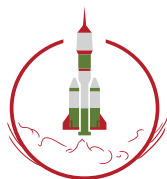


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## Shentong Robot Education Group Company Limited 神通機器人教育集團有限公司

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

**(Stock code: 8206)**

### CONTINUING CONNECTED TRANSACTIONS

#### CONTINUING CONNECTED TRANSACTIONS

References are made to the announcements of the Company dated 4 February 2021 and 8 February 2021, respectively, and the circular of the Company dated 12 March 2021 in relation to, among other things, the Existing CCT Agreements.

As the Existing CCT Agreements will be expired on 31 March 2024, the Group and the counterparties agreed to, subject to approval by the Independent Shareholders at the EGM, renew the Existing CCT Agreements.

The Board announces that on 24 January 2024 (after trading hours of the Stock Exchange), the Group entered into the following CCT Agreements:

- (i) Heilongjiang Shentong Shentong Card Payment System Contract;
- (ii) Heilongjiang Shentong Customer Service Hotline Rental Contract;
- (iii) Heilongjiang Shentong Server Hosting Agreement; and
- (iv) Heilongjiang Shentong Web Advertising Contract.

#### IMPLICATIONS UNDER THE GEM LISTING RULES

CCC is a connected person of the Company by virtue of its interest in approximately 28.59% of the issued share capital of the Company through CCI, its wholly-owned subsidiary. The controlling shareholder of CCC is 中國海外貿易哈爾濱王子葡萄酒有限公司 (China Overseas Trade Harbin Province Wine Co. Limited<sup>#</sup>), a company established in the PRC with limited liability, and its ultimate beneficial owner is 中國海外貿易總公司 (China National Overseas Trading Corporation<sup>#</sup>).

China Communication Heilongjiang, a company established in the PRC with limited liability, is a wholly-owned subsidiary of CCC and therefore a connected person of the Company.

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) for the transactions contemplated under the CCT Agreements, when aggregated and on an annual basis, is expected to be more than 25%, the entering into of the CCT Agreements and the transactions contemplated thereunder are subject to the reporting, annual review, announcement, circular (including independent financial advice) and shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.

## **GENERAL**

The Independent Board Committee (which consists all the independent non-executive Directors) has been established to consider the terms of the CCT Agreements and to advise the Independent Shareholders as to whether the terms of the CCT Agreements, including their respective annual caps, and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote, taking into account the recommendations on the same to be given by the independent financial adviser. The Company has appointed Nuada Limited as its independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the CCT Agreements, including their respective annual caps and the transactions contemplated thereunder.

The EGM will be convened and held at which the Independent Shareholders will consider, and, if thought fit, approve the CCT Agreements (including but not limited to their respective annual caps) and the transactions contemplated thereunder.

A circular containing, among other things, further details of the CCT Agreements and the transactions contemplated thereunder, a letter of recommendation from the Independent Board Committee, a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the CCT Agreements and a notice convening the EGM will be despatched to the Shareholders on or before 1 March 2024 as the Company expects additional time will be required to prepare and finalise the information to be included in the circular.

## **INTRODUCTION**

References are made to the announcements of the Company dated 4 February 2021 and 8 February 2021, respectively, and the circular of the Company dated 12 March 2021 in relation to, among other things, the Existing CCT Agreements.

As the Existing CCT Agreements will be expired on 31 March 2024, the Group and the counterparties agreed to, subject to approval by the Independent Shareholders at the EGM, renew the Existing CCT Agreements.

The Board announces that on 24 January 2024 (after trading hours of the Stock Exchange), the Group entered into the following CCT Agreements:

- (i) Heilongjiang Shentong Shentong Card Payment System Contract;

- (ii) Heilongjiang Shentong Customer Service Hotline Rental Contract;
- (iii) Heilongjiang Shentong Server Hosting Agreement; and
- (iv) Heilongjiang Shentong Web Advertising Contract.

