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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in OneRobotics (Shenzhen) Co., Ltd., you should at once hand this circular, together with the enclosed 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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# OneRobotics

**OneRobotics (Shenzhen) Co., Ltd.**

**臥安機器人（深圳）股份有限公司**

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

**(Stock Code: 6600)**

- (1) 2025 REPORT OF THE BOARD OF DIRECTORS;**
  - (2) 2025 ANNUAL REPORT;**
  - (3) RE-APPOINTMENT OF AUDITOR;**
  - (4) DIRECTORS' REMUNERATION;**
  - (5) GENERAL MANDATE TO ISSUE SHARES;**
  - (6) GENERAL MANDATE TO REPURCHASE H SHARES OF THE COMPANY;**
  - (7) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- AND**
- NOTICE OF AGM**

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The notice convening the AGM of the Company to be held at Edison Meeting Room, 16/F, Qiancheng Commercial Center, No. 5 Haicheng Road, Mabu Community, Xixiang Street, Bao'an District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2026 at 11:00 a.m. is set out on pages 19 to 22 of this circular. A proxy form for use at the AGM is enclosed. Such proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.onerobot.com](http://www.onerobot.com)).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 11:00 a.m. on Thursday, 28 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

8 May 2026

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Edison Meeting Room, 16/F, Qiancheng Commercial Center, No. 5 Haicheng Road, Mabu Community, Xixiang Street, Bao’an District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	OneRobotics (Shenzhen) Co., Ltd. (馱安機器人(深圳)股份有限公司), a joint stock company with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6600)
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to exercise all powers of the Company to issue, allot and otherwise deal with additional Shares (including any sale or transfer of treasury shares) up to a maximum of 20% of the aggregate number of the issued H Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB0.1 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	30 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to exercise all powers of the Company to repurchase and otherwise deal with the issued H Shares up to a maximum of 10% of the aggregate number of the issued H Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company (including H Shares)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks amended from time to time by the Securities and Futures Commission
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

# OneRobotics

**OneRobotics (Shenzhen) Co., Ltd.**

**臥安機器人（深圳）股份有限公司**

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

**(Stock Code: 6600)**

*Executive Directors:*

Mr. Li Zhichen (*Chairman*)  
Mr. Pan Yang  
Mr. Hu Zhidong  
Ms. Yang Minghui

*Registered office:*

Room 1706, Qiancheng Commercial Center  
No. 5 Haicheng Road  
Mabu Community  
Xixiang Street, Bao'an District  
Shenzhen  
Guangdong Province  
The PRC

*Non-executive Directors:*

Prof. Li Zexiang  
Prof. Ko Ping Keung

*Principal place of business in Hong Kong:*

*Independent Non-executive Directors:*

Ms. Li Hui  
Dr. Leung Suk Wai Winnie  
Prof. Wang Yong

40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wan Chai  
Hong Kong

8 May 2026

*To the Shareholders*

Dear Sir or Madam,

- (1) 2025 REPORT OF THE BOARD OF DIRECTORS;  
(2) 2025 ANNUAL REPORT;  
(3) RE-APPOINTMENT OF AUDITOR;  
(4) DIRECTORS' REMUNERATION;  
(5) GENERAL MANDATE TO ISSUE SHARES;  
(6) GENERAL MANDATE TO REPURCHASE H SHARES OF THE COMPANY;  
(7) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF AGM**

## **I. INTRODUCTION**

The purpose of this circular is to provide you with notice of AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions will be proposed to consider and (if thought fit) approve:

- (1) the report of the Board of Directors for the year 2025 (the “**2025 Report of the Board of Directors**”);
- (2) the annual report of the Company for the year 2025 (the “**2025 Annual Report**”);
- (3) the re-appointment of the auditor of the Company for the year 2026; and
- (4) the authorisation to the Board to determine the remuneration of the Directors.

In addition, at the AGM, special resolutions will be proposed to consider and approve (5) the granting of a general mandate to the Board to issue Shares; (6) the granting of a general mandate to the Board to repurchase H Shares of the Company; and (7) amendments to the Articles of Association.

## II. DETAILS OF THE RESOLUTIONS

### ORDINARY RESOLUTIONS

#### 1. **2025 Report of the Board of Directors**

An ordinary resolution will be proposed at the AGM to approve the 2025 Report of the Board of Directors, the full text of which is set out in the 2025 Annual Report.

#### 2. **2025 Annual Report**

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Annual Report (including the audited financial statements for the year ended 31 December 2025). The 2025 Annual Report is set out and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.onerobot.com](http://www.onerobot.com)).

