	Not required
Major transaction	Required	Required	Required	Required	Required
Very significant disposal	Required	Required	Required	Required	Not required
Very significant acquisition	Required	Required	Required	Required	Required
Reverse takeover	Required	Required	Required	Required	Required

Section 3 Connected Transactions

Article 26 Connected transactions refer to transactions conducted between the Company and its subsidiaries and related parties. For details of the scope of connected transactions and disclosure requirements, please refer to the Administrative Rules Governing Connected Transactions.

Chapter 4 Information Disclosure Management

Section 1 Information Disclosure Obligors and Responsibilities

Article 27 The secretary to the Board shall be responsible for organising and coordinating information disclosure of the Company, collecting information that is subject to disclosure and reporting such information to the Board, continuously monitoring media reports concerning the Company and proactively verifying their authenticity, handling the Company's information release and other related matters. Except for the announcements from the Audit Committee, information disclosed by the Company shall be published in announcements of the Board. The Directors and senior management shall not publish undisclosed information of the Company without written authorisation from the Board.

The secretary to the Board shall have the right to attend shareholders' meetings, board meetings, meetings of the Audit Committee and relevant meetings of senior management, shall be entitled to access the financial and operation condition of the Company, and review all documents related to information disclosure matters. The Company shall facilitate the person in charge of information disclosure to perform their duties, and the chief financial officer shall cooperate with the person in charge of information disclosure in relevant duties regarding the disclosure of financial information.

Article 28 The directors and senior management of the Company shall closely monitor the preparation of information disclosure documents, ensure the disclosure of periodic reports and ad hoc reports within the specified timeframe, and cooperate with the Company in performing its information disclosure obligations:

- (I) The directors of the Company shall be aware of and continuously monitor the Company's production and operation conditions, financial position and significant events that have already occurred or may occur and their impacts, and actively investigate and obtain materials required for decision-making;
- (II) The audit committee of the Company shall supervise the performance of the directors and senior management of the Company in performing their information disclosure responsibilities; pay attention to the information disclosure of the Company, and shall conduct investigations and provide recommendations for corrective actions if any violations or irregularities regarding information disclosure is identified;
- (III) The senior management of the Company shall report to the Board in a timely manner any significant events related to the Company's operation or financial affairs, any developments or changes to disclosed matters, as well as other relevant information.

Section 2 Reporting of Significant Matters

Article 29 The controlling shareholders, actual controllers, shareholders holding more than 5% of the shares, directors, and senior management of the Company shall report any significant information they are aware of to the chairman of the Board immediately and notify the secretary of the Board simultaneously. The chairman of the Board shall immediately report such information to the Board and urge the secretary of the Board to organise the preparation of the disclosure of ad hoc reports.

Article 30 The heads of each department and subsidiary, and other individuals who are aware of significant matters of the Company shall report relevant significant information related to their departments or subsidiaries to the secretary to the Board immediately. For external contracts, letters of intent, memorandum or other documents involving material information, the relevant parties must notify the secretary to the Board and obtain confirmation before signing. In exceptional circumstances where prior confirmation cannot be obtained, such documents shall be submitted to the secretary to the Board immediately after signing.

If there are material developments or changes to the abovementioned matters, relevant personnel shall report to the Chairman of or the secretary to the Board in a timely manner, and the secretary to the Board shall promptly organise relevant information disclosure.

The secretary to the Board shall evaluate and review the relevant materials. If it is deemed necessary to promptly fulfill the information disclosure obligation, the secretary to the Board shall immediately organise the drafting of the information disclosure documents and submit to the chairman for review. Where an approval process is required, the documents shall be submitted to the Board, the Audit Committee and general meetings for approval as soon as possible.

The secretary to the Board shall publish the finalised and approved information disclosure documents through designated media.

Article 31 Relevant information disclosure obligors shall proactively cooperate with the Company regarding information disclosure, promptly inform the Company of significant matters that have occurred or may occur, and strictly fulfil their commitments. If relevant information disclosure obligors disclose information through the Company, the Company shall provide assistance.