Details of the CCT Agreements are set out below:

**(i) Heilongjiang Shentong Shentong Card Payment System Contract**

- Date: 24 January 2024
- Parties: (i) CCC as supplier; and  
(ii) Heilongjiang Shentong as purchaser
- Services: CCC shall provide Heilongjiang Shentong with the right to use the Shentong Card integrated payment management system to facilitate customer's information maintenance, customer enquiry services, card management services and payment processing services.
- Term: The term shall be effective for the period commencing after obtaining the approval by the Independent Shareholders or on 1 April 2024 (whichever is later) and ending on 31 March 2027 (both days inclusive).
- Pricing basis: Heilongjiang Shentong shall pay a fee to CCC which is calculated as 6% of the overall income of Heilongjiang Shentong (including income from training and competitions) which payment is made through and processed by the Shentong Card integrated payment management system.

CCC had previously paid RMB4.5 million (equivalent to approximately HK\$5.0 million) of clearing security deposit (結算保證金) to Heilongjiang Shentong pursuant to the Existing Heilongjiang Shentong Shentong Card Payment System Contract, and the parties agreed that CCC shall keep the said clearing security deposit as clearing security deposit under the Heilongjiang Shentong Shentong Card Payment System Contract.

CCC and Heilongjiang Shentong shall undergo settlement reconciliation within seven calendar days after the end of each month and CCC shall pay to accounts designated by Heilongjiang Shentong within 30 calendar days after the end of the relevant month for settlement of the funds.

The above pricing basis was determined after negotiations on an arm's length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions carried out in the market regarding electronic payment service charge of payment service companies, and are no less favourable than terms between the supplier and its independent third parties.

### *Historical transaction amounts and annual caps*

The actual transaction amounts under the Existing Heilongjiang Shentong Shentong Card Payment System Contract for the relevant periods are set out below:

	<b>For the year ended 31 March 2022 (RMB'000) (Audited)</b>	<b>For the year ended 31 March 2023 (RMB'000) (Audited)</b>	<b>For the nine months ended 31 December 2023 (RMB'000) (Unaudited)</b>
Actual transaction amounts	613	847	787

The historical annual caps for the transactions under the Existing Heilongjiang Shentong Shentong Card Payment System Contract for the three years ending 31 March 2024 are set out below:

	<b>For the year ended 31 March 2022 (RMB million)</b>	<b>For the year ended 31 March 2023 (RMB million)</b>	<b>For the year ending 31 March 2024 (RMB million)</b>
Historical annual caps	4.45	5.10	5.70

The annual caps for the transaction amount under the Existing Heilongjiang Shentong Shentong Card Payment System Contract for the two years ended 31 March 2023 have not been exceeded. The Directors have been monitoring the transaction amount under the Existing Heilongjiang Shentong Shentong Card Payment System Contract for the year ending 31 March 2024 to ensure the annual cap for the year ending 31 March 2024 has not been exceeded. As at the date of this announcement, the annual cap for the year ending 31 March 2024 has not been exceeded.

### *Proposed annual caps*

For each of the three years ending 31 March 2027, the proposed maximum annual aggregate transaction amounts under the Heilongjiang Shentong Shentong Card Payment System Contract are set out below:

	<b>For the year ending 31 March 2025 (RMB million)</b>	<b>For the year ending 31 March 2026 (RMB million)</b>	<b>For the year ending 31 March 2027 (RMB million)</b>
Proposed annual caps	1.5	1.6	1.7

In arriving at the proposed annual caps under the Heilongjiang Shentong Shentong Card Payment System Contract, the Directors have taken into account the following factors:

- (a) 6% of the historical revenues generated by the Shentong Card; and
- (b) an expected reduction to the transaction amounts for the years ending 31 March 2025, 2026 and 2027 due to relatively low historical utilization rates (based on the actual transaction amounts and the historical annual caps) as a result of slower than expected recovery in the market.

The Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) are of the view that the basis of determining the proposed annual caps is fair and reasonable.

**(ii) Heilongjiang Shentong Customer Service Hotline Rental Contract**

Date: 24 January 2024

Parties: (i) CCC as supplier; and  
(ii) Heilongjiang Shentong as purchaser

Services: CCC shall provide a designated national customer service hotline number 95130\*\*\* to Heilongjiang Shentong.

