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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in UBoT Holding Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**UBoT Holding Limited**

**優博控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8529)**

- (1) GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES**
- (2) RE-ELECTION OF RETIRING DIRECTORS**
- (3) RE-APPOINTMENT OF AUDITORS**
- (4) PROPOSED FINAL DIVIDEND  
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**
- 

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong at 3:30 p.m. on Friday, 22 May 2026, is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular together with the form of proxy are also published on the Stock Exchange’s website at [www.hkexnews.com](http://www.hkexnews.com) and will remain on its “Latest Listed Company Information” page for at least seven days from the date of publication. The said documents are also published on the Company’s website at [www.ubot.com.hk](http://www.ubot.com.hk).

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

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## CHARACTERISTICS OF GEM

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**GEM of the Stock Exchange (“GEM”) has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3:30 p.m. on Friday, 22 May 2026 at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong or any adjournment thereof, notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time), and “Article” shall mean an article thereof
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	UBoT Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8529)
“Controlling Shareholder(s)”	shall have the meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of the resolution approving such mandate
“Latest Practicable Date”	Monday, 20 April 2026, being the latest practicable date for the purpose of ascertaining certain information for inclusion in this circular prior to its publication
“PRC”	the People’s Republic of China, for the purpose of this Circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

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LETTER FROM THE BOARD

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**UBoT Holding Limited**  
**優博控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8529)**

*Executive Directors:*

Mr. Tong Yuen To  
*(Chairman and Chief Executive Officer)*  
Mr. Chan Kai Leung  
Mr. Shek Kam Pun  
Mr. Tam Ming Wa

*Non-executive Director:*

Mr. Wong Tsz Lun

*Independent Non-executive Directors:*

Mr. Chan Oi Fat  
Ms. Ma Jay Suk Lin  
Mr. Wong Lok Man

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Hong Kong Principal*

*Place of Business:*

Unit 8, 35/F., Cable TV Tower  
9 Hoi Shing Road, Tsuen Wan  
New Territories  
Hong Kong

29 April 2026

*To the Shareholders*

Dear Sir/Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) RE-APPOINTMENT OF AUDITORS**  
**(4) PROPOSED FINAL DIVIDEND**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for (i) the granting of the general mandates to issue Shares and to repurchase Shares; (ii) the re-election of retiring Directors; (iii) the re-appointment of auditors; (iv) the proposed final dividend; and (v) the notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES

#### 2.1. General Mandate to Issue Shares

An ordinary resolution will be proposed at the AGM for the Shareholders to consider, and if thought fit, to grant an unconditional and general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares (including but not limited to the resale of treasury shares, if any) with the number of shares not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution in relation to the Issue Mandate.

Subject to the passing of the aforesaid resolutions in relation to the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, a total number of 512,500,000 Shares were in issue and the Company does not hold any treasury shares. Subject to the passing of the resolution in relation to the Issue Mandate, and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing the resolution in relation to the Issue Mandate and the Company does not hold any treasury Shares, the Company will be allowed to issue a maximum number of 102,500,000 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

#### 2.2. General Mandate to Repurchase Shares

An ordinary resolution will also be proposed at the AGM for the Shareholders to consider, and if thought fit, to grant an unconditional general mandate to the Directors to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange with the number of shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution in relation to the Repurchase Mandate.

Subject to the passing of the aforesaid resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of passing the resolution in relation to the Repurchase Mandate, the Company would be allowed to repurchase a maximum number of 51,250,000 Shares under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may cancel the Shares repurchased and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the share repurchase. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution in relation to the Issue Mandate and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **3. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that each Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Tam Ming Wa, Mr. Wong Tsz Lun and Ms. Ma Jay Suk Lin will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Information of these retiring Directors required to be disclosed by the GEM Listing Rules is set out in Appendix II to this circular.

#### **4. RE-APPOINTMENT OF AUDITORS**

Moore CPA Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Moore CPA Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. A resolution is also proposed to authorise the Board to fix the auditors' remuneration.

