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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)

DECISION OF THE LISTING DIVISION ON RULE 17.26 OF THE GEM LISTING RULES

This announcement is made by Shentong Robot Education Group Company Limited (the "**Company**" together with its subsidiaries, the "**Group**") pursuant to Rule 17.10 of the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Company has received a letter (the "**Letter**") dated 23 May 2025 from the Stock Exchange notifying the Company that the Listing Division of the Stock Exchange has decided that the Company has failed to maintain a sufficient level of operations and assets of a sufficient value to support its operation to warrant the continued listing of its shares under Rule 17.26 of the GEM Listing Rules, and that trading in the Company's shares shall be suspended Rule 9.04(3) of the GEM Listing Rules (the "**Decision**").

The Letter states that in arriving at the Decision, the Stock Exchange has considered the following:

On operation

The Company has been operating the robotics training and competition business (the "**Robotics Business**") as its principal segment since the year ended 31 March 2020 and its scale has been deteriorating since the year ended 31 March 2021 ("**FY2021**"). As explained below, the Stock Exchange is concerned about the substance, viability and sustainability of the Robotics Business:

(i) the Robotics Business has been operating at a low level of activities. It recorded minimal revenue of around HK$4.7 to HK$16.6 million between FY2021 to the year ended 31 March 2024, which is not temporary in nature. Since FY2021, there has been a decline in demand for the courses and competitions of the Robotics Business as evidenced by the fact that the number of enrolled training hours, competitions held and partnering schools have all declined to minimal level;

(ii) the Robotics Business does not appear to be sustainable as it has recorded consecutive net losses for the past five financial years. This concern is further exacerbated as the Company has been relying on China Communication Group Co., Ltd and its subsidiaries' support to maintain its working capital and operations but is still unable to generate sufficient revenue to cover its corporate expenses; and

(iii) the previous plans implemented by the Company did not substantially improve the operating scale and financial performance of the Robotics Business even after the end of COVID-19 pandemic. While the Company provided various new plans (the "**New Plans**") to assert its compliance with Rule 17.26 of the GEM Listing Rules, these plans only commence in 2025 with limited/no historical track record. Further, the Company neither demonstrated the New Plans are credible nor provided basis (e.g. student enrolments and customer demand) to substantiate its revenue forecasts. In any event, the New Plans do not appear to improve significantly the operating scale of the Robotics Business given the minimal forecasted revenue or insignificant size to the Company. The Company has not provided other concrete and credible plan to improve the Robotics Business.

Overall, the Stock Exchange considers the Robotics Business has no substance and is not viable and sustainable as it appears that this business will continue to be of minimal scale of operations in coming years and the downturn is not temporary in nature.

On Asset

The Company recorded net liabilities based on its latest financial information. Coupled with matters set out above, the Company does not appear to have sufficient assets to support the operation of a viable and sustainable business. The Stock Exchange is not satisfied that the Company has sufficient assets to meet Rule 17.26 of the GEM Listing Rules.

Pursuant to the Letter, in view of the Decision, the Company must re-comply with Rule 17.26 of the GEM Listing Rules, fulfil any resumption guidance that may be set by the Stock Exchange and is in full compliance with the GEM Listing Rules to the Stock Exchange's satisfaction before trading in the Company's shares is allowed to resume. Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of the Company's shares if trading remains suspended for a continuous period of 12 months.

Pursuant to Chapter 4 of the GEM Listing Rules, the Company has the right to have the Decision referred to the GEM Listing Committee of the Stock Exchange (the "**GEM Listing Committee**") for review within seven business days of receipt of the Decision (i.e. on or before 3 June 2025). Trading in the Company's shares will be suspended on 4 June 2025 (i.e. after the expiry of seven business days from the date of the Decision) unless the Company applies for a review of the Decision in accordance with its rights under Chapter 4 of the GEM Listing Rules. The Company is in the process of seeking advice from its professional adviser and will actively consider to make a request for the Decision to be referred to the GEM Listing Committee for review. Pending the decision as to whether or not to request for a review of the Decision, trading in the shares of the Company will continue.

Shareholders and potential investors are reminded that the Company has yet to make a decision as to whether or not to request for a review of the Decision and the outcome of such review by the GEM Listing Committee, if undertaken, is uncertain.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implication of the Decision are advised to obtain appropriate professional advice.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

By Order of the Board
Shentong Robot Education Group Company Limited
He Chenguang
Chairman

Hong Kong, 23 May 2025

As at the date of this announcement, the executive Directors are Mr. He Chenguang and Mr. Bao Yueqing and the independent non-executive Directors are Mr. Yip Tai Him, Ms. Han Liqun and Ms. Chen Lei.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain at www.hkexnews.hk on the "Latest Company Announcements" page of the Stock Exchange's website for at least 7 days from the date of its posting and on the website of the Group at www.srobotedu.com.