Article 32 Shareholders and actual controllers of the Company shall not abuse their shareholder rights or dominant positions to instruct the Company not to fulfil its information disclosure obligations as required, or disclose information with false records, misleading statements or substantial omissions. They shall not request the Company to provide them with insider information.

Article 33 When the Company's shareholders or actual controllers encounter any of the following circumstances, they shall promptly notify the Company and cooperate with the Company in fulfilling its information disclosure obligations.

- (I) Shareholders holding more than 5% of the Company's shares or actual controllers undergo a significant change in their shareholding or control over the Company, or there is a significant change in the engagement of the actual controller of the Company or its other controlled entities with the same or similar businesses of the Company;
- (II) A court ruling prohibits a controlling shareholder from transferring its shares, or any shareholder's holding of more than 5% of the Company's shares is pledged, frozen, subject to judicial auction, custody, trust arrangements, or legally-imposed voting right restrictions;
- (III) Proposed material asset or business restructuring of the Company;
- (IV) Other circumstances as stipulated by the CSRC and the stock exchange where the Company's shares are listed.

Shareholders holding more than 5% of the Company's shares through entrustment or trust arrangements or actual controllers shall promptly notify the Company of the details of the principal and cooperate with the Company in fulfilling its information disclosure obligations.

If relevant information has already been disseminated in media or there is abnormal trading activity in the Company's shares and other types of securities prior to lawful disclosure of the information, shareholders or actual controllers shall promptly and accurately submit a written report to the Company and cooperate with the Company for timely and accurate disclosure.

Section 3 Preparation and Disclosure of Information Disclosure Documents

Article 34 Preparation of periodic reports:

- (I) The Company's finance department shall be responsible for preparing the Company's financial statements and notes, organising the audit of the Company's financial reports, and submitting relevant financial information to the secretary to the Board in a timely manner.

- (II) The principal persons in charge or designated personnel of each department and each holding subsidiary of the Company shall be responsible for providing the basic documents or data required for the preparation of periodic reports to the secretary to the Board and the Company's finance department.
- (III) The secretary to the Board shall be responsible for organising the preparing complete periodic reports with the assistance of the Company's general manager and chief financial officer and other senior management.

Article 35 Procedures for disclosure of periodic reports:

- (I) The Company's chief financial officer and the secretary of the Board shall convene a meeting with the heads of relevant departments to negotiate and determine the disclosure schedule for the regular report and submit the same to the chairman for approval;
- (II) The secretary to the Board shall formulate a preparation plan for periodic reports, outlining the division of responsibilities, requirements and deadline for submission of materials of respective departments;
- (III) Relevant departments shall provide data and materials as required. The department heads shall review the materials provided and ensure the authenticity, accuracy and completeness of the materials;
- (IV) The Board Office shall be responsible for consolidating all materials, preparing draft regular reports in accordance with the format requirements of the stock exchange. After being reviewed by the Company's management, the secretary to the Board shall be responsible for distributing the draft to the Directors for review. The draft shall undergo preliminary review by the chairman before being submitted to the Board and the Audit Committee meeting for consideration;
- (V) The chairman shall be responsible for convening and presiding over the Board meeting to consider the regular report and form resolutions; the Audit Committee shall consider the periodic report and provide written audit opinions in the form of resolutions;
- (VI) Directors and senior management shall sign their written confirmation opinions on the periodic report;
- (VII) The chairman shall sign the periodic report and affix the Company's seal;
- (VIII) The secretary to the Board shall review and disclose the regular report.

Article 36 Preparation and disclosure of ad hoc reports:

The preparation of ad hoc reports shall be organised and completed by the secretary of the Board.

Person in charge of relevant information disclosure or liaisons shall notify the secretary to the Board immediately and provide corresponding materials as required;

The secretary to the Board shall determine whether the matters involve information that must be disclosed, and report to the chairman immediately. When the secretary to the Board has doubts as to whether a matter involves information disclosure, he/she shall consult the stock exchange in a timely manner;

The Board office shall prepare an ad hoc report on information disclosure matters in accordance with the requirements of the stock exchange based on relevant materials;

The secretary to the Board and the chairman shall conduct a review;

The secretary to the Board shall review and disclose the ad hoc report.