#### 3. **Re-appointment of the auditor of the Company for the year 2026**

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint Ernst & Young to be the auditor of the Company for 2026 with a term commencing from the date of approval at the AGM until the conclusion of the 2026 annual general meeting of the Company, and authorise the Board to determine the specific matters, including but not limited to its remuneration, in relation to such re-appointment.

The estimated audit fee payable to Ernst & Young for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB1.8 million to RMB2.5 million (exclusive of out-of-pocket expenses).

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## LETTER FROM THE BOARD

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The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Ernst & Young, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with IFRS Accounting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

#### **4. Authorisation to the Board to determine the remuneration of the Directors**

An ordinary resolution will be proposed at the AGM to authorise the Board to determine the remuneration of the Directors. The remuneration of the executive Directors of the Company comprises basic monthly salary, discretionary bonuses, and medium-to-long-term incentives. The non-executive Directors of the Company do not receive any remuneration from the Company, while the independent non-executive Directors receive a monthly allowance. The Board considered that the current remuneration policy for Directors is reasonable.

### **SPECIAL RESOLUTIONS**

#### **5. Grant of the General Mandate to the Board to issue shares of the Company**

In order to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Company proposed to grant the General Mandate to the Board to allot, issue or otherwise deal with additional shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) up to a maximum of 20% of the aggregate number of the issued H Shares (excluding treasury shares) of the Company as at the date of approving the resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 225,356,100 H Shares. Assuming that there is no change in the number of the issued H Shares of the Company before the AGM, the Company may issue up to 45,071,220 H Shares under the General Mandate. If the number of shares changes due to the Company's repurchase and cancellation of H Shares, the General Mandate shall be adjusted accordingly based on the number of H Shares changed.

##### *Details of the General Mandate*

- (a) Subject to the conditions set out in (b) below and in compliance with the Listing Rules, the applicable securities regulatory requirements of the place where the shares are listed or other applicable laws and regulations, and other relevant laws, regulations, and normative documents, it is proposed

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## LETTER FROM THE BOARD

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that the Board is authorised at the general meeting to approve, allot, issue, grant and/or otherwise deal with, additional shares (including H Shares and/or unlisted Shares, hereinafter the same), securities convertible into shares and options, warrants or other securities with the right to subscribe for or convert into shares and/or re-sell the treasury shares of the Company (if permitted by the Listing Rules), either separately or concurrently, during the Relevant Period (as defined below).

- (b) The number of additional shares, securities convertible into shares or options, warrants or other securities with the right to subscribe for or convert into the shares (which shall be calculated on the basis of the number of shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board and/or the number of the treasury shares of the Company proposed to be re-sold (if permitted by the Listing Rules) shall not exceed 20% of the number of total issued shares (excluding any treasury shares) of the Company as at the date of the consideration and approval of this resolution at the general meeting. If the number of shares changes due to the Company's repurchase and cancellation of shares, the General Mandate shall be adjusted accordingly based on the number of shares changed.
- (c) For the purpose of this resolution:

“Relevant Period” means the period from the date on which this resolution comes into effect until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authorisation referred to in this resolution is revoked or varied by a special resolution at any general meeting of the Company.

Provided the Board or its authorised persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

- (d) Contingent on the Board's resolving to issue shares pursuant to sub-paragraph (a) of this resolution, to authorise the Board to deal with all matters in relation to the general mandate to issue Shares at its sole discretion, including but not limited to:
  - (I) To authorise the Board to determine the specific share issuance plan, including but not limited to:
    - (i) number of shares to be issued;

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## LETTER FROM THE BOARD

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- (ii) pricing method and/or issue price (including price range);
  - (iii) determining the time of issuance, term of issuance, target subscribers, method of issuance, use of proceeds and other contents to be included in the specific issuance plan as required by relevant laws, regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the listing place;
  - (iv) deciding on the engagement of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of relevant Shares;
  - (v) disclosing relevant information in accordance with relevant laws and regulations and the listing rules of the stock exchange where the Company's securities are listed; and
  - (vi) dealing with all the reporting, registration, filing and listing matters in relation to the issue of the relevant Shares and changes in registered capital.
- (II) To authorise the Board to increase the registered capital of the Company to reflect the shares authorised to be issued by the Company pursuant to this resolution, to make such appropriate and necessary amendments to the provisions of the Articles of Association relating to the issue of shares and registered capital, and to take any other action and complete any formality required to effect such increase.
- (III) In addition to the above-mentioned contents in relation to the general mandate to issue shares proposed to be approved at the AGM, the Board and/or any person(s) authorised by the Board be and is/are authorised to deal with all relevant matters in relation to the issue of shares, including but not limited to the preparation, amendment, publication and despatch of relevant announcements and shareholder circulars in accordance with the relevant requirements under domestic and overseas laws and regulations and the Listing Rules, as well as the requirements and recommendations of the relevant domestic and overseas government departments and regulatory authorities.

