



# 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)



THIRD  
QUARTERLY  
REPORT  
2019/20

# Characteristics of the GEM of the Stock Exchange of Hong Kong Limited (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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

**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.**

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*This report, for which the directors (the “Directors”) of Shentong Robot Education Group Company Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this report misleading.*



# Highlights

- Revenue of the Group for the nine months ended 31 December 2019 was approximately HK\$107,164,000.
- Profit attributable to owners of the Company was approximately HK\$2,851,000 for the nine months ended 31 December 2019.
- Earnings per share for the nine months ended 31 December 2019 was approximately HK0.15 cent.
- Impairment loss on property, plant and equipment, right-of-use assets and goodwill were approximately HK\$323,000, HK\$2,154,000 and HK\$23,721,000 respectively (the "Impairment Losses").
- Adjusted profit attributable to owners of the Company before the Impairment Losses was approximately HK\$29,049,000.
- The board of the Directors (the "Board") does not recommend the payment of a dividend for the nine months ended 31 December 2019.

The Directors hereby present the unaudited consolidated results of the Company together with its subsidiaries (collectively the "Group") for the nine months ended 31 December 2019.

## FINANCIAL PERFORMANCE

The Group's revenue was mainly attributable to the provision of robotics education and other business in the People's Republic of China (the "PRC"), including robotics competitions and promotion and management services of "Shentong Card". The Group recorded consolidated revenue of approximately HK\$107,164,000 for the nine months ended 31 December 2019, representing a decrease of approximately 21.2% as compared to approximately HK\$135,937,000 for the nine months ended 31 December 2018.

The Group made a profit attributable to owners of the Company of approximately HK\$2,851,000 for the nine months ended 31 December 2019, representing a decrease of approximately 94.2% as compared to approximately HK\$49,155,000 for the nine months ended 31 December 2018. The decrease was mainly due to the decrease in revenue and the Impairment Losses. Adjusted profit attributable to owners of the Company before the Impairment Losses was approximately HK\$29,049,000.

## BUSINESS REVIEW

The Ministry of Education incorporated robotics education into one of the eight major national school sports leagues and approved the establishment of the National School Sports Robot League (“NSSRL”) (全國學校體育機器人聯盟) to deploy robotics-related work with the commencement of robot sports nationwide. On the other hand, robot sports in the PRC has been recognised as one of the 108 national social sports programmes by the General Administration of Sport of China.

The Group provides robotics-related education and training, and hosts robot sports competition in Heilongjiang province (collectively, the “Robotics Education Business”). For the nine months ended 31 December 2019, revenue from the Robotics Education Business was approximately HK\$98,455,000, representing a decrease of approximately 17.5% as compared to approximately HK\$119,363,000 for the nine months ended 31 December 2018. Revenue from promotion and management services of “Shentong Card” was approximately HK\$8,709,000, representing a decrease of approximately 47.5% as compared to approximately HK\$16,574,000 for the nine months ended 31 December 2018.

In November 2019, the “2019 Autumn National Robotics Skills Certification Examination (2019年秋季全國機器人技能等級資格認證考試)” organised by the Certification Examination Centre under the Robot Working Committee of the NSSRL was held in Beijing, Shanghai, Heilongjiang, Jiangsu and other regions respectively to assess the robotic knowledge and skills of the candidates. Examination venues were set in prefecture-level cities in Heilongjiang Province such as Harbin, Daqing, Qiqihar, Mudanjiang, Hegang, attracting more than 2,000 candidates to participate in the examination. The number of candidates and the level of examinations in Harbin city have reached record highs. The examination successfully established a professional and standardised ranking system for the Robotics Education Business, which is of great significance to effectively improve the robotic skills of the candidates.

With the increasing emphasis on robotics education in Heilongjiang Province, the Group will make great effort to explore the development opportunities of the robotics education-related business, helping to promote the Group’s Robotics Education Business into the campus.

