



Shentong Robot Education Group Company Limited 神通机器人教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 8206)



2022/23

FIRST QUARTERLY REPORT

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 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 three months ended 30 June 2022 was approximately HK\$1,871,000.
- Loss attributable to the owners of the Company was approximately HK\$1,258,000 for the three months ended 30 June 2022.
- Loss per share for the three months ended 30 June 2022 was approximately HK0.07 cent.
- The board of the Directors (the “Board”) does not recommend the payment of a dividend for the three months ended 30 June 2022.

The Directors hereby present the unaudited consolidated results of the Group for the three months ended 30 June 2022.

FINANCIAL PERFORMANCE

The Group recorded consolidated revenue of approximately HK\$1,871,000 for the three months ended 30 June 2022, representing a decrease of approximately 71.0% as compared to approximately HK\$6,452,000 for the three months ended 30 June 2021.

For the three months ended 30 June 2022, the Group recorded approximately HK\$1,258,000 in loss attributable to owners of the Company, as compared to loss of approximately HK\$1,659,000 for the three months ended 30 June 2021. The decrease in revenue was primarily due to there was suspension of physical robotics classes due to the precautionary measures imposed by the government authority from March 2022 to early June 2022.

BUSINESS REVIEW

The principal business activities of the Group are the provision of promotion and management services for an electronic smart card “Designated Shentong Card” in the PRC (the “Promotion and Management Business”) and provision of robotics related education and training in the PRC (the “Robotics Business”). The Group recorded a decrease of approximately 71.0% in revenue for the three months ended 30 June 2022 as compared with that for the three months ended 30 June 2021. The decrease in revenue was primarily due to there was suspension of physical robotics classes due to the precautionary measures imposed by the government authority from March 2022 to early June 2022. As the COVID-19 outbreak has widespread and negatively impacted all businesses in general, the businesses of the ultimate customers of CCC, being a company which wholly owns CCI which in turn is a substantial shareholder of the Company, have been adversely affected while some of which had even become insolvent, and the scale-down of CCC’s ultimate customers and its implementation of cost control measures, had led to a decrease in the revenue of CCC from hotline rental and server hosting and hence a decrease in promotion and after-sale services fees received by the Group. Further, the revenue generated from the Promotion and Management Business had decreased due to the reasons that marketing and promotion activities, such as client pitching are seriously interrupted due to the outbreak of COVID-19 in the PRC. As there were less active players for CCC’s card game mobile application which uses the Designated Shentong Card system, the Group had been putting more resources into the Robotics Business as the growth of the Promotion and Management Business was low or even negative before the COVID-19 outbreak. In relation to the Robotics Business, physical robotics classes of our Group which are normally conducted at schools and training centres of the Group have been suspended for the period from August 2021 to December 2021 and from March 2022 to early June 2022 due to the precautionary measures imposed by the local government in the PRC.

It is expected by the Group, based on its assessment of the current circumstances, that the increasing vaccinated population and effective containing measures imposed should have a positive influence on the COVID-19 outbreak. The restriction measures should be gradually eased and the revenue will gradually recover. However, the revenue level as recorded by the Group before the COVID-19 outbreak may not be attained in the short future.

In light of the current situation of the COVID-19 outbreak, the Group's plans are to adjust its robotics class arrangements to provide more online courses instead of physical classes and continue to apply its cost saving measures, including but not limited to, seeking to reduce the staff cost to the minimum necessary level. The Company expects that, after the release of the current restriction measures imposed by the government authority, more training classes will gradually resume operation depending on the recovery of demand for students to attend the classes.

Condensed Consolidated Statement of Profit or Loss

FOR THE THREE MONTHS ENDED 30 JUNE 2022

	Note	Unaudited For the three months ended 30 June	
		2022 HK\$'000	2021 HK\$'000
Revenue	4	1,871	6,452
Cost of service		(1,570)	(2,428)
Gross profit		301	4,024
Reversal of expected credit loss		6	18
Investment and other income	5	212	154
Other gains and losses, net	6	1,853	(550)
Selling and distribution expenses		(347)	(510)
Administrative expenses		(2,798)	(3,788)
Loss from operations		(773)	(652)
Finance costs	7	(485)	(502)
Loss before tax		(1,258)	(1,154)
Income tax expense	8	-	(505)
Loss for the period attributable to owners of the Company	9	(1,258)	(1,659)
		HK cent	HK cent
Loss per share	11		
Basic (cents per share)		(0.07)	(0.09)
Diluted (cents per share)		N/A	N/A

