



# 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)

**Form of proxy for use by shareholders of Shentong Robot Education Group Company Limited (the “Company”) at the annual general meeting (the “Annual General Meeting”) to be convened at 11:00 a.m. on Friday, 29 July 2022 (or any adjournment thereof)**

I/We (Note 1), \_\_\_\_\_

of (Note 2) \_\_\_\_\_

being the registered holder(s) of (Note 3) \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of the Company, hereby appoint the chairman of the Annual General Meeting (Note 4) or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting 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, 29 July 2022 at 11:00 a.m. (and at any adjournment thereof) in respect of the resolutions as set out in the notice convening the meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit (Note 5).

Ordinary Resolutions		For	Against
1.	To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 March 2022.		
2.	(a) To re-elect Mr. He Chenguang as an executive Director.		
	(b) To re-elect Ms. Han Liqun as an independent non-executive Director.		
	(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.	To grant a general mandate to the Directors to issue, allot and deal with new ordinary shares of HK\$0.01 each in the share capital of the Company.		
5.	To grant a general mandate to the Directors to repurchase shares.		
6.	To add the number of shares repurchased under resolution 5 to the general mandate granted to the Directors under resolution 4.		
Special Resolution			
7.	To consider and approve the proposed amendments (the “Proposed Amendment”) to the existing memorandum of association and existing articles of association of the Company and to adopt the amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for and the exclusion of, the existing memorandum of association and existing articles of association of the Company respectively.		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Shareholder’s Signature(s) (Note 6): \_\_\_\_\_

**Notes:**

1. Full name(s) to be inserted in **BLOCK CAPITALS**.
2. Full address(es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
4. If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out “THE CHAIRMAN OF THE ANNUAL GENERAL MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”.** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the meeting (i.e. no later than 11:00 a.m. (Hong Kong Time) on Wednesday, 27 July 2022) or any adjourned meeting.
9. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending the meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.