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Shentong Robot Education Group Company Limited  
神通機器人教育集團有限公司

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

**(Stock code: 8206)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Shentong Robot Education Group Company Limited (the “**Company**”) will be held at the Meeting Room, Units 2115–2116, 21/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 29 March 2018 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Heilongjiang Shentong CRC Shentong Card Payment System Contract (as defined in the circular of the Company dated 13 March 2018 (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Heilongjiang Shentong CRC Shentong Card Payment System Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the directors (the “**Director(s)**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Heilongjiang Shentong CRC Shentong Card Payment System Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

2. **“THAT:**

- (a) the Heilongjiang Shentong Customer Service Hotline Rental Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Heilongjiang Shentong Customer Service Hotline Rental Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Heilongjiang Shentong Customer Service Hotline Rental Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

3. **“THAT:**

- (a) the Heilongjiang Shentong Server Hosting Agreement (as defined in the Circular, a copy of which has been produced to this meeting marked “C” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Heilongjiang Shentong Server Hosting Agreement as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Heilongjiang Shentong Server Hosting Agreement and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

4. **“THAT:**

- (a) the China Communication Heilongjiang Bin County Branch Venue Rental Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “D” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the China Communication Heilongjiang Bin County Branch Venue Rental Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the China Communication Heilongjiang Bin County Branch Venue Rental Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

5. **“THAT:**

- (a) the Harbin China Communication Skill Training Venue Rental Agreement (as defined in the Circular, a copy of which has been produced to this meeting marked “E” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Harbin China Communication Skill Training Venue Rental Agreement as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Harbin China Communication Skill Training Venue Rental Agreement and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

6. **“THAT:**

- (a) the Heilongjiang Shentong Web Advertising Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “F” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Heilongjiang Shentong Web Advertising Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Heilongjiang Shentong Web Advertising Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

7. **“THAT:**

- (a) the Yijia Customer Service Hotline Rental Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “G” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Yijia Customer Service Hotline Rental Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Yijia Customer Service Hotline Rental Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

8. **“THAT:**

- (a) the Yijia Server Hosting Agreement (as defined in the Circular, a copy of which has been produced to this meeting marked “H” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Yijia Server Hosting Agreement as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Yijia Server Hosting Agreement and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

9. **“THAT:**

- (a) the Shentong Card Management and Sales Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “I” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Shentong Card Management and Sales Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Shentong Card Management and Sales Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

10. **“THAT:**

- (a) the Yijia Web Advertising Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “J” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Yijia Web Advertising Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Yijia Web Advertising Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby confirm, ratified and approved.”

11. **“THAT:**

- (a) the Heilongjiang Operation and Management Contract (as defined in the Circular, a copy of which has been produced to this meeting marked “K” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps for the transactions contemplated under the Heilongjiang Operation and Management Contract as stated in the Circular for each of the three years ending 31 March 2021 be and are hereby approved, confirmed and ratified; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Heilongjiang Operation and Management Contract and the transactions contemplated thereunder and to make and agree to such variations of a non-material nature to any of the terms therein as he/she/they may in his/her/their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby confirm, ratified and approved."

Yours faithfully,  
For and on behalf of the Board  
**Shentong Robot Education Group Company Limited**  
**He Chenguang**  
*Chairman*

Hong Kong, 13 March 2018

*Head Office and Principal Place of Business:*

Units 2115–2116  
21/F, China Merchants Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Registered Office:*

P.O. Box 309, Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 48 hours before the time appointed for the holding of the EGM (i.e. no later than Tuesday, 27 March 2018 at 11:00 a.m. (Hong Kong Time)) or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 23 March 2018 to Thursday, 29 March 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, for registration no later than 4:30 p.m. on Thursday, 22 March 2018 (Hong Kong Time).

4. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so presents 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.
5. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this notice, the Board comprises:*

*Mr. He Chenguang (Executive Director and Chairman)*  
*Mr. Bao Yueqing (Executive Director and Chief Executive Officer)*  
*Mr. Yip Tai Him (Independent Non-Executive Director)*  
*Ms. Han Liqun (Independent Non-Executive Director)*  
*Ms. Zhang Li (Independent Non-Executive Director)*

*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 at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at [www.srobotedu.com](http://www.srobotedu.com).*