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE THREE MONTHS ENDED 30 JUNE 2022

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Loss for the period	(1,258)	(1,659)
Other comprehensive income, net of tax: <i>Item that may be reclassified to profit or loss:</i>		
— Exchange differences on translating foreign operations	(11,743)	4,756
Total comprehensive income for the period attributable to owners of the Company	(13,001)	3,097

Condensed Consolidated Statement of Changes in Equity

FOR THE THREE MONTHS ENDED 30 JUNE 2022

	Unaudited						
	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Foreign currency translation reserve HK\$'000	Statutory reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2021 (audited)	18,957	1,354,838	8,320	(11,022)	625	(1,333,678)	38,040
Total comprehensive income for the period	-	-	-	4,756	-	(1,659)	3,097
Changes in equity for the period	-	-	-	4,756	-	(1,659)	3,097
At 30 June 2021	18,957	1,354,838	8,320	(6,266)	625	(1,335,337)	41,137
At 1 April 2022 (audited)	18,957	1,354,838	8,320	(266)	625	(1,416,526)	(34,052)
Total comprehensive income for the period	-	-	-	(11,743)	-	(1,258)	(13,001)
Changes in equity for the period	-	-	-	(11,743)	-	(1,258)	(13,001)
At 30 June 2022	18,957	1,354,838	8,320	(12,009)	625	(1,417,784)	(47,053)

Notes to the Interim Financial Information

FOR THE THREE MONTHS ENDED 30 JUNE 2022

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is PO Box 309 GT, Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is Unit 3006, 30th Floor, West 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 Rules Governing the Listing of Securities on the GEM 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 Financial Information should be read in conjunction with the 2022 annual financial statements. The accounting policies (including the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of the Financial Information are consistent with those used in the annual financial statements for the year ended 31 March 2022.

The Group had incurred a loss of HK\$1,258,000 during the three months ended 30 June 2022 and as at 30 June 2022 the Group had net current liabilities of HK\$47,914,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group 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 followings:

- (a) On 1 November 2021, the Group agreed with a substantial shareholder of the Company, China Communication Investment Limited (“CCI”), a substantial shareholder of the Company, to postpone the repayment date to 15 November 2022 for an amount of HK\$95,100,000 due to CCI. The directors expect that the repayment date can be further postponed and CCI agreed not to demand repayment until the Group have the ability to do so.
- (b) On 31 March 2022, the Group agreed with CCI to postpone the maturity date of the promissory note to 30 June 2023. The directors expect that the repayment date can be further postponed and CCI agreed not to demand repayment until the Group have the ability to do so.
- (c) CCI agreed not to demand repayment of loans amounted HK\$16,350,000 until the Group have the ability to do so.
- (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 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.
- (e) Notwithstanding the derecognition of intangible assets of Exclusive Rights on 31 December 2021, the Group has been continuing to provide robotic education and training courses under the Group’s own brand.

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 this 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.

* *English name is for identification purpose only*

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

The accounting policies applied for this Financial Information are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 March 2022. In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2022 but they do not have a material effect on the Group's financial statements.

A number of new standards and amendments to standards are effective for annual periods beginning after 1 April 2022 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing these condensed consolidated interim financial statements.

4. REVENUE

The Group's operations and main revenue streams are those described in the last annual financial statements.

In the following table, revenue is disaggregated by primary geographical market and timing of revenue recognition.

For the three months ended 30 June (Unaudited)	2022			2021		
	Promotion and Management Services	Robotics Education and Others	Total	Promotion and Management Services	Robotics Education and Others	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Reportable Segments						
Types of service						
Promotion and Management Services						
— Designated Shentong Cards	19	—	19	58	—	58
Robotics Education and Others						
— Robotics course	—	1,852	1,852	—	6,394	6,394
Total	19	1,852	1,871	58	6,394	6,452
Geographical market						
Mainland China	19	1,852	1,871	58	6,394	6,452
Time of revenue recognition						
A point in time	—	—	—	—	—	—
Over time	19	1,852	1,871	58	6,394	6,452
	19	1,852	1,871	58	6,394	6,452

5. INVESTMENT AND OTHER INCOME

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Government grant*	72	–
Interest income	140	154
	212	154

* The amount represented of COVID-19 subsidies for Employment Support Scheme provided by the Hong Kong S.A.R. Government.

