THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Shentong Robot Education Group Company 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.

This circular, for which the directors of the Company (the "**Directors**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

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)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at the Meeting Room, Unit 3006, 30th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 25 July 2025 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 11:00 a.m. (Hong Kong time) on Wednesday, 23 July 2025) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the "Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Group at www.SRobotEdu.com.

27 June 2025

CHARACTERISTICS OF GEM

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 that 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

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

"2025 Annual Report"	the annual report of the Company for the year ended 31 March 2025
"AGM"	the annual general meeting of the Company to be convened and held at the Meeting Room, Unit 3006, 30th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 25 July 2025 at 11:00 a.m., notice of which is set out on pages 15 to 19 of this circular
"Articles of Association"	the articles of association of the Company, as amended from time to time, and "Article" shall mean an article of the Articles of Association
"Board"	the board of the Directors
"Company"	Shentong Robot Education Group Company Limited 神通機器人教育集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM (stock code: 8206)
"core connected person(s)"	has the same meaning as defined in the GEM Listing Rules
"Director(s)"	the director(s) of the Company, from time to time
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of granting of the Issue Mandate
"Latest Practicable Date"	20 June 2025, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
"Memorandum of Association"	the memorandum of association of the Company, as amended from time to time

"PRC"	the People's Republic of China
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of granting of the Repurchase Mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each of the Company, or, if there has been a sub-division, consolidation, reclassification or re-construction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company of such other nominal amount as shall result from any such sub-division, consolidation, reclassification or re-construction
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"treasury shares"	shall have the meaning ascribed to it under the GEM Listing Rules which came into effect on 11 June 2024
"%"	per cent.

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)

Executive Directors:
Mr. He Chenguang *(Chairman)*
Mr. Bao Yueqing *(Chief executive officer)*

Independent non-executive Directors:
Mr. Yip Tai Him
Ms. Han Liqun
Ms. Chen Lei

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit 3006, 30/F.
West Tower Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

27 June 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to seek Shareholders approval for, among other things,

a. the granting of the Issue Mandate and the Repurchase Mandate to the Directors; and

b. the re-election of the Directors.

This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the AGM is also set out in this circular and a form of proxy is included for your further action.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 26 July 2024, ordinary resolutions were passed by the Shareholders granting the general mandates to the Directors to issue and repurchase Shares. The refreshed general mandates will lapse at (i) the conclusion of the AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum of Association and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. Resolutions will therefore be proposed at the AGM to renew these general mandates.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Issue Mandate to the Directors to exercise the power of the Company, to allot, issue and otherwise deal with additional Shares and/or resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) of not exceeding 20% of the aggregate number of issued Shares (excluding treasury shares) as at the date of passing the resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the Company has 1,895,697,017 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM and the Company does not have any treasury shares, the Company would be allowed under the Issue Mandate to allot, issue and deal with and/or to resell or transfer (if permitted under the GEM Listing Rules), a maximum of 379,139,403 Shares and/or treasury shares.

As at the Latest Practicable Date, the current general mandates to issue and repurchase Shares have not been utilised by the Company.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed up to 10% of the aggregate number of issued Shares (excluding treasury shares) as at the date of passing the resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first. The GEM Listing Rules contain a provision to regulate the repurchase by companies with a primary listing on GEM of their own shares. In accordance with Rule 13.08 of the GEM Listing Rules, this circular contains an explanatory statement as set out in Appendix I to provide the Shareholders with the requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate. For the purpose of this circular, the term "Shares" shall have the meaning ascribed thereto under the Takeovers Code which means Share of all classes and securities which carry a right to subscribe to purchase Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM and the Company does not have any treasury shares, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 189,569,701 Shares.

An ordinary resolution will also be proposed at the AGM in relation to the extension of the general mandate to be granted to the Directors to allot, issue, and otherwise deal with additional Shares and/or resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) under the Issue Mandate by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Issue Mandate or the Repurchase Mandate for issuing and repurchasing the Shares respectively.

The full text of these resolutions are set out as ordinary resolutions numbers 4 to 6 in the notice of AGM on pages 15 to 19 of this circular.

PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises two executive Directors, namely, Mr. He Chenguang and Mr. Bao Yueqing, and three independent non-executive Directors, namely, Mr. Yip Tai Him, Ms. Han Liqun and Ms. Chen Lei.

