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Horizon Robotics

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock code: 9660)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Horizon Robotics (the “**Company**”) will be held as a hybrid meeting on Tuesday, June 10, 2025 at 2:00 p.m. at Conference Hall 06, 2/F, Building 10W, 10 Science Park West Avenue, Hong Kong Science Park, Shatin, Hong Kong with an online access via the Vistra eVoting Portal for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company for the year ended December 31, 2024;
2. To re-elect Dr. Kai Yu as an executive Director;
3. To re-elect Dr. Chang Huang as an executive Director;
4. To re-elect Ms. Feiwen Tao as an executive Director;
5. To re-elect Dr. Jun Pu as an independent non-executive Director;
6. To re-elect Mr. Yingqiu Wu as an independent non-executive Director;
7. To re-elect Dr. Katherine Rong XIN as an independent non-executive Director;
8. To authorize the Board to fix the respective Directors’ remuneration;
9. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of Directors to fix its remuneration for the year ending December 31, 2025;

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited) as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
 - (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 to be held; and
 - (iii) revoked or varied by ordinary resolution of the shareholders in general meeting.”;

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued Class B Ordinary Shares and sale or transfer of Class B Ordinary Shares out of treasury that are held as treasury shares, or securities convertible into Class B Ordinary Shares, or options, warrants or similar rights to subscribe for Class B Ordinary Shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Class B Ordinary Shares allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of any subscription rights attaching to any securities which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted or the allotment and issue of Class B Ordinary Shares in lieu of the whole or part of a dividend on Class B Ordinary Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution and the said approval shall be limited accordingly) excluding any (A) Class B Ordinary Shares to be issued pursuant to (i) the exercise of share options which have been granted under the Post-IPO Share Incentive Plan (as defined below) and (ii) awards granted under the Post-IPO Share Incentive Plan (as defined below) and (B) Class B Ordinary Shares to be issued upon conversion of Class A ordinary shares in the share capital of the Company into Class B Ordinary Shares on a one to one basis;

(d) for the purposes of this resolution:

“Post-IPO Share Incentive Plan” means the share incentive plan adopted by the Company on October 8, 2024

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

- (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (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 to be held; and
- (iii) revoked or varied by ordinary resolution of the shareholders in general meeting;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange); and

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 10 and 11 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 11 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors and be sold or transferred out of treasury pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 10 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company in issue (excluding any Treasury Shares) as at the date of passing this resolution.”

AS A SPECIAL RESOLUTION

13. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution: “**THAT** the amendments to the existing memorandum and articles of association of the Company (the “**Amendments**”) set out in Appendix III to the circular of the Company dated May 19, 2025 of which this notice forms part be and are hereby approved and the fifteenth amended and restated memorandum and articles of association incorporating the Amendments (the “**New Memorandum and Articles of Association**”) (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company and any one of the Directors or company secretary of the Company be and is hereby authorized to do all such acts and things necessary to effect and record the adoption of the New Memorandum and Articles of Association.”

By order of the Board

Horizon Robotics

Dr. Kai Yu

Chairman and Executive Director

Hong Kong, May 19, 2025

As of the date of this notice, the board of directors of the Company comprises (i) Dr. Kai Yu, Dr. Chang Huang, Ms. Feiwen Tao and Dr. Liming Chen as executive directors; (ii) Mr. Liang Li, Mr. Qin Liu, Dr. André Stoffels and Dr. Juehui Zhang as non-executive directors; and (iii) Dr. Jun Pu, Mr. Yingqiu Wu, Dr. Katherine Rong XIN and Dr. Ya-Qin Zhang as independent non-executive directors.

- (a) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) The proxy form for use at the AGM is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.horizon.auto). If you are not able to attend and vote at the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjournment thereof should you so wish.
- (c) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, must be deposited at the Company's share registrar in Hong Kong (i.e. Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on Sunday, June 8, 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting at the AGM and, in such event, the form of proxy shall be deemed to be revoked.
- (d) In the case of joint holders of any share(s), only one pair of login username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
- (e) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, June 5, 2025 to Tuesday, June 10, 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Tuesday, June 10, 2025. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 4, 2025.
- (f) Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the AGM. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
- (g) References to time and dates in this Notice are to Hong Kong time and dates.