Section 4 Information Communication Mechanism with Investors, Securities Service Institutions and Media

Article 37 The Company and other information disclosure obligors shall cooperate with the securities service institutions providing services to them, provide materials related to their practice as required, and shall not request the securities service institutions to issue documents inconsistent with objective facts or obstruct their work.

When there are significant changes in the Company's operating conditions, corporate governance, finance and other aspect, the Company shall fulfil its information disclosure obligations in accordance with relevant regulations in a timely manner.

Article 38 The Company shall not provide inside information in the communication with any institution or individual regarding the Company's operating conditions, financial position and other matters through performance briefings, analyst meetings, roadshows, investor research activities or similar events. The Company and other information disclosure obligors shall neither substitute information disclosure with press releases or media interviews, nor leak undisclosed significant information.

When the Company conducts investor relations activities such as performance briefings, analyst meetings and roadshows, it shall compile records of investor relations activities. After the activities are completed, the activity records shall be timely disclosed or made public in other ways as stipulated by the stock exchange.

Section 5 Accountability and Rectification Measures

Article 39 The Company's directors and senior management shall be responsible for the authenticity, accuracy, completeness, timeliness, and fairness of the Company's information disclosure, except for those who have sufficient proof that they have fulfilled their obligations with due diligence.

The Company's directors and senior management shall bear primary responsibility for the authenticity, accuracy, completeness, timeliness, and fairness of information disclosed in the Company's ad hoc report. The Company's chairman, general manager, and chief financial officer shall bear primary responsibility for the authenticity, accuracy, completeness, timeliness, and fairness of the Company's financial reports.

The chairman of the Company shall assume primary responsibility for the management of information disclosure affairs. The secretary to the Board shall be responsible for organising and coordinating the management of information disclosure, and they shall actively urge the Company to formulate, refine, and implement the information disclosure management mechanism to ensure proper handling of relevant information disclosure.

Article 40 The stock exchange reviews the information disclosure documents of the Company and other information disclosure obligors. The Company shall respond in a timely manner and ensure that the content of the response is true, accurate, and complete, if it is required to do so.

Article 41 The Company shall promptly respond to the review opinions of the stock exchange regarding the regular reports, and provide explanations and clarifications on the relevant content of the periodic reports as required. If corrections and supplements to announcements or amendments to periodic reports are required to make and disclose, the Company shall follow the corresponding internal review procedures.

Article 42 If the negligence in reporting, information disclosure, and management causes violations of disclosure regulations and results in significant impact or losses to the Company, the relevant personnel shall be subject to criticism, warning, or dismissal, and the Company may also pursue appropriate compensation claims.

Article 43 Relevant personnel who violate information disclosure regulations in reporting, information disclosure, and management and whose disclosures contain false records, misleading statements, or major omissions that cause losses to others, shall bear administrative penalties and civil compensation liabilities according to law. If a crime is constituted, legal liability shall be pursued according to law.

Section 6 Archive Management of Information Disclosure-related Documents and Materials

Article 44 The transmission and audit documents pertaining to relevant information disclosure in relation to the performance of duties by the Directors and senior management of the Company shall be maintained by the secretary to the Board for a period of 10 years.

Article 45 The information disclosure documents and announcements of the Company shall be maintained by the secretary to the Board for a period of 10 years

Chapter 5 Confidentiality of Unpublished Information, Scope of Insiders, and Confidentiality Responsibilities

Article 46 Before the information of the Company is announced, insiders shall bear confidentiality obligations regarding such information before public announcement. They shall not disclose such information to third parties prior to its public disclosure, nor shall they use such inside information to trade the Company's securities, leak such information, or advise others to trade the securities. If insider trading activities cause losses to investors, the perpetrator shall be liable for compensation according to law. The aforementioned insiders refer to:

- (I) The Company, its directors, and senior management;
- (II) Shareholders holding more than 5% of the Company's shares, and their directors, senior management, as well as the Company's actual controller, its directors and senior management;
- (III) The subsidiaries in which the Company holds a controlling interests or has de facto control power, their directors and senior management;
- (IV) Personnel who can obtain relevant inside information of the Company due to their positions within the Company or business dealings with the Company;
- (V) Acquirers of the Company or a party to a major asset transaction, as well as their controlling shareholders, actual controllers, directors and senior management;

- (VI) Relevant personnel from stock exchanges, securities companies, securities registration and clearing institutions, and securities service institutions who can obtain inside information due to their positions or work;
- (VII) Staff of securities regulatory authorities who can obtain inside information due to their duties or work;
- (VIII) Staff of relevant competent authorities and regulatory bodies who can obtain inside information due to statutory duties in the issuance or trading of securities, or the administration of the Company and its acquisitions or major asset transactions;
- (IX) Other personnel who are permitted to obtain inside information as stipulated by the CSRC and stock exchanges

Article 47 The Board of the Company shall take necessary measures to limit the number of insiders to the minimum before the information is publicly disclosed. Insiders shall not trade the Company's stocks, disclose inside information, or advise others to trade the Company's stocks prior to the disclosure of inside information.

Article 48 The Company shall enter into confidentiality agreements with all intermediary institutions prior to their engagement in providing relevant services. In business cooperation with such intermediary institutions, all departments of the Company shall only exchange information within their own system and shall not disclose or illegally obtain other inside information unrelated to their work.

Article 49 Relevant departments of the Company shall conduct careful review of reports presented at internal major meetings of the Company, speeches and written materials delivered at meetings convened by controlling shareholders. For public information which has not been disclosed in designated media and cannot be avoided, the scope of dissemination shall be limited, and confidentiality requirements shall be put forward to the report drafters and attendees. At the Company's normal working meetings, attendees shall be responsible for maintaining the confidentiality of important information as stipulated in this mechanism.

Chapter 6 Supplementary Provisions

- Article 50** In these regulations, the terms “above” and “reach” shall be inclusive of the given number, whereas “exceed” shall be exclusive.
- Article 51** Matters not covered by these regulations shall be handled in accordance with relevant laws, regulations, rules, and the regulatory rules of the place where the Company’s stocks are listed. If there are new regulations, the new regulations shall prevail.
- Article 52** The power to interpret these regulations shall belong to the Board of the Company.
- Article 53** These regulations are formulated by the Board of the Company and shall come into force and be implemented from the date of its approval by the shareholders’ meeting of the Company.

SHENZHEN DOBOT CORP LTD

EXECUTIVE DIRECTORS

Mr. Liu Peichao (劉培超) (“Mr. Liu”), aged 39, is the chairman of the Board, executive Director and general manager of the Company, and was appointed as an executive Director and general manager of the Company in July 2015. Mr. Liu is primarily responsible for the overall strategic planning, business direction and management of our Group. Mr. Liu currently serves as a director of Rizhao Yuejiang Intelligent Technology Co., Ltd. (日照市越疆智能科技有限公司), Dobot HK Limited (越疆機器人香港有限公司) and DOBOT MALAYSIA SDN.BHD. (越疆機器人馬來西亞有限公司).

Mr. Liu has ten years of experience in the robot industry. Mr. Liu was awarded the Shenzhen New Industry Leader (深圳行業領袖新青年) by the Shenzhen General Chamber of Commerce (深圳市工商業聯合會(總商會)) in September 2022, the China Youth Entrepreneurship Award (中國青年創業獎) by the Ministry of Human Resources and Social Security of the People’s Republic of China (中華人民共和國人力資源和社會保障部) in November 2021 and the Shenzhen Municipal Leading Talent (深圳市地方級領軍人才) by the Shenzhen Municipal Government in July 2020. He was selected as one of the 2019 Shenzhen Top 10 Small and Medium-sized Enterprise Entrepreneurial Talents by the Shenzhen Small and Medium-sized Enterprises Development Promotion Association (深圳市中小企業發展促進會) in November 2019, and the Technological Innovation and Entrepreneurial Talents of the Innovation Talent Advancement Program (創新人才推進計劃科技創新創業人才) by the Ministry of Science and Technology of the People’s Republic of China (中華人民共和國科學技術部) in June 2019.