Term: The term shall be effective for the period commencing after obtaining the approval by the Independent Shareholders or on 1 April 2024 (whichever is later) and ending on 31 March 2027 (both days inclusive).

Pricing basis: CCC will charge Heilongjiang Shentong (i) an annual fee of RMB20,000 (equivalent to approximately HK\$22,200) which is charged on a pro-rata and 12-month-year basis; (ii) a calling charge of RMB0.06 (equivalent to approximately HK\$0.067) per 6 seconds for long distance incoming calls (subject to the scaled-discount rates); and (iii) a calling charge of RMB0.15 (equivalent to approximately HK\$0.17) per minute for outgoing calls via internet through the “VoIP” (Voice-Over Internet Protocol) telephone system.

In the event a new standard of guideline rates is imposed by the PRC governmental authority which is applicable to the telecommunication services to be provided under the Heilongjiang Shentong Customer Service Hotline Rental Contract, CCC will still charge Heilongjiang Shentong in accordance with the scaled-discount rates as stated in the agreement for the incoming calls. The scaled-discount rates for long distance incoming calls will not be changed. The annual fee and separate charges on long distance incoming calls and outgoing calls are made on normal commercial terms and determined with reference to the charges provided by several nationwide telecommunication operators. It was found that the pricing basis (including the fixed annual fee, the separate charges on long distance incoming calls and outgoing calls and the corresponding scaled-discount rates) under the Heilongjiang Shentong Customer Service Hotline Rental Contract is more favourable than those offered by other nationwide telecommunication operators.

The annual fee shall be payable by Heilongjiang Shentong on 31 March for each of the three years ending 31 March 2025, 2026 and 2027, whereas the calling charges shall be settled by Heilongjiang Shentong within 1 week after the end of each month. In the event the period of service provided by CCC is shorter than one year, the annual fee will be charged on a pro-rata basis. For the avoidance of doubt, the annual fee paid by Heilongjiang Shentong under the Heilongjiang Shentong Customer Service Hotline Rental Contract will be returned to Heilongjiang Shentong on a pro-rata basis in case of early termination of the agreement. A daily default interest of 0.3% on the outstanding amount payable will be accrued should Heilongjiang Shentong fail to pay the service fee on time.

The above pricing basis was determined after negotiations on an arm's length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions carried out in the market regarding customer service hotline rental charge of telecommunication companies, and are no less favourable than terms between the supplier and its independent third parties.

*Historical transaction amounts and annual caps*

The actual transaction amounts under the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract for the relevant periods are set out below:

	<b>For the year ended 31 March 2022 (RMB'000) (Audited)</b>	<b>For the year ended 31 March 2023 (RMB'000) (Audited)</b>	<b>For the nine months ended 31 December 2023 (RMB'000) (Unaudited)</b>
Actual transaction amounts	608	707	499

Waiver of fees amounting to approximately RMB Nil, RMB Nil and RMB250,000, respectively, for each of the year ended 31 March 2022, year ended 31 March 2023 and nine months ended 31 December 2023 has been made by CCC as a special discount.

The historical annual caps for the transactions under the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract for the three years ending 31 March 2024 are set out below:

	<b>For the year ended 31 March 2022 (RMB million)</b>	<b>For the year ended 31 March 2023 (RMB million)</b>	<b>For the year ending 31 March 2024 (RMB million)</b>
Historical annual caps	2.00	2.25	2.50

The annual caps for the transaction amount under the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract for the two years ended 31 March 2023 have not been exceeded. The Directors have been monitoring the transaction amount under the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract for the year ending 31 March 2024 to ensure the annual cap for the year ending 31 March 2024 has not been exceeded. As at the date of this announcement, the annual cap for the year ending 31 March 2024 has not been exceeded.

