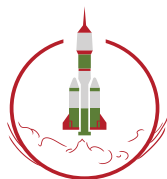


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**Shentong Robot Education Group Company Limited**  
**神通機器人教育集團有限公司**

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

**(Stock code: 8206)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

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ASSOCIATION**

The Board proposes to amend the existing Memorandum of Association and Articles of Association of the Company and to adopt the New Memorandum of Association and the New Articles of Association at the forthcoming AGM in order to bring the existing Memorandum of Association and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022.

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION**

The Board proposes to amend the existing Memorandum of Association and Articles of Association of the Company and to adopt the New Memorandum of Association and New Articles of Association at the forthcoming AGM in order to bring the Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. The existing Articles of Association have not been amended since 19 November 2012.

The Stock Exchange has amended the GEM Listing Rules, relating to, among others, the Articles of Association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the GEM Listing Rules with effect from 1 January 2022 for which listed issuers are required to make necessary amendments to the constitutional documents by the forthcoming annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. The Board proposes to make the following Proposed Amendments to:

- (i) reflect and align with changes to the requirements under the amended Appendix 3 of the GEM Listing Rules;

- (ii) provide the Company with more flexibility and allow general meetings of the Company to be held as a hybrid meeting or electronic meeting where Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; and
- (iii) adopt house-keeping improvements and amendments in line with the relevant requirements of the GEM Listing Rules as well as the applicable laws of the Cayman Islands.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

The Proposed Amendments and the adoption of the New Memorandum of Association and the New Articles of Association are subject to consideration and approval of the Shareholders by way of special resolutions at the AGM.

Shareholders are advised that the Chinese translation of the Proposed Amendments to the Memorandum of Association and Articles of Association of the Company provided in the circular of AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings when used herein:

“AGM”	the annual general meeting of the Company to be convened in 2022
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association, as amended from time to time
“Board”	the board of Directors
“Company”	Shentong Robot Education Group Company Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM (stock code: 8206)
“Director(s)”	director(s) of the Company
“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”	Hong Kong Special Administrative Region of the People’s Republic of China

“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“New Articles of Association”	amended and restated Articles of Association of the Company with the Proposed Amendments to be adopted as at the date of passing of the relevant special resolution as set out in the notice convening the AGM
“New Memorandum of Association”	amended and restated Memorandum of Association of the Company with the Proposed Amendments to be adopted
“Proposed Amendments”	the proposed amendments to the Memorandum of Association and Articles of Association will be set out in the circular of AGM
“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 the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 22 June 2022

*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. Zhang Li.*

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