6. OTHER GAINS AND LOSSES, NET

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Exchange gain/(loss)	1,853	(569)
Other	–	19
	1,853	(550)

7. FINANCE COSTS

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Interest on promissory note payable to CCI	468	468
Interest on lease liabilities	17	34
	485	502

8. INCOME TAX EXPENSE

	Unaudited	
	For the three months ended	
	30 June	
	2022	2021
	HK\$'000	HK\$'000
Current tax		
— Provision for the period	–	505
Deferred tax	–	–
	–	505

For the three months ended 30 June 2022 and 2021, no provision for Hong Kong Profits Tax is required since the Group has no assessable profit in Hong Kong.

No provision for PRC Enterprise Income Tax is required since the Group has no assessable profit in the PRC for the three months ended 30 June 2022.

9. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging the followings:

	Unaudited	
	For the three months ended	
	30 June	
	2022	2021
	HK\$'000	HK\$'000
Depreciation of property, plant and equipment	13	395
Depreciation of right-of-use assets	484	651
Directors' emoluments	639	858
Legal and professional fee	152	235
Employee benefits expense including		
— Directors' emoluments		
— salaries, bonus and allowances	2,197	2,599
— retirement benefits scheme contributions	206	187
	2,403	2,786

10. DIVIDENDS

No dividends have been paid or proposed during the three months ended 30 June 2022, nor has any dividend been proposed since the end of the reporting period (three months ended 30 June 2021: Nil).

11. LOSS PER SHARE

The calculation of basic and diluted loss per share is based on the following:

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Loss attributable to owners of the Company, used in the basic and diluted loss per share calculation	(1,258)	(1,659)

(a) Basic loss per share

	Unaudited For the three months ended 30 June	
Number of shares	2022	2021
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	1,895,697,017	1,895,697,017

(b) Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the three months ended 30 June 2022 and 30 June 2021.

12. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following material transactions with its related parties during the period:

(a) Transactions with related parties

	Unaudited For the three months ended 30 June	
	2022 HK\$'000	2021 HK\$'000
Promotion and Management Services income from CCC	19	58
Interest free loans from CCI	600	2,000
Interest on promissory note payable to CCI	(468)	(468)
Salaries and allowance paid to a close family member of an executive director	(155)	(155)
Service fee to CCC		
— Customer service hotline rental	(201)	(244)
— Heilongjiang Shentong Card payment system management	(115)	(396)
— Server hosting service	(853)	(866)
— Discount of server hosting service (Note)	284	–
Service fee to related companies		
— Web advertising expenses	(841)	(854)
— Discount of web advertising expenses (Note)	841	854
— Heilongjiang Operation and Management Contract	–	(71)
— Office rental	(368)	(311)

Note: Due to the outbreak of COVID-19, total discount on service fees of HK\$1,125,000 have been granted by CCC and a related company during the three-month period ended 30 June 2022. (Three-month period ended 30 June 2021: total discount on service fees of HK\$854,000 have been granted by a related company.)

- (b) A related party has provided course venue to the Group with nil consideration for the three-month period ended 30 June 2021.
- (c) CCC provided office space to the Group with nil consideration for the three-month period ended 30 June 2021.
- (d) The remuneration of directors and other members of key management during the period was as follows:

	Unaudited	
	For the three months ended	
	30 June	
	2022	2021
	HK\$'000	HK\$'000
Short-term benefits	767	1,020
Post-employment benefits	13	14
	780	1,034

Other Information

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

As at 30 June 2022, 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 30 June 2022.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

As at 30 June 2022, 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)	–	542,042,000	–	542,042,000	28.59%
CCI	542,042,000	–	–	542,042,000	28.59%
Yang Shao Hui	191,041,256	–	–	191,041,256	10.08%
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%

Notes:

- (1) CCC is deemed to be 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 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 30 June 2022, 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.

CAPITAL STRUCTURE

There was no change in the capital structure during the period.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

There was no material acquisition or disposal of subsidiaries during the period.

SHARE OPTION SCHEMES

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 2021/22.

There is no outstanding options which have been granted under 2013 Share Option Scheme as at 30 June 2022.

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.

COMPETING INTERESTS

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

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiary companies had purchased, sold or redeemed any of the Company’s shares on the GEM during the three months ended 30 June 2022.

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 three months ended 30 June 2022, 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.

The audit committee has reviewed the unaudited first quarterly results of the Group for the three months ended 30 June 2022. 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 three months ended 30 June 2022.

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 three months ended 30 June 2022.

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, 5 August 2022