### *Proposed annual caps*

For each of the three years ending 31 March 2027, the proposed maximum annual aggregate transaction amounts under the Heilongjiang Shentong Customer Service Hotline Rental Contract are set out below:

	<b>For the year ending 31 March 2025 (RMB million)</b>	<b>For the year ending 31 March 2026 (RMB million)</b>	<b>For the year ending 31 March 2027 (RMB million)</b>
Proposed annual caps	0.95	1	1.05

In arriving at the proposed annual caps under the Heilongjiang Shentong Customer Service Hotline Rental Contract, the Directors have taken into account the following factors:

- (a) the historical usage and transaction amount under the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract; and
- (b) an expected reduction to the transaction amounts for the years ending 31 March 2025, 2026 and 2027 due to relatively low historical utilization rates (based on the actual transaction amounts and the historical annual caps) as a result of slower than expected recovery in the market.

The Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) are of the view that the basis of determining the proposed annual caps is fair and reasonable.

### **(iii) Heilongjiang Shentong Server Hosting Agreement**

Date: 24 January 2024

Parties: (i) CCC as supplier; and  
(ii) Heilongjiang Shentong as purchaser

Services: (a) Server hosting service

CCC will provide server equipment to Heilongjiang Shentong, and Heilongjiang Shentong will place its servers in CCC's server rooms and CCC will provide monitoring, management and technical support services to Heilongjiang Shentong.



(b) Dedicated leased-lines

CCC will provide designated 110M bandwidth share of the broadband leased lines to Heilongjiang Shentong for the operation of its website. CCC will also provide 35 IP addresses and not more than 5 racks of servers for the use of Heilongjiang Shentong.

**Term:** The term shall be effective for the period commencing after obtaining the approval by the Independent Shareholders or on 1 April 2024 (whichever is later) and ending on 31 March 2027 (both days inclusive).

**Pricing basis:** CCC will charge Heilongjiang Shentong a fee of RMB40,000 (equivalent to approximately HK\$44,400) per month for each rack of servers used by Heilongjiang Shentong for the provision of server hosting service and dedicated leased-lines which shall be payable quarterly in arrear.

A daily default interest rate of 0.3% on the outstanding amount payable will be accrued should Heilongjiang Shentong fail to pay the outstanding amount payable within five business days from the date of receipt of the relevant demand note.

The annual server rental fee is on commercial terms determined after arm's length negotiation between CCC and Heilongjiang Shentong with reference to similar transactions carried out in the market and the number of server rented, the bandwidth of the server and the quality of the maintenance service. The above pricing basis was determined on an arm's length basis in the ordinary course of business and on normal commercial terms and are no less favourable than terms between the supplier and its independent third parties.

### *Historical transaction amounts and annual caps*

The actual transaction amounts under the Existing Heilongjiang Shentong Server Hosting Agreement for the relevant periods are set out below:

	<b>For the year ended 31 March 2022</b> <i>(RMB million)</i> (Audited)	<b>For the year ended 31 March 2023</b> <i>(RMB million)</i> (Audited)	<b>For the nine months ended 31 December 2023</b> <i>(RMB million)</i> (Unaudited)
Actual transaction amounts	1.92	1.92	1.44

Waiver of fees amounting to approximately RMB Nil, RMB Nil and RMB720,000, respectively, for each of the year ended 31 March 2022, year ended 31 March 2023 and nine months ended 31 December 2023 has been made by CCC as a special discount.

The historical annual caps for the transactions under the Existing Heilongjiang Shentong Server Hosting Agreement for the three years ending 31 March 2024 are set out below:

	<b>For the year ended 31 March 2022</b> <i>(RMB million)</i>	<b>For the year ended 31 March 2023</b> <i>(RMB million)</i>	<b>For the year ending 31 March 2024</b> <i>(RMB million)</i>
Historical annual caps	4.80	5.76	6.72

The annual caps for the transaction amount under the Existing Heilongjiang Shentong Server Hosting Agreement for the two years ended 31 March 2023 have not been exceeded. The Directors have been monitoring the transaction amount under the Existing Heilongjiang Shentong Server Hosting Agreement for the year ending 31 March 2024 to ensure the annual cap for the year ending 31 March 2024 has not been exceeded. As at the date of this announcement, the annual cap for the year ending 31 March 2024 has not been exceeded.