Mr. Liu obtained a bachelor’s degree in mechanical design & manufacturing and automation from Shandong University (山東大學) in the PRC in June 2011. Mr. Liu further obtained a master’s degree in mechanical engineering from Shandong University in June 2014.

As at the Latest Practicable Date, Mr. Liu is interested in an aggregate of 92,719,603 H Shares and 19,169,403 Domestic Shares pursuant to Part XV of SFO. Mr. Liu is the general partner of Shenzhen Yuejiang Consultation Partnership (Limited Partnership) (深圳市越疆諮詢合夥企業(有限合夥)) (“**Yuejiang LP**”) and holds 53.07% of its partnership interests. Yuejiang LP is beneficially interested in 12,599,991 Shares. Mr. Liu is the general partner of Shenzhen Qinmo Venture Capital Partnership (Limited Partnership) (深圳市秦墨創業投資合夥企業(有限合夥)) (“**Qinmo LP**”) and holds 0.67% of its partnership interests. Qinmo LP is beneficially interested in 3,441,999 H Shares. Mr. Liu is the limited partner of Xinyu Qimo Consulting Partnership (Limited Partnership) (新余市齊墨諮詢合夥企業(有限合夥)) (“**Qimo LP**”) and holds 43.47% of its partnership interests. Qimo LP is beneficially interested in 12,961,193 Shares. Mr. Liu is a limited partner of Xinyu Lumo Consulting Partnership (Limited Partnership) (新余市魯墨諮詢合夥企業(有限合夥)) (“**Lumo LP**”) and holds 4.17% of its partnership interests. Lumo LP is beneficially interested in 14,897,259 Shares. Mr. Liu is also a limited partner of Xinyu City Chumo Consulting Partnership (Limited Partnership) (新余市楚墨諮詢合夥企業(有限合夥)) (“**Chumo LP**”) and holds 7.71% of its partnership interests. Chumo LP is beneficially interested in 11,633,873 Shares. Save as disclosed above, Mr. Liu does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Liu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other major positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Yong (王勇) (“Mr. Wang”), aged 45, is the executive Director, chief financial officer, Board secretary and joint company secretary. Mr. Wang joined the Company in August 2022 and was appointed as an executive Director in December 2022. Mr. Wang is primarily responsible for the overall strategic planning, Board and capital market, financial and accounting affairs of the Group. Mr. Wang currently serves as a director of DOBOT SINGAPORE PTE. LTD. (越疆機器人新加坡私人有限公司).

Mr. Wang has more than 23 years of experience in corporate governance and finance. Prior to joining the Company, from October 2014 to August 2021, Mr. Wang successively served as a vice general manager, board secretary and chief financial officer in Antel Intelligent Technology Corp., Ltd. (深圳市道通科技股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 688208). From September 2002 to September 2014, Mr. Wang successively served as an auditor, senior auditor, manager and senior manager in Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)). During his employment in Ernst & Young Hua Ming LLP, from October 2007 to March 2009, Mr. Wang participated in Ernst & Young’s global exchange program and worked at Ernst & Young’s Milwaukee office in the United States. From July 2001 to September 2002, Mr. Wang served as a financial accountant in Shenzhen SDG Information Co., Ltd. (深圳市特發信息股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000070).

Mr. Wang obtained a bachelor’s degree in investment economics from Southwestern University of Finance and Economics (西南財經大學) in July 2001. Mr. Wang is a Chinese Certified Public Accountant (non-practicing member).