#### **5. FINAL DIVIDEND**

As disclosed in the Company's annual results announcement dated 24 March 2026, the Board has resolved to recommend the payment of the proposed final dividend of HK0.9 cents per Share for the year ended 31 December 2025. The distribution of the final dividend is subject to the approval by the Shareholders at the AGM and the respective resolution will be proposed to the Shareholders for voting at the AGM.

In order to qualify for the proposed final dividend, all properly completed transfer documents of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, for registration not later than 4:30 p.m. on Friday, 29 May 2026. Shareholders whose name appear on the Registers of Members on Friday, 29 May 2026, being the record date for the final dividend, are qualified for the proposed final dividend.

#### **6. ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 16 to 21 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:30 p.m. on 20 May 2026 (Hong Kong Time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions put to the vote at the AGM will be taken by way of poll.

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## LETTER FROM THE BOARD

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For determining the entitlement to attend and vote at the AGM, the register of members of our Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive. In order to be eligible to attend and vote at the AGM, unregistered shareholders of the Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 18 May 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Friday, 22 May 2026.

### **7. RESPONSIBILITY STATEMENT**

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

### **8. RECOMMENDATIONS**

The Directors consider the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed re-appointment of auditors are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board of  
**UBoT Holding Limited**  
**Tong Yuen To**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement required by the GEM Listing Rules to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 512,500,000 Shares.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of the resolution in relation to the Repurchase Mandate, the Directors would be authorised to repurchase up to a maximum of 51,250,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of such ordinary resolution, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

## **2. STATUS OF REPURCHASED SHARES**

As stated in the Letter from the Board, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares repurchased and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the share repurchase. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution in relation to the Issue Mandate and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

**3. REASONS FOR THE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**4. FUNDING AND IMPACT OF REPURCHASE**

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the Companies Act of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, (i) 193,125,000 Shares (representing 37.68% of the entire issued share capital of our Company) are owned by Sino Success Ventures Limited (which is wholly-owned by Mr. Tong); (ii) Mr. Tong is directly interested in 9,360,000 Shares (including long position in 8,860,000 Shares and 500,000 Shares which represent the interests of share options granted to Mr. Tong but not exercised) (representing 1.83% of the entire issued share capital of our Company); and (iii) 157,500,000 Shares (representing 30.73% of the entire issued share capital of our Company) are owned by Busy Trade Limited (which is owned as to 70.2% by Mr. Tang Ming, 5.0% by Ms. Tang Wai Ling, 12.4% by Mr. Tang Chak Leung, and 12.4% by Mr. Tang Chak Man, respectively).

On the basis that (i) the total issued share capital of the Company (being 512,500,000 Shares) remains unchanged as at the date of the AGM and (ii) the shareholding interests of Sino Success Ventures Limited in the Company (being 193,125,000 Shares) and the direct shareholding interests of Mr. Tong in the Company (being 9,360,000 Shares) remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (assuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Sino Success/Mr. Tong in the Company would be increased to approximately 43.9% of the issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company (being 512,500,000 Shares) remains unchanged as at the date of the AGM and (ii) the shareholding interests of Busy Trade Limited in the Company (being 157,500,000 Shares) remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (assuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Busy Trade Limited/Mr. Tang Ming/Ms. Tang Wai Ling/Mr. Tang Chak Leung/Mr. Tang Chak Man in the Company would be increased to approximately 34.14% of the issued share capital of the Company.

Pursuant to the concert party deed dated 15 September 2023, each of Mr. Tong, Sino Success Ventures Limited, Busy Trade Limited, Mr. Tang Ming, Ms. Tang Wai Ling, Mr. Tang Chak Leung, Mr. Tang Chak Man are deemed to be a group of Shareholders acting in concert and together they are deemed to be interested in 70.24% of the entire issued share capital of our Company under Part XV of the SFO as at the Latest Practicable Date. On the same basis as stated above, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (assuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), each of Mr. Tong, Sino Success Ventures Limited, Busy Trade Limited, Mr. Tang Ming, Ms. Tang Wai Ling, Mr. Tang Chak Leung and Mr. Tang Chak Man will be deemed to be interested in 78.05% of the entire issued share capital of our Company under Part XV of the SFO.