The above resolution on the general mandate to issue shares was considered and approved by the Board on 24 March, 2026 and is hereby submitted to the Shareholders for consideration and approval at the AGM.

### **6. General Mandate to Repurchase H Shares of the Company**

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any H Shares, the Company proposes to consider and approve the granting of the Repurchase General Mandate to the Board by way of a

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## LETTER FROM THE BOARD

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special resolution at the AGM, to repurchase H Shares not exceeding 10% of the aggregate number of issued H Shares (excluding treasury shares (if any)) of the Company in issue as at the date of passing the resolution in relation to such mandate during the Relevant Period (as defined below). As at the Latest Practicable Date, the issued H Shares of the Company comprised 225,356,100 H Shares. Assuming the Repurchase General Mandate is approved at the AGM, the exercise in full of the Repurchase General Mandate would result in up to 22,535,610 H Shares (assuming there is no issue or repurchase of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period (as defined below).

### *Details of the Repurchase General Mandate*

In the event that approval is obtained from all relevant regulatory authorities in the PRC for the repurchase of such H Shares (if applicable) and in the event that the Board conducts the repurchase of H Shares pursuant to the Repurchase General Mandate, the Board or its authorised person(s) is/are hereby authorised to approve, execute, do, procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the repurchase, including but not limited to:

- (a) formulate and implement specific repurchase plans, including but not limited to repurchase price, number of H Shares to be repurchased, etc., and to determine the timing and period of repurchase;
- (b) prepare the balance sheet and property list, notify the creditors and publish announcements in accordance with the provisions of relevant laws, regulations and regulatory documents and the Articles of Association;
- (c) open a foreign stock account and complete the corresponding registration procedure of the change in foreign exchange;
- (d) fulfil the relevant approval, filing and/or disclosure procedures (if necessary) in accordance with the requirements of laws, regulations, the Articles of Association, the securities regulatory authorities in the places where the Shares are listed and any other relevant governmental or regulatory authorities in the PRC;
- (e) complete the procedure for the transfer of the H Shares repurchased into treasury shares or cancellation thereof according to the actual repurchase situation, to amend the Articles of Association in relation to the total share capital and shareholding structure and complete the change of registration and filing procedures, and to execute other documents and matters related to the repurchase of H Shares (if any);
- (f) sign and execute other documents and complete other matters related to the repurchase of H Shares;

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## LETTER FROM THE BOARD

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(g) determine the specific use of repurchased H Shares (including but not limited to resale for cash (subject to the general mandate to issue Shares), implementing equity incentives, reducing registered capital, etc.) and adjust or change the use of the repurchased H Shares as permitted by relevant laws and regulations based on the actual situation of the Company and within the time limit specified by relevant laws and regulations;

(h) For the purpose of this resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authorisation to the Board set out in this resolution is revoked or amended by a special resolution by the Shareholders in the general meeting.

Provided the Board or its authorised persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

Explanatory statement in relation to the Repurchase General Mandate is set out in Appendix II to this circular. The above resolutions will be submitted, by way of special resolutions, for the Shareholders’ consideration and approval at the AGM.

The above resolution on the general mandate to repurchase H Shares of the Company was considered and approved by the Board on 24 March, 2026 and is hereby submitted to the Shareholders for consideration and approval at the AGM.

### **7. Proposed Amendments to the Articles of Association**

A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association. The details of the proposed amendments are set out in Appendix I to this circular.

Save for the proposed amendments set out in Appendix I to this circular, other provisions in the Articles of Association and the procedural rules shall remain unchanged.

Shareholders should be aware that the Articles of Association is written in Chinese. In the event of discrepancies between the Chinese version and the English translation of the Articles of Association, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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### III. THE AGM

The AGM will be held at Edison Meeting Room, 16/F, Qiancheng Commercial Center, No. 5 Haicheng Road, Mabu Community, Xixiang Street, Bao'an District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2026 at 11:00 a.m. Notice convening the AGM is set out on pages 19 to 22 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.onerobot.com](http://www.onerobot.com)).

### IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the AGM to be held on Friday, 29 May 2026. Shareholders whose names appear on the register of members of the Company on Friday, 29 May 2026 (the record date) will be entitled to attend and vote at the AGM.

In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by relevant share certificates and transfer forms must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Friday, 22 May 2026.

### V. PROXY ARRANGEMENT

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned to the Company's H share registrar in Hong Kong, 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 fixed for holding the AGM (i.e. not later than 11:00 a.m. on Thursday, 28 May 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish. For avoidance of doubt, holder of treasury shares, if any, shall abstain from voting on matters that require Shareholders' approval as required under the Listing Rules.

### VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions as set out in the notice convening the AGM will be voted by poll.

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## LETTER FROM THE BOARD

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The announcement of the poll results of the AGM will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.onerobot.com](http://www.onerobot.com)), respectively, after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

### 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 or this circular misleading.

### VIII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix II (Explanatory Statement on the Repurchase General Mandate) to this circular.

### IX. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

By order of the Board  
**OneRobotics (Shenzhen) Co., Ltd.**  
**Mr. Li Zhichen**

*Chairman of the Board, Executive Director and Chief Executive Officer*

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Details of the proposed amendments are set out as follows:

**SECOND AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
 (adopted by special resolution passed on [ • ], 2026)

<b>Existing articles of the Articles of Association</b>	<b>Proposed amendments to the Articles of Association</b>
<p><u>Article 45</u></p> <p>...</p> <p>Where a guarantee is provided by the Company to a wholly-owned subsidiary or a guarantee is provided to a controlling subsidiary and other shareholders of such controlling subsidiary provide guarantees in proportion to their rights and interests, and such guarantees fall within the scope of clauses (1) to (4) of this Article, they may be exempted from being submitted to the shareholders’ general meeting for consideration.</p> <p>...</p>	<p><u>Article 45</u></p> <p>...</p> <p>Where a guarantee is provided by the Company to a wholly-owned subsidiary or a guarantee is provided to a controlling subsidiary and other shareholders of such controlling subsidiary provide guarantees in proportion to their rights and interests, and such guarantees fall within the scope of clauses (1) to (4) of this Article, they may be exempted from being submitted to the shareholders’ general meeting for consideration, <u>and may instead be considered and approved by the Board of Directors.</u></p> <p>...</p>
<p><u>Article 116</u></p> <p>...</p> <p>Meetings of the Board shall be held at least four times a year, at approximately quarterly intervals, and shall be convened by the chairman of the Board. Written notice shall be provided to all directors at least 14 days before a regular meeting and at least 10 days before an extraordinary meeting.</p> <p>...</p>	<p><u>Article 116</u></p> <p>...</p> <p>Meetings of the Board shall be held at least four times a year, at approximately quarterly intervals, and shall be convened by the chairman of the Board. Written notice shall be provided to all directors at least 14 days before a regular meeting and at least <del>10</del><u>5</u> days before an extraordinary meeting.</p> <p>...</p>

Unless otherwise specified, article numbers referred to herein are article numbers of the Articles of Association.

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*The following is the explanatory statement which is required to be sent to you under the Listing Rules in connection with the proposed Repurchase General Mandate:*

## **I. REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that the grant of a general mandate to the Directors to repurchase and cancel part of the issued H Shares of the Company in the open market on or off the floor of the Stock Exchange, or to hold the repurchased H Shares as treasury shares or use them for equity incentives, is in the best interests of the Company and its shareholders.

The repurchase of shares may increase the net asset value per share and/or earnings per share of the Company, depending on the prevailing market conditions and financing arrangements, and will only be carried out when the Directors consider that such repurchases are beneficial to the Company and its shareholders.

## **II. REGISTERED CAPITAL**

As at the Latest Practicable Date, the total number of issued shares of the Company was 225,356,100 H Shares.

## **III. EXERCISE OF THE REPURCHASE GENERAL MANDATE**

Subject to the passing of the relevant special resolution to approve the grant of the Repurchase General Mandate to the Directors at the AGM, the Directors will be authorized to exercise the Repurchase General Mandate until the expiry of the Relevant Period. In addition, the exercise of the Repurchase General Mandate is subject to obtaining all approvals from the relevant competent regulatory authorities as required by applicable PRC laws and regulations, and to compliance with any approval and filing procedures as may be required by the Stock Exchange (if applicable), and the provisions of the Articles of Association.

Neither this explanatory statement nor the Repurchase General Mandate has any unusual features.