Mr. Wang will enter into a service contract with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Wang is a limited partner of Lumo LP and holds 24.17% of its partnership interests. Lumo LP is beneficially interested in 14,897,259 Shares. Save as disclosed above, Mr. Wang does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Wang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other major positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Jiang Yu (姜宇) (“Mr. Jiang”), aged 41, is our deputy general manager. Mr. Jiang joined our Company in August 2017 and successively served as a deputy R&D director, supply chain director and R&D director. Mr. Jiang is responsible for the management of the R&D department and procurement department. Mr. Jiang currently serves as a director of Yunzhichuanghe Culture Technology (Shenzhen) Co., Ltd. (雲智創合文化科技(深圳)有限公司) and Shenzhen Yuejiang Drive Technology Co., Ltd. (深圳市越疆驅動科技有限公司). He also serves as a director and manager of Hangzhou Xingsi Wujie Technology Co., Ltd. (杭州行思無界科技有限公司).

Prior to joining us, from July 2012 to August 2017, Mr. Jiang successively served as a hardware engineer, project manager, product manager and senior hardware engineer in Shanghai STEP Electric Corporation (上海新時達電氣股份有限公司), a limited liability company engaging in the provision of comprehensive solutions for intelligent manufacturing, whose shares are listed on the Shenzhen Stock Exchange (stock code: 002527). Mr. Jiang obtained a bachelor’s degree in mechanical design, manufacturing and automation from Hunan University of Technology (湖南工業大學) in the PRC in June 2009, a master’s degree in mechanical engineering from Shandong University in June 2012. Mr. Jiang holds the professional title of senior engineer.

Mr. Jiang will enter into a service contract with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Jiang is a limited partner of Lumo LP and holds 10.62% of its partnership interests. Lumo LP is beneficially interested in 14,897,259 Shares. Save as disclosed above, Mr. Jiang does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Jiang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other major positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Jiang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Lang Xulin (郎需林) (“Mr. Lang”), aged 37, is the executive Director and chief scientist of the Group. Mr. Lang joined the Company in July 2015 and was appointed as an executive Director in September 2016. Mr. Lang is primarily responsible for the overall strategic planning, business direction, R&D and management of the Group. Mr. Lang has also served as a director in certain subsidiaries of the Company. Mr. Lang currently serves as a director of DOBOT Europe GmbH (越疆機器人歐洲有限公司), DOBOT USA LLC (越疆機器人美國有限公司), DOBOT NORTH AMERICA LLC (越疆機器人北美有限公司) and DOBOT JAPAN LLC (越疆機器人日本有限公司).

Mr. Lang has more than ten years of experience in the robot industry. Prior to founding the Company with Mr. Liu, from July 2014 to July 2015, Mr. Lang served as an engineer in Shenzhen Inovance Technology Co., Ltd. (深圳市匯川技術股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 300124).

Mr. Lang obtained a bachelor’s degree in mechanical design & manufacturing and automation from Shandong University in the PRC in June 2011. Mr. Lang obtained a master’s degree in mechanical design and theories from Shandong University in June 2014. Mr. Lang holds the professional title of senior engineer.

Mr. Lang will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Lang is beneficially interested in 6,374,570 H Shares and 1,593,643 Domestic Shares. Save as disclosed above, Mr. Lang does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Lang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Lang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Yibin (李貽斌) (“Mr. Li”), aged 65, is an independent non-executive Director. Mr. Li joined the Company in December 2022 and was appointed as an independent non-executive Director in December 2022. Mr. Li is primarily responsible for providing independent advice on the operations and management of the Group.

Mr. Li has served as (i) an independent director in Siasun Robot & Automation Co., Ltd. (瀋陽新松機器人自動化股份有限公司), a limited liability company engaging in robotics and automation equipment, whose shares are listed on the Shenzhen Stock Exchange (stock code: 300024), since January 2022, (ii) an independent director in CITIC Heavy Industries Co. Ltd. (中信重工機械股份有限公司), a limited liability company engaging in heavy mechanical equipment business, whose shares are listed on the Shanghai Stock Exchange (stock code: 601608), since November 2020, and (iii) the chairman of the supervisory committee in Shandong Desheng Robot Co., Ltd. (山東德晟機器人股份有限公司), a limited liability company engaging in intelligent equipment and systems business, since June 2018.