# English name is for identification purpose only

# Condensed Consolidated Statement of Profit or Loss

FOR THE NINE MONTHS ENDED 31 DECEMBER 2019

	Note	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
		2019 HK\$'000	2018 HK\$'000 (Restated)	2019 HK\$'000	2018 HK\$'000 (Restated)
<b>Revenue</b>	4	<b>33,246</b>	50,149	<b>107,164</b>	135,937
Cost of service		<b>(10,826)</b>	(11,882)	<b>(36,353)</b>	(36,853)
<b>Gross profit</b>		<b>22,420</b>	38,267	<b>70,811</b>	99,084
Investment and other income	5	<b>203</b>	119	<b>662</b>	1,074
Other gains and losses	6	<b>(207)</b>	(45)	<b>(24,247)</b>	2,467
Impairment allowance on expected credit losses		–	–	<b>(168)</b>	(6)
Selling and distribution expenses		<b>(2,049)</b>	(4,194)	<b>(8,928)</b>	(12,440)
Administrative expenses		<b>(6,571)</b>	(6,235)	<b>(18,427)</b>	(17,790)
Other expenses		–	(39)	–	(97)
<b>Profit from operations</b>		<b>13,796</b>	27,873	<b>19,703</b>	72,292
Finance costs	7	<b>(595)</b>	(477)	<b>(1,826)</b>	(1,419)
<b>Profit before tax</b>		<b>13,201</b>	27,396	<b>17,877</b>	70,873
Income tax expense	8	<b>(4,484)</b>	(7,935)	<b>(15,026)</b>	(21,718)
<b>Profit for the period attributable to owners of the Company</b>	9	<b>8,717</b>	19,461	<b>2,851</b>	49,155
		<b>HK cents</b>	HK cents	<b>HK cents</b>	HK cents
<b>Earnings per share</b>	11				
Basic (HK cents per share)		<b>0.46</b>	1.03	<b>0.15</b>	2.59
Diluted (HK cents per share)		<b>N/A</b>	N/A	<b>N/A</b>	N/A

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE NINE MONTHS ENDED 31 DECEMBER 2019

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
<b>Profit for the period</b>	<b>8,717</b>	19,461	<b>2,851</b>	49,155
<b>Other comprehensive income, net of tax:</b> <i>Item that may be reclassified to profit or loss:</i>				
Exchange differences on translating foreign operations	<b>8,340</b>	177	<b>(23,171)</b>	(46,066)
<b>Total comprehensive income for the period attributable to owners of the Company</b>	<b>17,057</b>	19,638	<b>(20,320)</b>	3,089

# Condensed Consolidated Statement Of Changes in Equity

FOR THE NINE MONTHS ENDED 31 DECEMBER 2019

	Unaudited							Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Foreign currency translation reserve HK\$'000	Statutory reserve HK\$'000	Share-based payment reserve HK\$'000	Accumulated losses HK\$'000	
At 1 April 2018 (audited)	18,957	1,354,838	8,320	27,589	625	3,280	(1,139,432)	274,177
Adjustments on initial application of — HKFRS 9	-	-	-	-	-	-	(123)	(123)
Restated balance at 1 April 2018	18,957	1,354,838	8,320	27,589	625	3,280	(1,139,555)	274,054
Total comprehensive income for the period	-	-	-	(46,066)	-	-	49,155	3,089
Changes in equity for the period	-	-	-	(46,066)	-	-	49,155	3,089
At 31 December 2018	18,957	1,354,838	8,320	(18,477)	625	3,280	(1,090,400)	277,143
At 1 April 2019 (audited)	<b>18,957</b>	<b>1,354,838</b>	<b>8,320</b>	<b>(5,596)</b>	<b>625</b>	<b>1,483</b>	<b>(1,078,926)</b>	<b>299,701</b>
Lapsed of share options	-	-	-	-	-	(1,483)	1,483	-
Total comprehensive income for the period	-	-	-	(23,171)	-	-	2,851	(20,320)
Changes in equity for the period	-	-	-	(23,171)	-	(1,483)	4,334	(20,320)
At 31 December 2019	<b>18,957</b>	<b>1,354,838</b>	<b>8,320</b>	<b>(28,767)</b>	<b>625</b>	<b>-</b>	<b>(1,074,592)</b>	<b>279,381</b>