As at the Latest Practicable Date, on the assumption that no H Shares will be issued, allotted or repurchased by the Company from the Latest Practicable Date up to the date of the AGM, and conditional only upon the Repurchase General Mandate being approved at the AGM, the full exercise of the Repurchase General Mandate would result in the Company repurchasing up to a maximum of 22,535,610 H Shares during the Relevant Period.

#### IV. FUNDING OF REPURCHASE OF H SHARES

Repurchases of shares pursuant to the Repurchase General Mandate will be funded from funds legally available for such purpose in accordance with the Articles of Association, applicable PRC laws, rules and regulations, the Listing Rules and/or any other applicable laws.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2025 of the Company, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase General Mandate is to be exercised in full at any time during the Relevant Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

#### V. STATUS OF THE REPURCHASED H SHARES

The H Shares repurchased by the Company may be cancelled or held as treasury shares or used for equity incentives, subject to the market conditions and the capital management needs of the Group during the Relevant Period (as defined in the notice of the annual general meeting).

For any treasury shares of the Company stored in the CCASS for resale on the Stock Exchange, the Company shall take appropriate measures necessary to ensure that such treasury shares are appropriately identified and segregated.

#### VI. PRICES OF H SHARES

The highest and lowest prices at which the H Shares were traded on the Stock Exchange during the period from 30 December 2025 (the date of listing of H Shares on the Stock Exchange) up to the Latest Practicable Date were as follows:

	<b>H Shares Price</b>	
	<b>Highest</b> <i>HKD</i>	<b>Lowest</b> <i>HKD</i>
<b>2025</b>		
December	84.30	73.80
<b>2026</b>		
January	190.90	77.35
February	201.60	135.00
March	137.20	91.55
April	135.00	95.00

## VII. GENERAL INFORMATION

- (a) None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates, have any present intention to sell any H Shares to the Company or any of its subsidiaries under the Repurchase General Mandate if the same is approved by the Shareholders.
- (b) The Directors will exercise the power of the Company in accordance with the Listing Rules, the Articles of Association and the applicable laws of the PRC to repurchase the H Shares pursuant to the Repurchase General Mandate.
- (c) No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase General Mandate is granted and is exercised.

## VIII. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase H Shares pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The following table sets out, as at the Latest Practicable Date, so far as is known to the Directors and according to the register of substantial Shareholders maintained by the Company pursuant to Section 336 of the SFO, persons who held interests or short positions in 5% or more issued Shares of the Company:

Name of Shareholders	Capacity	Number of H Shares/ underlying H Shares held <sup>(1)</sup> (Shares)	Approximate percentage of relevant class of shares <sup>(2)</sup> (%)
Mr. Li Zhichen ("Mr. Li")	Beneficial owner	43,648,450 (L)	19.37
	Interest in controlled corporation <sup>(3)</sup>	16,471,130 (L)	7.31
	Interest of person acting in concert <sup>(4)</sup>	28,934,230 (L)	12.84
	<b>Total</b>	<b>89,053,810 (L)</b>	<b>39.52</b>
Mr. Pan Yang ("Mr. Pan")	Beneficial owner	28,934,230 (L)	12.84
	Interest of person acting in concert <sup>(4)</sup>	43,648,450 (L)	19.37
	<b>Total</b>	<b>72,582,680 (L)</b>	<b>32.21</b>
Wonder Innovation ESOP	Beneficial owner <sup>(3)</sup>	16,471,130 (L)	7.31
Songshan Lake Robot Institute	Beneficial owner	13,610,600 (L)	6.04

Name of Shareholders	Capacity	Number of H Shares/ underlying H Shares held <sup>(1)</sup> (Shares)	Approximate percentage of relevant class of shares <sup>(2)</sup> (%)
Doumiao Technology Ltd. (“ <b>Doumiao Tech</b> ”)	Interest in controlled corporation <sup>(5)</sup>	13,610,600 (L)	6.04
Clear Water Bay Startup Fund GP (“ <b>CWB Startup GP</b> ”)	Interest in controlled corporation <sup>(6,7)</sup>	12,341,590 (L)	5.48
Brizan Ventures V	Beneficial owner	19,445,900 (L)	8.63
Mr. Kwong U Hoi Andrew (鄺宇開) (“ <b>Mr. Kwong</b> ”)	Interest in controlled corporation <sup>(8)</sup>	19,445,900 (L)	8.63
Mr. Cao Yi	Interest in controlled corporation <sup>(9)</sup>	16,616,680 (L)	7.37