From January 2014 to July 2025, Mr. Li served as a supervisor in Shandong Youbaote Intelligent Robotics Co., Ltd. (山東優寶特智能機器人有限公司), a limited liability company engaging in bionic family service robots and mine informatization business. From September 2019 to February 2023, Mr. Li served as an independent director in Cosonic Intelligent Technologies Co., Ltd. (佳禾智慧科技股份有限公司), a limited liability company engaging in smart electroacoustic products and smart wearable products business whose shares are listed on the Shenzhen Stock Exchange (stock code: 300793). Furthermore, Mr. Li has served as a professor in Shandong University since September 2003. Prior to that, from August 1982 to July 2003, Mr. Li successively served as a lecturer, vice professor and professor in Shandong University of Science and Technology (山東科技大學) (formerly known as the Shandong Institute of Mining and Technology (山東礦業學院)).

Mr. Li has been serving as the president of the council of Shandong Automation Society (山東省自動化學會) since July 2018. Mr. Li obtained a bachelor’s degree in industrial automation from Tianjin University (天津大學) in the PRC in July 1982. Mr. Li obtained a master’s degree in mining electrification and automation from Shandong University of Science and Technology (山東科技大學) (formerly known as the Shandong Institute of Mining and Technology (山東礦業學院)) in July 1990.

Mr. Li will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Li has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ng Jack Ho Wan (吳浩雲) (“Mr. Ng”), whose former name was Mr. Ng Ho Wan (吳浩雲), aged 49, is an independent non-executive Director. Mr. Ng joined the Company in May 2024 and was appointed as an independent non-executive Director in May 2024. Mr. Ng is primarily responsible for providing independent advice on the operations and management of the Group.

Mr. Ng has served as (1) an independent non-executive director in Cheshi Technology Inc. (車市科技有限公司), whose shares are listed on the Stock Exchange (stock code: 1490), since December 2020, (2) an independent non-executive director in HM International Holdings Limited, whose shares are listed on the Stock Exchange (stock code: 8416), since December 2016, and (3) the managing director in Jack H.W. Ng CPA Limited (吳浩雲會計師行有限公司) since June 2013. Prior to that, from June 2018 to July 2021, Mr. Ng served as an independent non-executive director in Zhejiang Cangnan Instrument Group Company Limited (浙江蒼南儀錶集團股份有限公司), whose shares were previously listed on the Stock Exchange. From March 2001 to October 2012, Mr. Ng worked in KPMG in Hong Kong with the last position as partner. From September 1997 to February 2001, Mr. Ng worked in PricewaterhouseCoopers LLP in Canada.

Mr. Ng obtained a bachelor’s degree in business administration from Simon Fraser University in Canada in May 2000. In addition, Mr. Ng has obtained the qualification of (1) Chartered Financial Analyst (CFA) accredited by CFA Institute since September 2007, (2) Certified Information Systems Auditor accredited by the Information Systems Audit and Control Association since January 2007, (3) Financial Risk Manager accredited by the Global Association of Risk Professionals since November 2004, (4) Certified Public Accountant of Hong Kong Institute of Certified Public Accountants since September 2003, and (5) Chartered Professional Accountant (CPA, CA) accredited by the Chartered Professional Accountants of Canada since February 2001.

Mr. Ng will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Ng does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Mr. Ng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; (iii) he has no other major appointments or professional qualifications; and (iv) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Dr. Hou Lingling (侯玲玲) (“Dr. Hou”), aged 50, is an independent non-executive Director. Dr. Hou joined the Company in December 2022 and was appointed as an independent non-executive Director in December 2022. Dr. Hou is primarily responsible for providing independent advice on the operations and management of the Group.