According to Article 108, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with Article 108, Mr. Bao Yueqing and Mr. Yip Tai Him ("**Mr. Yip**") shall retire from office by rotation at the AGM. Being eligible, Mr. Bao Yueqing will offer himself for election as an executive Director and Mr. Yip will offer himself for re-election as an independent non-executive Director.

Besides, according to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the GEM Listing Rules, if an independent non-executive director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by Shareholders.

Mr. Yip has been appointed as an independent non-executive Director for more than nine years. The Company has received from Mr. Yip a confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Taking into consideration that (1) Mr. Yip has not engaged in any executive management of the Group; and (2) his independent scope of work in the past years, the nomination committee of the Company and the Board consider Mr. Yip (1) remained and will remain independent as required under the GEM Listing Rules; (2) is able to exercise his independent judgment despite his long service; and (3) will continue to bring valuable, experience, knowledge, professionalism, diversity and stability to the Board for its efficient and effective functioning, In addition, given that Mr. Yip is the only independent non-executive Director with accounting and auditing related expertise, the Board believes that his re-election is in the best interests of the Company and its Shareholders as a whole. Thus, the Board is satisfied that Mr. Yip has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and believes that Mr. Yip's continued tenure brings stability to the Board.

Accordingly, at the AGM, ordinary resolutions will be proposed to re-elect (1) Mr. Bao Yueqing as an executive Director; and (2) Mr. Yip Tai Him as an independent non-executive Director.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above two retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM & CLOSURE OF REGISTER OF MEMBERS

A notice convening the AGM to be held at the Meeting Room, Unit 3006, 30th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 25 July 2025 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

A copy of the 2025 Annual Report including, among other things, copies of the report of the Directors, the report of the Auditors and the audited and consolidated financial statements of the Company for the year ended 31 March 2025, are dispatched to the Shareholders together with this circular.

In order to ascertain the entitlements to attend the AGM, the register of members of the Company will be closed from Tuesday, 22 July 2025 to Friday, 25 July 2025 (both dates inclusive) during which period no transfer of Shares will be registered. 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 Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Monday, 21 July 2025.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Hong Kong branch 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM, (i.e. no later than 11:00 a.m. (Hong Kong time) on Wednesday, 23 July 2025) or any adjourned meeting (as the case may be). The 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.

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM are all in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of all of these resolutions to be proposed at the AGM.

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

This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information under Rule 13.08 of 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 such ordinary resolution.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a core connected person (as defined in the GEM Listing Rules), that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted and exercised.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 1,895,697,017 Shares.

Subject to the passing of resolution no. 5 as set out in the notice of AGM to this circular (the "**Resolution**") approving the Repurchase Mandate, and on the basis that no Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing of the Resolution and the Company does not have any treasury shares, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 189,569,701 Shares (representing 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the Resolution).

3. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Repurchases of Shares under the Repurchase Mandate will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or earnings per Share.

4. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the memorandum of association of the Company and Articles of Association and the applicable laws of the Cayman Islands. Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purposes of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the Company's share premium account before or at the time the shares are repurchased. The Company may not purchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements contained in the 2025 Annual Report) in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an 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.

6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate is to be exercised, to sell any Shares to the Group.

7. DIRECTORS' CONFIRMATION

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

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase, if any, has any unusual features.

As at the Latest Practicable Date, the Company has no intention to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares but the Company may cancel any shares it repurchased and/or hold them as treasury shares subject to, market conditions and its capital management needs at the relevant time of the repurchases.

To the extent that any treasury shares are deposited with The Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its licensed securities dealers not to) give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would 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.