- (1) All interests are long positions.
- (2) The approximate percentage of shareholding interest in the Company is calculated based on the total number of 225,356,100 H Shares in issue (including treasury shares) as at the Latest Practicable Date.
- (3) As of the Latest Practicable Date, Mr. Li acted as the general partner of Wonder Innovation ESOP. Under the SFO, Mr. Li is deemed to be interested in the all the Shares held by Wonder Innovation ESOP.
- (4) Mr. Li and Mr. Pan entered into the Acting-in-concert Agreement, pursuant to which Mr. Pan had undertaken, among other things, to unilaterally follow the voting instructions of Mr. Li to exercise his voting power and vote unanimously at the Shareholders’ meeting of our Company for so long as Mr. Li is a Shareholder of our Company. Therefore, under the SFO, in addition to their respective direct beneficial interests, each of Mr. Li and Mr. Pan is also deemed to be interested in the interest of the other concert party.
- (5) As at the Latest Practicable Date, the equity interests of Songshan Lake Robot Institute are owned as to 100% by Clear Water Bay Robotic Technology Investment (HK) Limited (“**CWB Robotic Tech**”), the shares of which in turn are owned as to 100% by Clear Water Bay Robotic Investment Limited Company (“**CWB Robotic Investment**”), and the shares of which are in turn owned as to 67.67% by Doumiao Tech. The shares of Doumiao Tech are entirely owned by Professor Li Zexiang (“**Professor Li**”). Accordingly, under the SFO, each of CWB Robotic Tech, CWB Robotic Investment, Doumiao Tech and Professor Li are deemed to be interested in the Shares held by Songshan Lake Robot Institute.
- (6) As at the Latest Practicable Date, the equity interests of Yinghu Intelligent are owned as to 100% by Yingling Venture Capital (China) Co., Ltd. (盈瓴創投(中國)有限公司) (“**Yingling VC**”), the equity interest of which is in turn owned as to 100% by CWB SPV HK Limited (清水灣香港盈瓴有限公司) (“**CWB SPV HK**”), the shares of which are in turn owned as to 100% by CWB SP 16 Series-1 LP (“**CWB SP 16**”). CWB SP 16 is a limited partnership, with CWB Startup GP being the general partner. The shares of CWB Startup GP are owned as to 57% by Professor Li. Accordingly, under the SFO, each of Yinghu Intelligent, Yingling VC, CWB SPV HK, CWB SP 16, CWB Startup GP and Professor Li are deemed to be interested in the Shares held by Yinghu Intelligent.

- (7) As at the Latest Practicable Date, the equity interests of Dongguan Yunhe are owned as to 100% by CWB Startup Invest HK Limited (清水灣香港創投有限公司) (“**CWB Startup HK**”), the shares of which are owned as to 100% by Clear Water Bay Startup Fund LP (“**CWB Startup LP**”). CWB Startup LP is a limited partnership, with CWB Startup GP being the general partner and Professor Li being a limited partner with 57% partnership interest therein. The shares of CWB Startup GP are owned as to 57% by Professor Li. Accordingly, under the SFO, each of CWB Startup HK, CWB Startup LP, CWB Startup GP and Professor Li are deemed to be interested in the Shares held by Dongguan Yunhe.
- (8) As at the Latest Practicable Date, Brizan Ventures GP V Limited is the general partner of Brizan Ventures V, the shareholding interests of which are owned as to 50% by Professor Ko and 50% by Mr. Kwong. Accordingly, both Professor Ko and Mr. Kwong are deemed to be interested in the Shares held by Brizan Ventures V.
- (9) As at the Latest Practicable Date:
- (i) the general and executive managing partner of Suzhou Yuanming VC LP is Nanjing Yuanxin, the equity interests of which are owned as to 100% by Nanjing Yuankai Management Consulting Group Co., Ltd (南京源凱管理諮詢集團有限公司) (“**Nanjing Yuankai**”), the equity interests of which are in turn owned as to 100% by Nanjing Yuanju Technology Co., Ltd. (南京源矩科技有限公司) (“**Nanjing Yuanju**”), the equity interests of which are in turn owned as to approximately 82.18% by Hangzhou Yiqian. The entire equity interests of Hangzhou Yiqian are owned by Mr. Cao;
  - (ii) Nanjing Yuanling LP is a limited partner of Suzhou Yuanming VC LP, holding approximately 44.93% partnership interest therein. The general and executive managing partner of Nanjing Yuanling LP is Nanjing Yuanxin, which is ultimately controlled by Mr. Cao; and
  - (iii) Beijing Yuanwei LP is a limited partner of Suzhou Yuanming VC LP, holding approximately 38.42% partnership interest therein. The general and executive managing partner of Beijing Yuanwei LP is Beijing Yuanxin, the equity interests of which are owned as to 100% by Lhasa Yuanchi Investment Management Co., Ltd. (拉薩源馳投資管理有限公司) (“**Lhasa Yuanchi**”), the equity interests of which are owned as to 100% by Mr. Cao.