Dr. Hou currently serves as an independent director of Luxshare Precision Industry Co., Ltd. (立訊精密工業股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 002475). Dr. Hou has served as an arbitrator of Dongguan Arbitration Commission (東莞仲裁委員會) since April 2022 and Shenzhen Court of International Arbitration (深圳國際仲裁院) (also known as South China International Economics and Trade Arbitration Commission (華南國際經濟貿易仲裁委員會), Greater Bay Area International Arbitration Centre (粵港澳大灣區國際仲裁中心) and Shenzhen Arbitration Commission (深圳仲裁委員會)) since February 2019. Dr. Hou has successively served as an associate professor and professor in the Law School of Shenzhen University (深圳大學法學院). Prior to that, Dr. Hou served as a lecturer in the Law School of South China University of Technology (華南理工大學法學院) from September 2006 to August 2009 and the Law School of Zhongnan University of Economics and Law (中南財經政法大學法學院).

Dr. Hou obtained a bachelor’s degree in economic law from Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan Institute of Economics and Law (中南政法學院)) in the PRC in June 1997 and a master’s degree in economic law from Zhongnan University of Economics and Law in June 2000. Dr. Hou also obtained a doctor’s degree in international trade from Hunan University (湖南大學) in June 2006. Dr. Hou holds the Chinese lawyer qualification certificate.

Dr. Hou will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to the Articles of Association.

As at the Latest Practicable Date, Dr. Hou does not have any interest in the Shares, underlying Shares or debentures of the Company (as defined in Part XV of the SFO).

Save as disclosed above, (i) Dr. Hou has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other major positions in the Company and its subsidiaries; (iii) she has no other major appointments or professional qualifications; and (iv) she does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other information relating to Dr. Hou that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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DOBOT

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of SHENZHEN DOBOT CORP LTD (the “Company”) will be held 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 on Monday, 29 December 2025 at 10:00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the abolition of the Board of Supervisors and the proposed amendments to the articles of association of the Company.

ORDINARY RESOLUTIONS

2. To consider and approve the repeal of the Terms of Reference for Board of Supervisors.
- 3.0 To consider and approve, by cumulative voting system, the election of non-independent directors of the second session of the Board (excluding employee representative director).
 - 3.1 To consider and approve the election of Mr. Liu Peichao (劉培超) as an executive director of the Company.
 - 3.2 To consider and approve the election of Mr. Wang Yong (王勇) as an executive director of the Company.
 - 3.3 To consider and approve the election of Mr. Jiang Yu (姜宇) as an executive director of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 3.4 To consider and approve the election of Mr. Lang Xulin (郎需林) as a non-executive director of the Company.
- 4.0 To consider and approve, by cumulative voting system, the election of independent directors of the second session of the Board.
 - 4.1 To consider and approve the election of Mr. Li Yibin (李貽斌) as an independent non-executive director of the Company.
 - 4.2 To consider and approve the election of Mr. Ng Jack Ho Wan (吳浩雲) as an independent non-executive director of the Company.
 - 4.3 To consider and approve the election of Dr. Hou Lingling (侯玲玲) as an independent non-executive director of the Company.
- 5.0 To consider and approve the proposal on formulating the remuneration plan for the second session of the Board.
 - 5.1 To consider and approve the proposal on formulating the remuneration plan for the non-independent Directors.
 - 5.2 To consider and approve the proposal on formulating the remuneration plan for the independent Directors.
- 6.0 To consider and approve the proposed amendments to the governance policies of the Company.
 - 6.1 To consider and approve the proposed amendments to the Terms of Reference for General Meetings (股東會議事規則).
 - 6.2 To consider and approve the proposed amendments to the Terms of Reference for Board meetings (董事會議事規則).
 - 6.3 To consider and approve the proposed amendments to the Administrative Rules Governing Connected Transactions (關連交易管理制度).
 - 6.4 To consider and approve the proposed amendments to the System for the Administration of External Guarantees (對外擔保管理制度).
 - 6.5 To consider and approve the proposed amendments to the Working System for Independent Non-Executive Directors (獨立非執行董事工作制度).

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- 6.6 To consider and approve the proposed amendments to the Information Disclosure Management Policy (信息披露事務管理制度).

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, 12 December 2025

As of 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.

Notes:

1. Resolutions 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 H shares to attend and vote at the EGM is on Friday, 19 December 2025. In order to be eligible to attend and vote at the forthcoming 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Friday, 19 December 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.