*Proposed annual caps*

For each of the three years ending 31 March 2027, the proposed maximum annual aggregate transaction amounts under the Heilongjiang Shentong Server Hosting Agreement are set out below:

	<b>For the year ending 31 March 2025 (RMB million)</b>	<b>For the year ending 31 March 2026 (RMB million)</b>	<b>For the year ending 31 March 2027 (RMB million)</b>
Proposed annual caps	2.40	2.40	2.40

In arriving at the proposed annual caps under the Heilongjiang Shentong Server Hosting Agreement, the Directors have taken into account the following factors:

- (a) the contract price of RMB40,000 (equivalent to approximately HK\$44,400) per month for each server used;
- (b) the historical usage and transaction amount under the Existing Heilongjiang Shentong Server Hosting Agreement;
- (c) the estimated number of racks of servers required for the years ending 31 March 2025, 2026 and 2027 of 4, 4 and 4 respectively with additional 1 server for back-up; and
- (d) an expected reduction to the transaction amounts for the years ending 31 March 2025, 2026 and 2027 due to relatively low historical utilization rates (based on the actual transaction amounts and the historical annual caps) as a result of slower than expected recovery in the market.

The Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) are of the view that the basis of determining the proposed annual caps is fair and reasonable.

**(iv) Heilongjiang Shentong Web Advertising Contract**

- Date: 24 January 2024
- Parties: (i) China Communication Heilongjiang as supplier; and  
(ii) Heilongjiang Shentong as purchaser
- Services: Heilongjiang Shentong agreed to place, and China Communication Heilongjiang agreed to arrange for, the web advertisements of Heilongjiang Shentong to be published on the internet. 24-hour technical support services shall also be provided by China Communication Heilongjiang to Heilongjiang Shentong to handle all technical issues in relation to the publication of the advertisements.
- Term: The term shall be effective for the period commencing after obtaining the approval by the Independent Shareholders or on 1 April 2024 (whichever is later) and ending on 31 March 2027 (both days inclusive).
- Pricing basis: China Communication Heilongjiang shall charge Heilongjiang Shentong for each advertisement to be placed by Heilongjiang Shentong, which shall be determined according to the proposed publication timeslots and duration as follows:
- (i) from 08:20 to 12:19 (i.e. 4 hours in total), RMB14,000 (equivalent to approximately HK\$15,540) per day for the 4-hour period with a discount of 35%;
  - (ii) from 12:20 to 15:19 (i.e. 3 hours in total), RMB12,000 (equivalent to approximately HK\$13,320) per day for the 3-hour period with a discount of 35%;
  - (iii) from 15:20 to 19:19 (i.e. 4 hours in total), RMB15,000 (equivalent to approximately HK\$16,650) per day for the 4-hour period with a discount of 35%;
  - (iv) from 19:20 to 22:19 (i.e. 3 hours in total), RMB18,800 (equivalent to approximately HK\$20,868) per day for the 3-hour period with a discount of 35%; and

- (v) from 22:20 to 01:19 (i.e. 3 hours in total), RMB10,000 (equivalent to approximately HK\$11,100) per day for the 3-hour period with a discount of 35%.

The above pricing basis was determined after negotiations on an arm's length basis in the ordinary course of business and on normal commercial terms with reference to similar transactions between the supplier and independent third parties, and are no less favourable than terms between the supplier and its independent third parties.

*Historical transaction amounts and annual caps*

The actual transaction amounts under the Existing Heilongjiang Shentong Web Advertising Contract for the relevant periods are set out below:

	<b>For the year ended 31 March 2022 (RMB million) (Audited)</b>	<b>For the year ended 31 March 2023 (RMB million) (Audited)</b>	<b>For the nine months ended 31 December 2023 (RMB million) (Unaudited)</b>
Actual transaction amounts	2.85	2.64	2.15

Waiver of fees amounting to approximately RMB2.85 million, RMB1.93 million and RMB2.15 million, respectively, for each of the year ended 31 March 2022, year ended 31 March 2023 and nine months ended 31 December 2023 has been made by China Communication Heilongjiang as a special discount.