The aforesaid increase of Shareholder's interest would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Currently, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Besides, the GEM Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the share repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors will not propose to repurchase Shares if it would result in the number of issued Shares in public hands falls below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange).

#### **7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

**8. SHARE PRICES**

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months immediately preceding the Latest Practicable Date are as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
May	0.184	0.144
June	0.212	0.169
July	0.180	0.158
August	0.206	0.152
September	0.205	0.166
October	0.202	0.158
November	0.175	0.152
December	0.185	0.152
<b>2026</b>		
January	0.175	0.136
February	0.189	0.168
March	0.189	0.167
April (up to and including the Latest Practicable Date)	0.232	0.172

**9. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

The Directors confirm that this Explanatory Statement contains the information required under the GEM Listing Rules and neither the Explanatory Statement nor the proposed share repurchase has unusual features.

*The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:*

**EXECUTIVE DIRECTOR****Tam Ming Wa**

Tam Ming Wa (“**Mr. Tam**”), aged 60, was appointed as executive Director on 22 April 2022. Mr. Tam is also a legal representative of our indirect wholly-owned subsidiary, Dongguan UBoT Enterprise Co., Ltd. Mr. Tam is responsible for formulating our Group’s overall strategic plans and supervising the manufacturing operations. Mr. Tam obtained a Degree of Bachelor of Arts in Business Studies with a major in International Marketing from the Hong Kong Polytechnic University in September 1989. Mr. Tam has more than 30 years of experience in the semiconductor industry. He joined our Group as director of operation to manage the overall factory operation in Shatian, Dongguan, the PRC in February 2006. Mr. Tam was promoted to vice president of operation of UBoT Inc. (HK) and UBOTIC in May 2015. As at the Latest Practicable Date, Mr. Tam was interested in 6,025,000 Shares (including 400,000 Shares which represent the interests of share options granted to Mr. Tam but not exercised), representing approximately 1.17% shareholding in our Company. Save as disclosed above, Mr. Tam has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tam has no relationship with any Directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or Controlling Shareholders of the Company. Mr. Tam has entered into a service agreement as an executive Director with the Company for an initial term of three years, which will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Tam currently receives a director’s fee of HK\$240,000 per annum, which is determined by the remuneration committee of the Group and the Board having regard to his duties and responsibilities, his qualifications and experience, and the prevailing market conditions.

**NON-EXECUTIVE DIRECTOR****Wong Tsz Lun**

Wong Tsz Lun (“**Mr. Wong**”), aged 41, was appointed as our non-executive Director on 22 April 2022. Mr. Wong is responsible for providing guidance on our Group’s strategy, policy and governance. Mr. Wong obtained a Bachelor of Commerce from La Trobe University of Melbourne in Australia in May 2006 and has been a member of the Hong Kong Institute of Certified Public Accountants since January 2011. Mr. Wong has over 15 years of experience in the fields of accounting, auditing and financial management. Prior to joining our Group, Mr. Wong worked for Deloitte Touche Tohmatsu’s audit department from January 2007 to August 2014, with his last position as a business development manager responsible for developing and implementing business development strategies. From October 2015 to December 2017, Mr. Wong later worked as the company secretary of China Rongzhong Financial Holdings Company

Limited (stock code: 3963), a company engaged in the provision of financial leasing services in the PRC and the issued shares of which are listed on the Stock Exchange. Mr. Wong worked as the financial controller of China Financial International Investments Limited (stock code: 721) until 24 July 2024. Mr. Wong currently receives a director's fee of HK\$180,000 per annum, which is determined by the remuneration committee of the Group and the Board having regard to his duties and responsibilities, his qualifications and experience, and the prevailing market conditions.

### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

#### **Ma Jay Suk Lin**

Ma Jay Suk Lin (“**Ms. Ma**”), aged 53, was appointed as our independent non-executive Director on 20 May 2024. She is a member of the audit committee of the Company. Ms. Ma is responsible for providing independent advice to our Board. Ms. Ma obtained a Degree of Bachelor of Arts from the University of Hong Kong in November 1995 and a Postgraduate Diploma in Education from the Chinese University of Hong Kong in July 1998. Ms. Ma completed the Common Professional Examinations of England and Wales held by the Manchester Metropolitan University in July 2000 and obtained a Postgraduate Certificate in Laws from the University of Hong Kong in June 2001. She later obtained a Degree of Bachelor of Laws from the Manchester Metropolitan University in September 2002 and a Degree of Master of Laws from the University of Hong Kong in December 2005. Ms. Ma was admitted as a barrister in Hong Kong in September 2001 and has more than 20 years of experience in the legal industry. Ms. Ma served as a Deputy Special Magistrate from September 2008 to September 2009, and as a consultant on Hong Kong law at Beijing Bastion Law Firm from December 2018 to December 2021 and since March 2022. Prior to embarking her legal career, Ms. Ma was a secondary school English teacher and an assistant quantity surveyor from September 1995 to August 1998 and from September 1998 to August 2000, respectively. Ms. Ma has been the chairman of the Appeal Tribunal Panel (Buildings) since December 2018 and was appointed by the Chief Executive of Hong Kong as the Deputy Chairman of the Administrative Appeals Board of the Chief Secretary for Administration's Office in June 2023. Ms. Ma currently receives a director's fee of HK\$180,000 per annum, which is determined by the remuneration committee of the Group and the Board having regard to her duties and responsibilities, her qualifications and experience, and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of the above retiring Directors (i) does not hold any other position with the Company and other members of the Group, (ii) does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders of the Company, (iii) has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iv) does not have other major appointments and professional qualifications, and (v) does not have any interest in any Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders, and there is no information that should be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

\* *For identification purpose only*

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## NOTICE OF AGM

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### UBoT Holding Limited

### 優博控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8529)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of UBoT Holding Limited (the “**Company**”) will be held at 3:30 p.m. on Friday, 22 May 2026 at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the independent auditors of the Company for the year ended 31 December 2025.
2. To approve the proposed final dividend of HK0.9 cents per ordinary share for the year ended 31 December 2025.
3.
  - (i) To re-elect Mr. Tam Ming Wa as an executive Director;
  - (ii) To re-elect Mr. Wong Tsz Lun as a non-executive Director; and
  - (iii) To re-elect Ms. Ma Jay Suk Lin as an independent non-executive Director.
4. To re-appoint Moore CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:
  - (A) “**THAT:**
    - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“**Shares**”), including but not limited to the resale of treasury shares, and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers,

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subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**GEM Listing Rules**”) be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (e) below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined in paragraph (e) below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (e) below);
  - (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares;
  - (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and
  - (iv) any scrip dividend or similar arrangement providing for allotment and issue of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the total number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly;

- (d) the exercise of powers by the Directors pursuant to the approval granted in paragraph (a) above shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time; and

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(e) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

(B) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act or any other applicable laws of the Cayman Islands, and the requirements under the Code on Share Buy-backs issued by the Commission and the GEM Listing Rules and all applicable laws and requirements, be and is hereby generally and unconditionally approved and authorised;

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## NOTICE OF AGM

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(b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.”

(C) “**THAT** conditional upon resolutions no. 5(A) and no. 5(B) above being passed (with or without amendments), the general and unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 5(A) above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 5(B) above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By order of the Board  
**UBoT Holding Limited**  
**Tong Yuen To**  
*Chairman and Executive Director*

Hong Kong, 29 April 2026

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the AGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
3. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Completion and delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the meeting or any adjournment thereof in cases where the meeting was originally held within 12 months from such date.
6. Any voting at the Meeting or any adjournment thereof should be taken by poll.
7. The register of members of the Company will be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the AGM from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 May 2026.
8. The Board of Directors has recommended the payment of a final dividend in the form of cash in the amount of HK0.9 cents per ordinary share for the year ended 31 December 2025. In order to qualify for the final dividend, all transfer documents of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 29 May 2026.
9. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.
10. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. Tong Yuen To, Mr. Chan Kai Leung, Mr. Shek Kam Pun and Mr. Tam Ming Wa as executive Directors; Mr. Wong Tsz Lun as non-executive Director; and Mr. Chan Oi Fat, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man as independent non-executive Directors.*

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*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.*

*This notice will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of posting and the Company’s website at [www.ubot.com.hk](http://www.ubot.com.hk).*