8. SHARE PRICES

The highest and lowest closing prices at which the Shares have traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
June	0.018	0.015
July	0.018	0.015
August	0.036	0.015
September	0.039	0.024
October	0.058	0.033
November	0.043	0.033
December	0.075	0.045
2025		
January	0.069	0.052
February	0.097	0.053
March	0.194	0.083
April	0.129	0.090
May	0.120	0.082
June (up to the Latest Practicable Date)	0.086	0.073

9. CONSEQUENCES UNDER THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders had interests representing 5% or more of the then issued share capital of the Company, and if the Repurchase Mandate were exercised in full, their shareholding percentage (based on the number of Shares they held as at the Latest Practicable Date and assuming the Company does not have any treasury shares) before and after such repurchase would be as follows:

Substantial Shareholders	**Number of Shares interested in**	**Approximate percentage of existing shareholding**	**Approximate percentage of shareholding if the Repurchase Mandate is fully exercised**
China Communication Investment Ltd. ("**CCI**") *(Note 1)*	542,042,000	28.59%	31.77%
神州通信集團有限公司 (China Communication Group Co., Ltd.#) ("**CCC**") *(Note 1)*	542,042,000	28.59%	31.77%
Yang Shao Hui	191,041,256	10.08%	11.20%
Cao Bingsheng	120,000,000	6.33%	7.03%
Liang Haiqi	120,000,000	6.33%	7.03%
Friendly Capital Limited *(Note 2)*	109,900,000	5.80%	6.44%
Li Dongfang *(Note 2)*	109,900,000	5.80%	6.44%

Notes:

1. CCC is deemed to be a substantial Shareholder by virtue of Part XV of the SFO as CCI is a wholly-owned subsidiary of CCC.

2. Ms. Li Dongfang is deemed to be a substantial Shareholder by virtue of Part XV of the SFO as Friendly Capital Limited is wholly owned by Ms. Li Dongfang.

\# *The English Translation of the name is for identification purpose only*

The total interests of the substantial Shareholders would be increased to about the respective percentages shown in the last column in the above table. As at the Latest Practicable Date, CCI was holding 542,042,000 Shares, representing approximately 28.59% of the entire issued share capital of the Company. Based on such shareholding and assuming that such shareholding and the issued share capital of the Company remain unchanged, and resolution numbered 5 set out in the AGM notice is duly passed and that the Repurchase Mandate is exercised in full, the attributable shareholdings of CCI in the Company would be increased to approximately 31.77% of the entire issued share capital of the Company, thus CCI would be required to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would require CCI to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made by the Company under the Repurchase Mandate, if approved at the AGM.

The Company will not repurchase Shares to the extent which would result in the percentage of the Shares held by the public Shareholders being reduced to less than 25% of the issued share capital of the Company.

10. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:

1. Mr. Bao Yueqing ("Mr. Bao"), aged 56, an executive Director

Mr. Bao joined the Group in April 2010 as an executive Director until 30 June 2011 and subsequently as a general manager of the Company in May 2012 and was appointed as an executive Director again and the chief executive officer of the Group in January 2014. He is responsible for the daily operation of the Group and formulating and implementation of the Company's business strategies. Mr. Bao holds a bachelor's degree of economics management from Heilongjiang University and has extensive experience in management of major enterprises, in particular, management, operation and strategic development of telecommunication industry in the PRC.

Mr. Bao has entered into a service contract for an initial term of three years with the Company. His employment under the service contract shall be continuous until 31 January 2026 subject to termination by either party to the contract serving written notice to the other to terminate such employment to take effect three months from the date of service of such notice. Mr. Bao is entitled to a monthly remuneration of HK$81,500, which is subject to annual review and a double pay which equals to one-twelfth of annual remuneration, as may from time to time be determined by the Board with reference to the Company's performance. In addition, Mr. Bao is entitled to a discretionary bonus payable of such amount as the Board may determine provided that the total amount of bonus payable to all executive Directors for any financial year of the Company shall not exceed 10% of the consolidated net profit of the Group (after taxation and minority interests but before extraordinary items) as shown in its corresponding consolidated audited accounts for such year. The Director's emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Bao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Bao is interested in 2,844,000 Shares, representing approximately 0.15% of the total issued share capital of the Company. Save as disclosed, Mr. Bao did not, and was not deemed to, have any other interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Bao did not hold any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, any other position with the Company and other members of the Group nor hold any other major appointments and professional qualifications.

Save as disclosed herein, there is no information relating to Mr. Bao that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

2. Mr. Yip Tai Him ("Mr. Yip"), aged 55, an independent non-executive Director

Mr. Yip joined the Group in October 2002. He is currently the chairman of each of the audit committee and remuneration committee and member of the nomination committee of the Company. He is responsible for reviewing the Company's annual report and accounts, half yearly reports and quarterly reports and to provide advices and comments thereon to the Board.