The historical annual caps for the transactions under the Existing Heilongjiang Shentong Web Advertising Contract for the three years ending 31 March 2024 are set out below:

	<b>For the year ended 31 March 2022 (RMB million)</b>	<b>For the year ended 31 March 2023 (RMB million)</b>	<b>For the year ending 31 March 2024 (RMB million)</b>
Historical annual caps	2.90	2.90	2.90

The annual caps for the transaction amount under the Existing Heilongjiang Shentong Web Advertising Contract for the two years ended 31 March 2023 have not been exceeded. The Directors have been monitoring the transaction amount under the Existing Heilongjiang Shentong Web Advertising Contract for the year ending 31 March 2024 to ensure the annual cap for the year ending 31 March 2024 has not been exceeded. As at the date of this announcement, the annual cap for the year ending 31 March 2024 has not been exceeded.

### *Proposed annual caps*

For each of the three years ending 31 March 2027, the proposed maximum annual aggregate transaction amounts under the Heilongjiang Shentong Web Advertising Contract are set out below:

	<b>For the year ending 31 March 2025 (RMB million)</b>	<b>For the year ending 31 March 2026 (RMB million)</b>	<b>For the year ending 31 March 2027 (RMB million)</b>
Proposed annual caps	2.90	2.90	2.90

In arriving at the proposed annual caps under the Heilongjiang Shentong Web Advertising Contract, the Directors have taken into account the following factors:

- the contract price for the section of 12: 20 to 15: 19 (i.e. 3 hours in total) of RMB12,000 (equivalent to approximately HK\$13,320) per section with a discounted price of RMB7,800 (equivalent to approximately HK\$8,658) per section;
- the estimated number of sections to be used for the years ending 31 March 2025, 2026 and 2027 of 365, 365 and 365 respectively; and
- the historical usage and transaction amount under the Existing Heilongjiang Shentong Web Advertising Contract.

The Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) are of the view that the basis of determining the proposed annual caps is fair and reasonable.

## **INFORMATION OF THE GROUP AND THE CONNECTED PERSONS**

The Group is principally engaged in the provision of robotics related education and training in Heilongjiang Province of the PRC. Heilongjiang Shentong is principally engaged in the provision of robotics education course in Heilongjiang Province of the PRC.

CCC is a nationwide telecom operator and internet network operator in the PRC covering a wide range of value-added telecom services, including telecommunication services, value-added telecommunication platform, payment and billing system. The electronic billing and payment system is operated through “Shentong Card” (神通卡) platform. The controlling shareholder of CCC is 中國海外貿易哈爾濱王子葡萄酒有限公司 (China Overseas Trade Harbin Province Wine Co. Limited<sup>#</sup>), a company incorporated in the PRC with limited liability) and its ultimate beneficial owner is 中國海外貿易總公司 (China National Overseas Trading Corporation<sup>#</sup>), a state-owned company principally engaged in investment holding.

China Communication Heilongjiang, a company established in the PRC with limited liability, is a wholly-owned subsidiary of CCC. China Communication Heilongjiang is principally engaged in providing telecommunication services in the PRC.

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO THE CCT AGREEMENTS**

The Group's revenue was mainly attributable to the provision of quality robotics education courses using an electronic smart card "Shentong Card" as main payment medium, as well as the organisation and hosting of competition events in Heilongjiang Province of the PRC.

All of the CCT Agreements are conducted in the ordinary course of and are essential to the operations of the business of the Group.

As disclosed in the 2023/24 interim report of the Company, the Group is planning to launch various robotics theme activities in Heilongjiang Province and will actively cooperate with members of the National School Sports Robot League in Heilongjiang Province to plan intelligent robotics classrooms and further strengthen the internationalism and diversification of robotics education in the PRC. As the Shentong Card that the Group promotes is a tailor made integrated educational billing card in the PRC used for payment and smart management in connection with event hosting and operation of related trainings, the overall income (including income from training and competitions) which payment is made through and processed by the Shentong Card integrated payment management system is accordingly benefitted by the aforesaid source of revenues.

Accordingly, the Directors are of the view that it is beneficial to the Group to renew the CCT Agreements.