# Notes to the Quarterly Financial Information

FOR THE NINE MONTHS ENDED 31 DECEMBER 2019

## 1. GENERAL

The Company was incorporated as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business in Hong Kong is Units 2115–2116, 21/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

## 2. BASIS OF PREPARATION

The unaudited quarterly financial information ("Financial Information") has been prepared by the directors of the Company (the "Directors") in accordance with the applicable disclosure requirements of Chapter 18 of the GEM listing Rules of the Stock Exchange.

The amounts included in the Financial Information have been computed in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") applicable to the interim periods. However, it does not contain sufficient information to constitute an interim financial report as defined in HKFRSs.

The accounting policies and methods of computation used in the preparation of the Financial Information are consistent with those used in the annual financial statement for the year ended 31 March 2019 except for the adoption of the standards, amendments and interpretation issued by the HKICPA for the annual period beginning on 1 April 2019.

The Group had net current liabilities of approximately HK\$24,133,000 as at 31 December 2019. This condition indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.



Nevertheless, the Directors had adopted the going concern basis in the preparation of this Financial Information of the Group based on the following:

- (a) The Group's contract liabilities as at 31 December 2019 amounted to HK\$50,723,000 was deferred income in nature and would not require settlement in form of bank and cash balances.
- (b) On 1 November 2019, the Group agreed with China Communication Investment Limited ("CCI"), a substantial shareholder of the Company, to postpone the repayment date to 15 November 2020 for an amount of HK\$95,100,000 due to CCI.
- (c) On 31 March 2019, the Group agreed with CCI to postpone the maturity date of the promissory note to 30 June 2020 and the directors expect that the repayment date will be further postponed successfully.
- (d) The Directors have obtained the confirmation from 神州通信集團有限公司 (China Communication Group Co., Ltd.\*) ("CCC"), the holding company of CCI and regarded as the substantial shareholder of the Company, that CCC will continue to provide adequate funds for the Group to meet its present and future financial obligations as they fall due, and to cause CCI to postpone the repayment dates of any present and future liabilities due to CCI by the Group when necessary.

Having regard to the financial support of CCC and CCI, at a level sufficient to finance the working capital requirements of the Group, the directors are therefore of the opinion that it is appropriate to prepare this Financial Information on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the Financial Information to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

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### 3. **ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS**

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The Group has initially adopted HKFRS 16 Leases from 1 April 2019. A number of other new standards are effective from 1 April 2019 but they do not have a material effect on the Group’s consolidated financial statements.

#### **HKFRS 16 Leases**

HKFRS 16 supersedes HKAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases — Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. HKFRS 16 introduced a single, on-balance sheet accounting model for lessees. As a result, the Group, as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments.

The Group has applied HKFRS 16 using the modified retrospective approach. Accordingly, the comparative information presented for 2018 has not been restated — i.e. it is presented, as previously reported, under HKAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below.

#### *(a) Definition of a lease*

Previously, the Group determined at contract inception whether an arrangement was or contained a lease under IFRIC 4 *Determining Whether an Arrangement contains a Lease*. The Group now assesses whether a contract is or contains a lease based on the new definition of a lease. Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to HKFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied HKFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under HKAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which it is a lessee, the Group has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(b) *As a lessee*

The Group leases its office premises and teaching venues.

As a lessee, the Group previously classified leases as operating leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under HKFRS 16, the Group recognises right-of-use assets and lease liabilities for most leases.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

Previously, the Group classified property leases as operating leases under HKAS 17. These include office premises and teaching venues. The leases typically run for a period of 3 to 5 years.

At transition, for leases classified as operating leases under HKAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 April 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Group used the following practical expedients when applying HKFRS 16 to leases previously classified as operating leases under HKAS 17.

- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

(c) *Impacts for the period*

As a result of initially applying HKFRS 16, in relation to the leases that were previously classified as operating leases, the Group has recognised depreciation and finance costs, instead of operating lease expense. During the three months and nine months periods ended 31 December 2019, the Group recognised HK\$1,866,000 and HK\$5,642,000 of depreciation charges and HK\$118,000 and HK\$406,000 of finance costs from these leases.

## 4. REVENUE

### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major services line for the period is as follows:

#### Revenue from contracts with customers within the scope of HKFRS 15

For the three months ended

31 December (Unaudited)

Reportable Segments	2019			2018 (restated)		
	Promotion and Management Services HK\$'000	Robotics Education and Others HK\$'000	Total HK\$'000	Promotion and Management Services HK\$'000	Robotics Education and Others HK\$'000	Total HK\$'000
<b>Types of service</b>						
Promotion and Management Services						
— Designated Shentong Cards	1,441	—	1,441	5,336	—	5,336
Robotics Education and Others						
— Robotics course	—	30,129	30,129	—	39,062	39,062
— Rental of training equipment	—	401	401	—	1,144	1,144
— Competition admission	—	1,275	1,275	—	1,342	1,342
— Voting service of robotics events	—	—	—	—	3,265	3,265
	—	31,805	31,805	—	44,813	44,813
<b>Total</b>	<b>1,441</b>	<b>31,805</b>	<b>33,246</b>	<b>5,336</b>	<b>44,813</b>	<b>50,149</b>
<b>Geographical market</b>						
Mainland China	1,441	31,805	33,246	5,336	44,813	50,149
<b>Time of revenue recognition</b>						
At a point in time	—	1,275	1,275	—	4,607	4,607
Over time	1,441	30,530	31,971	5,336	40,206	45,542
	1,441	31,805	33,246	5,336	44,813	50,149

For the nine months ended  
31 December (Unaudited)

Reportable Segments	2019			2018 (restated)		
	Promotion and Management Services HK\$'000	Robotics Education and Others HK\$'000	Total HK\$'000	Promotion and Management Services HK\$'000	Robotics Education and Others HK\$'000	Total HK\$'000
<b>Types of service</b>						
Promotion and Management Services						
— Designated Shentong Cards	8,709	—	8,709	16,574	—	16,574
<b>Robotics Education and Others</b>						
— Robotics course	—	93,192	93,192	—	107,398	107,398
— Rental of training equipment	—	1,528	1,528	—	3,679	3,679
— Competition admission	—	3,735	3,735	—	4,517	4,517
— Voting service of robotics events	—	—	—	—	3,769	3,769
	—	98,455	98,455	—	119,363	119,363
<b>Total</b>	<b>8,709</b>	<b>98,455</b>	<b>107,164</b>	<b>16,574</b>	<b>119,363</b>	<b>135,937</b>
<b>Geographical market</b>						
Mainland China	8,709	98,455	107,164	16,574	119,363	135,937
<b>Time of revenue recognition</b>						
At a point in time	—	3,735	3,735	—	8,286	8,286
Over time	8,709	94,720	103,429	16,574	111,077	127,651
	8,709	98,455	107,164	16,574	119,363	135,937

## 5. INVESTMENT AND OTHER INCOME

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000 (Restated)	2019 HK\$'000	2018 HK\$'000 (Restated)
Interest income	185	119	494	329
Other income	18	–	168	226
Sponsorship income	–	–	–	519
	203	119	662	1,074

## 6. OTHER GAINS AND LOSSES

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000 (Restated)	2019 HK\$'000	2018 HK\$'000 (Restated)
Exchange (loss)/gain	(207)	(45)	1,951	2,467
Impairment loss on property, plant and equipment	–	–	(323)	–
Impairment loss on right-of-use assets	–	–	(2,154)	–
Impairment loss on goodwill	–	–	(23,721)	–
	(207)	(45)	(24,247)	2,467

## 7. FINANCE COSTS

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Interest on promissory note payable to CCI	477	477	1,420	1,419
Interest on lease liabilities	118	–	406	–
	<b>595</b>	477	<b>1,826</b>	1,419

## 8. INCOME TAX EXPENSE

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Current tax				
— Provision for the period	4,528	7,979	15,159	21,856
Deferred tax	(44)	(44)	(133)	(138)
	<b>4,484</b>	7,935	<b>15,026</b>	21,718

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the three-month and nine-month periods ended 31 December 2019 and 2018.