Accordingly, under the SFO, each of Nanjing Yuankai, Nanjing Yuanju, Hangzhou Yiqian, Nanjing Yuanling LP, Nanjing Yuanxin, Beijing Yuanwei LP, Beijing Yuanxin, Lhasa Yuanchi and Mr. Cao are deemed to be interested in the Shares held by Suzhou Yuanming VC LP.

Save as disclosed above, to the best of the knowledge and belief, the Directors are not aware of any single Shareholder who has an interest of 5% or more of the entire issued share capital of the Company.

Based on the above shareholdings of the Company, in the event that the Directors exercise the Repurchase General Mandate in full, which is not presently contemplated, and that there is no change in the issued share capital of the Company after the Latest

Practicable Date, then the attributable shareholdings of the above Shareholders will increase to the following respective percentages:

Name of Shareholders	Capacity	Approximate percentage of relevant class of shares (%)
Mr. Li	Beneficial owner	21.52
	Interest in controlled corporation	8.12
	Interest of person acting in concert	14.27
	<b>Total</b>	<b>43.91</b>
Mr. Pan	Beneficial owner	14.27
	Interest of person acting in concert	21.52
	<b>Total</b>	<b>35.79</b>
Wonder Innovation ESOP	Beneficial owner	8.12
Songshan Lake Robot Institute	Beneficial owner	6.71
Doumiao Tech	Interest in controlled corporation	6.71
CWB Startup GP	Interest in controlled corporation	6.08
Brizan Ventures V	Beneficial owner	9.59
Mr. Kwong	Interest in controlled corporation	9.59
Mr. Cao Yi	Interest in controlled corporation	8.19

As at the Latest Practicable Date, Mr. Li and Mr. Pan, as parties acting in concert (the “**Concert Parties**”), are interested in 89,053,810 Shares, representing approximately 39.52% of the issued Shares. In the event that the Directors should exercise in full the Repurchase General Mandate, the aggregate shareholding of the Concert Parties will be increased to approximately 43.91% of the Shares. Such increase of interests would give rise to an obligation for the Concert Parties to make a mandatory general offer under Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the Repurchase General Mandate to such an extent as would give rise to such an obligation. Save as the above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase General Mandate.

#### IX. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

There are no unusual features in this explanatory statement or in the proposed share repurchase.

# OneRobotics

**OneRobotics (Shenzhen) Co., Ltd.**

**臥安機器人（深圳）股份有限公司**

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

**(Stock Code: 6600)**

## NOTICE OF THE 2025 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 annual general meeting of OneRobotics (Shenzhen) Co., Ltd. (the “**Company**”) will be convened and held at Edison Meeting Room, 16/F, Qiancheng Commercial Center, No. 5 Haicheng Road, Mabu Community, Xixiang Street, Bao’an District, Shenzhen, Guangdong Province, the PRC on Friday, 29 May 2026 at 11:00 a.m. (the “**AGM**”) to consider and, if thought fit, approve the following resolutions:

### ORDINARY RESOLUTIONS

1. Proposal on the Company’s 2025 Report of the Board of Directors: to consider and approve the Report of the Board (the “**Board**”) of Directors (the “**Directors**”) of the Company for 2025.
2. Proposal on the Company’s Annual Report for 2025: to consider and approve the annual report of the Company for 2025.
3. Proposal on the Appointment of Ernst & Young as the Company’s External Auditor for 2026: to consider and approve the re-appointment of the auditor of the Company for 2026 and the authorisation of the Board to determine the specific matters, including but not limited to its remuneration, in relation to such re-appointment.
4. Proposal on the Remuneration Scheme of the Directors of the Company: to consider and approve the authorisation of the Board to determine the remuneration of the Directors.