Mr. Yip is a practising accountant in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the institute of Chartered Accountants in England and Wales. He has approximately 30 years of experience in accounting, auditing and financial management. Mr. Yip is currently an independent non-executive director of GCL Technology Holdings Limited, Redco Properties Group Limited, Zhongchang International Holdings Group Limited and Dongguan Rural Commercial Bank Co., Ltd. (the "**Bank**") (all of which are listed on the Stock Exchange). Mr. Yip submitted his resignation to the board of directors of the Bank on 21 March 2025 to resign from, among other things, the position of the independent non-executive director of the Bank due to his term of office reaching the prescribed limit. However, in accordance with the relevant laws and regulations, and the provisions of the articles of association of the Bank, Mr. Yip will continue to perform his duties until the date when the qualification of the newly appointed independent non-executive director of the Bank is approved. For details, please refer to the announcement of the Bank dated 21 March 2025.

Mr. Yip has entered into a letter of appointment with the Company. The term of Mr. Yip's appointment is one year which can be terminated by one month's prior notice in writing served by either party. Mr. Yip's emoluments, which are determined based on the estimated time to be spent by him on the Company's matters, is HK$100,000 per annum. His emoluments are determined by reference to the Company's performance, the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Yip does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Yip did not, and was not deemed to, have any other interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Yip did not hold any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, any other position with the Company and other members of the Group nor hold any other major appointments and professional qualifications.

Save as disclosed herein, there is no information relating to Mr. Yip that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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 IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Shentong Robot Education Group Company Limited (the "**Company**") will be held at the Meeting Room, Unit 3006, 30th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 25 July 2025 at 11:00 a.m. for considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Director(s)**") and the auditors of the Company for the year ended 31 March 2025;

2. (a) to re-elect Mr. Bao Yueqing as an executive Director;

   (b) to re-elect Mr. Yip Tai Him as an independent non-executive Director; and

   (c) to authorise the board of Directors to fix the Directors' remuneration.

3. to re-appoint RSM Hong Kong as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

4. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

   "**THAT:**

   (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK$0.01 each (the "**Shares**") in the share capital of the Company, and/or to resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors together with the treasury shares of the Company to be resold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise then pursuant to (i) a Right Issue (as defined below); or (ii) the grant or exercise of any options under the existing and the new share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the "**Articles of Association**") of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (i) 20% of the aggregate number of issued Shares (excluding treasury shares) as at the date of this resolution; and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued Shares (excluding treasury shares) on the date of the AGM), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving right to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 recognised regulatory body or any stock exchange outside Hong Kong)."

5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares 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 "**Securities and Futures Commission**"), and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any such other stock exchange from time to time and all applicable laws and regulations in this regards, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

"**THAT** conditional upon resolution nos. 4 and 5 above being duly passed in the AGM, the aggregate number of issued Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5 above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and/or treasury shares that may be resold or transferred by the Directors pursuant to resolution no. 4 above."

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

Hong Kong, 27 June 2025

Head Office and Principal Place of Business:
Unit 3006, 30th Floor, West 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 AGM shall be entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to vote on his/her/its behalf at the above meeting. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has duly been certified) to the Hong Kong branch 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. no later than Wednesday, 23 July 2025 at 11:00 a.m. (Hong Kong time)) or any adjourned meeting (as the case may be).

3. The register of members of the Company will be closed from Tuesday, 22 July 2025 to Friday, 25 July 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 21 July 2025.

4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.

5. In relation to proposed resolution no. 2 above, Mr. Bao Yueqing and Mr. Yip Tai Him will retire by rotation and, being eligible, offer each of themselves for re-election at the AGM pursuant to the articles of association of the Company. Further details of them are set out in Appendix II to the AGM circular of the Company.

6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares and/or resell or transfer of treasury shares of the Company (if permitted under the GEM Listing Rules) under the GEM Listing Rules. The Directors have no immediate plans to issue new Shares other than the Shares which may fall to be issued under the existing share option scheme of the Company or any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of whole or part of a dividend which may be approved by shareholders of the Company.

7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.

8. The above resolutions will be put to vote at the AGM by way of poll.

9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.SRobotEdu.com) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

10. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.