Tax charge on estimated assessable profits in the PRC has been calculated at prevailing tax rate of 25% (2018: 25%).



## 9. PROFIT FOR THE PERIOD

The Group's profit for the period is stated after charging the following:

	Unaudited For the three months ended 31 December		Unaudited For the nine months ended 31 December	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Amortisation in intangible assets				
— Include in cost of services	174	178	530	553
Depreciation	1,664	1,927	5,588	5,080
Depreciation of right-of-use assets	1,866	—	5,642	—
Directors' emoluments	951	952	2,865	2,866
Legal and professional fee	441	75	625	247
Operating leases expenses in respect of short term lease	51	—	343	—
Minimum lease payment paid under operating lease in respect of rental premises	—	1,900	—	5,863
Impairment loss on property, plant and equipment	—	—	323	—
Impairment loss on right-of-use assets	—	—	2,154	—
Impairment loss on goodwill	—	—	23,721	—
Employee benefits expense including directors' emoluments				
— Salaries, bonus and allowances	4,428	5,189	14,848	15,690
— Retirement benefits scheme contributions	351	545	1,123	1,189
	4,779	5,734	15,971	16,879

## 10. DIVIDENDS

No dividends have been paid or proposed during the three months and nine months ended 31 December 2019, nor has any dividend been proposed since the end of reporting period (three months and nine months ended 31 December 2018: HK\$Nil).

## 11. EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share of the Company for the three months and nine months ended 31 December 2019 is based on the profit for the period attributable to owners of the Company of approximately HK\$8,717,000 (three months ended 31 December 2018: HK\$19,461,000) and HK\$2,851,000 (nine months ended 31 December 2018: HK\$49,155,000) respectively and the weighted average number of ordinary shares of 1,895,697,017 in issue during all periods.

### (b) Diluted earnings per share

No diluted earnings per share was presented as the Company did not have any dilutive potential ordinary shares for the three months and nine months ended 31 December 2019 and 31 December 2018.

## 12. COMPARATIVE FIGURES

Certain comparative figures have been restated to conform to the current period's presentation. The new classification of the accounting items are considered to provide a more appropriate presentation of the state of affairs of the Group.

## OTHER INFORMATION

### INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES AND UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors and the chief executives of the Company in the shares and underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong)) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Name of Director	Number of shares held			Approximate percentage of issued share capital
	Personal interests	Corporate interests	Total	
Bao Yueqing	2,844,000	–	2,844,000	0.15%

Save as disclosed above, none of the Directors or the chief executives has any interests or short positions in the shares and underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules as at 31 December 2019.

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, so far as is known to, or can be ascertained after reasonable enquiry by, the Directors, the following persons (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of shareholder	Number of shares held			Total	Approximate percentage of issued share capital
	Personal interests	Corporate interests	Other interests		
CCC (Note 1)	–	472,042,000	–	472,042,000	24.90%
CCI	472,042,000	–	–	472,042,000	24.90%
Yang Shao Hui	207,028,256	–	–	207,028,256	10.92%
Cao Bingsheng	120,000,000	–	–	120,000,000	6.33%
Liang Haiqi	120,000,000	–	–	120,000,000	6.33%
Li Chungang (Note 2)	–	109,900,000	–	109,900,000	5.80%
Friendly Capital Limited	109,900,000	–	–	109,900,000	5.80%

Note:

- (1) CCC is deemed to be a substantial shareholder as defined in the GEM Listing Rules. CCI is a wholly-owned subsidiary of CCC.
- (2) Friendly Capital Limited is wholly-owned by Li Chungang and he is therefore deemed to be interested in 109,900,000 shares held by Friendly Capital Limited by virtue of the SFO.