### SPECIAL RESOLUTIONS

5. Proposal on the Granting of a General Mandate to the Board to Issue shares: to consider and approve the granting of a general mandate to the Board during the Relevant Period to issue, allot and deal with additional shares (whether H Shares or securities convertible into shares, options, warrants or similar rights to subscribe for shares of the Company), provided that the aggregate number of shares so issued, allotted and dealt with shall not exceed 20% of the total number of H Shares of the Company in issue (excluding any treasury shares), as at the date of passing of such resolution.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. (i) To consider and approve the granting of a general mandate to the Board to repurchase H Shares of the Company within the Relevant Period. To grant to the Board of the Company during the Relevant Period (as defined below) to, in accordance with all applicable laws and regulations of the PRC government or securities regulators, the Stock Exchange, the Securities and Futures Commission of Hong Kong or any other government or regulatory agencies, and on such terms as it deems fit, repurchase H Shares not exceeding 10% of the total number of issued H Shares (excluding any treasury shares) as at the date of this resolution;
- (ii) The Board be and is hereby authorised during the Relevant Period to do any or all of the following (including without limitation):
- (a) on such terms as it deems fit, to exercise all the power of the Company to repurchase and cancel part of the issued H Shares of the Company, or to hold the repurchased H Shares as treasury shares or use them for equity incentives, on or off the Stock Exchange, including but not limited to, the Board shall formulate, adjust or terminate the specific plan for the repurchase of relevant Shares (including but not limited to the repurchase price, number of H Shares to be repurchased, timing of repurchase, period of repurchase, etc.) in accordance with relevant laws and regulations;
  - (b) it shall have full authority to handle all matters relating to the repurchase of H Shares and the cancellation of corresponding Shares, reduction of issued share capital, or the holding of corresponding Shares as treasury shares or use them for equity incentives;
  - (c) the Board may, based on the Company's actual operation and its stock price performance, decide to implement or terminate specific share repurchase plans (if applicable);
  - (d) based on the actual situation of the H Share repurchase, to (1) cancel Shares, reduce the registered capital of the Company, revise the corresponding articles of the Articles of Association, notify the creditors of the Company and publish announcements and convene meetings of bondholders (if applicable) pursuant to the requirements of relevant laws and regulations and the Articles of Association, and handle relevant matters such as the change in registration and/or filing; or (2) hold the repurchased H Shares as treasury shares or use them for equity incentives. If the Company holds any H Shares as treasury shares, any sale or transfer of the H Shares as treasury shares or the use of such shares for equity incentives will be effected subject to and in accordance with the Listing Rules of the Stock Exchange and the applicable laws and regulations of the PRC;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) unless otherwise provided by the laws and regulations, the Board of the Company may further delegate the above authorisation to the authorised persons of the Company, to act jointly or severally to take full charge of the relevant matters in accordance with the specific share repurchase plans approved by the Board.
  - (iii) “**Relevant Period**” refers to the period commencing from the date on which this resolution is considered and approved at the general meeting to the earlier of:
    - (a) the conclusion of the next annual general meeting of the Company; or
    - (b) the date on which the mandate granted under this resolution is revoked or varied by way of resolution at any general meeting of the Company.
7. To consider and approve the amendments to the Articles of Association of the Company.

By order of the Board  
**OneRobotics (Shenzhen) Co., Ltd.**  
**Mr. Li Zhichen**

*Chairman of the Board, Executive Director and Chief Executive Officer*

Shenzhen, 8 May 2026

*Notes:*

1. For the purpose of determining the identity of the Shareholders entitled to attend, speak and vote at the meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of shares will be effected. All transfer documents accompanied by the relevant certificates must be lodged with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 p.m. on Friday, 22 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the AGM is Friday, 29 May 2026.
2. Individual shareholders who wish to attend the AGM in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
3. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued shares of the Company (the “**Share(s)**”), whether (each of) such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

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## NOTICE OF ANNUAL GENERAL MEETING

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The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

If the power of attorney of the proxy is signed by the authorised person of the appointer under a power of attorney or other authorisation document(s) given by the appointer, such power of attorney or other authorisation document(s) shall be notarised and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorisation document(s), must be delivered to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 24 hours before the designated time for the holding of the AGM (i.e. not later than 11:00 a.m. on Thursday, 28 May 2026) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the AGM 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 AGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be proposed at the AGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.onerobot.com](http://www.onerobot.com)) upon the conclusion of the AGM.
5. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this notice, the Board comprises (i) Mr. Li Zhichen, Mr. Pan Yang, Mr. Hu Zhidong and Ms. Yang Minghui as executive Directors; (ii) Prof. Li Zexiang and Prof. Ko Ping Keung as non-executive Directors; and (iii) Ms. Li Hui, Dr. Leung Suk Wai Winnie and Prof. Wang Yong as independent non-executive Directors.*