Save as disclosed above, as at 31 December 2019, so far as is known to, or can be ascertained after reasonable enquiry by the Directors, no other person (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which requires to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## CHANGES IN INFORMATION OF DIRECTORS

There are no matter that need to be disclosed pursuant to Rule 17.50A (1) of the GEM Listing Rules.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the “2013 Share Option Scheme”) pursuant to an ordinary resolution passed on 7 August 2013. Details of the 2013 Share Option Scheme have been set out in the Company’s annual report of year 2018/19.

Particulars of the outstanding options which have been granted under the 2013 Share Option Scheme as at 31 December 2019 were as follows:

Name or category of participant	Date of grant	Exercisable period	Exercise price per share HK\$	Closing price per share immediately before date of grant HK\$	Number of share options					
					As at 1 April 2019	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	As at 31 December 2019
<b>Directors</b>										
He Chenguang	26 August 2016	26 August 2016 to 25 August 2019 (both days inclusive)	0.53	0.53	2,000,000	-	-	(2,000,000)	-	-
Bao Yueqing	26 August 2016	26 August 2016 to 25 August 2019 (both days inclusive)	0.53	0.53	5,000,000	-	-	(5,000,000)	-	-
<b>Sub-total</b>					7,000,000	-	-	(7,000,000)	-	-
<b>Other Eligible Participants</b>										
In aggregate	26 August 2016	26 August 2016 to 25 August 2019 (both days inclusive)	0.53	0.53	800,000	-	-	(800,000)	-	-
<b>Total</b>					7,800,000	-	-	(7,800,000)	-	-

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or other body corporate granted to any Directors or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors, or their respective associates to acquire such rights in any other body corporate.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the GEM during the nine months ended 31 December 2019.

## **COMPETING INTERESTS**

None of the Directors nor their respective associates (as defined in the GEM Listing Rules) had any business or interest in a business which competes or may compete with the businesses of the Group.

## **AUDIT COMMITTEE**

The Company has established an audit committee on 28 October 2002 with written terms of reference based on the guidelines set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules. During the nine months ended 31 December 2019, it comprises three independent non-executive Directors, namely Mr. Yip Tai Him, Ms. Han Liqun and Ms. Zhang Li. The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advice and comments thereon to the Board. In addition, the audit committee considers any significant and unusual items that are, or may need to be, reflected in such reports and accounts and gives due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer and auditors. The audit committee is also responsible for reviewing and supervising the financial reporting process and the Group's internal control system.

## **REVIEW OF ACCOUNTS**

The audit committee has reviewed the unaudited third quarterly results of the Group for the nine months ended 31 December 2019. The audit committee is of the opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements and that adequate disclosures have been made.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

Having made specific enquiry of all Directors, the Board has confirmed that all Directors have complied with the principles and code provisions (the "Code Provisions") set out in the CG Code during the nine months ended 31 December 2019, save for the deviation from Code Provisions A.6.7 and E.1.2 which are explained below:

Under Code Provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Ms. Han Liqun and Ms. Zhang Li, the independent non-executive Directors, were unable to attend the annual general meeting of the Company held on 2 August 2019 (the "2019 AGM") due to their other business activities and unexpected engagement.

In addition, under the Code Provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company and he should also invite the chairman of the audit committee, remuneration committee, nomination committee and any other committees (as appropriate) of the Company to attend. Mr. He Chenguang (chairman of the Board and chairman of the nomination committee of the Company) was unable to attend the 2019 AGM due to his other business activities and unexpected engagement. Mr. Bao Yueqing (executive Director and Chief Executive Officer of the Company) was appointed as the chairman of the 2019 AGM to answer and address questions raised by shareholders at the 2019 AGM.

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavours to take all necessary actions to ensure the compliance with the Code Provisions set out in the CG Code.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a Code of Conduct regarding Securities Transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Code of Conduct"). Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the required standard of dealings as set out in the Code of Conduct during the nine months ended 31 December 2019.

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

As at the date of this report, 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*)

Hong Kong, 11 February 2020