Furthermore, the Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) also considered the terms under the CCT Agreements are no less favourable than terms that the Group may get from independent third parties and the annual caps would allow the Group to increase its supply to long term and reliable customers, thereby expanding its overall revenue.

Based on the above, the Directors (excluding the independent non-executive Directors whose view will be included in the circular after taking into account the advice from the independent financial adviser) consider that the entering into of the CCT Agreements are in the ordinary course of business of the Group and that the terms of the CCT Agreements are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

CCC is a connected person of the Company by virtue of its interest in approximately 28.59% of the issued share capital of the Company through CCI, its wholly-owned subsidiary. The controlling shareholder of CCC is中國海外貿易哈爾濱王子葡萄酒有限公司(China Overseas Trade Harbin Province Wine Co. Limited<sup>#</sup>), a company established in the PRC with limited liability) and its ultimate beneficial owner is中國海外貿易總公司(China National Overseas Trading Corporation<sup>#</sup>).

China Communication Heilongjiang, a company established in the PRC with limited liability, is a wholly-owned subsidiary of CCC and therefore a connected person of the Company.

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) for the transactions contemplated under the CCT Agreements, when aggregated and on an annual basis, is expected to be more than 25%, the entering into of the CCT Agreements and the transactions contemplated thereunder are subject to the reporting, annual review, announcement, circular (including independent financial advice) and shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.

## **GENERAL**

The Independent Board Committee (which consists all the independent non-executive Directors) has been established to consider the terms of the CCT Agreements and to advise the Independent Shareholders as to whether the terms of the CCT Agreements, including their respective annual caps, and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote, taking into account the recommendations on the same to be given by the independent financial adviser. The Company has appointed Nuada Limited as its independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on the terms of the CCT Agreements, including their respective annual caps and the transactions contemplated thereunder.

The EGM will be convened and held at which the Independent Shareholders will consider, and, if thought fit, approve the CCT Agreements (including but not limited to their respective annual caps) and the transactions contemplated thereunder.

A circular containing, among other things, further details of the CCT Agreements and the transactions contemplated thereunder, a letter of recommendation from the Independent Board Committee, a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the CCT Agreements and a notice convening the EGM will be despatched to the Shareholders on or before 1 March 2024 as the Company expects additional time will be required to prepare and finalise the information to be included in the circular.

## **DEFINITIONS**

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

“Board”	the board of Directors
“CCC”	神州通信集團有限公司 (China Communication Group Co., Ltd. <sup>#</sup> ), a company established under the laws of the PRC, a substantial Shareholder by virtue of its interest in approximately 28.59% of the issued share capital of the Company through CCI, its wholly-owned subsidiary
“CCI”	神州通信投資有限公司 (China Communication Investment Limited <sup>#</sup> ), a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of CCC



“CCT Agreements”	collectively, (i) the Heilongjiang Shentong Shentong Card Payment System Contract; (ii) the Heilongjiang Shentong Customer Service Hotline Rental Contract; (iii) the Heilongjiang Shentong Server Hosting Agreement; and (iv) the Heilongjiang Shentong Web Advertising Contract
“China Communication Heilongjiang”	神州通信黑龍江有限公司 (China Communication Heilongjiang Co., Ltd. <sup>#</sup> ), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of CCC
“Company”	Shentong Robot Education Group Company Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on GEM
“connected persons”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company, from time to time
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the CCT Agreements and the transactions contemplated thereunder
“Existing CCT Agreements”	collectively, (i) the Existing Heilongjiang Shentong Shentong Card Payment System Contract; (ii) the Existing Heilongjiang Shentong Customer Service Hotline Rental Contract; (iii) the Existing Heilongjiang Shentong Server Hosting Agreement; and (iv) the Existing Heilongjiang Shentong Web Advertising Contract
“Existing Heilongjiang Shentong Customer Service Hotline Rental Contract”	the 95130*** nationwide number rental contract <sup>#</sup> (95130*** 全國號碼租用合同) dated 4 February 2021 entered into between CCC and Heilongjiang Shentong (as amended and supplemented)
“Existing Heilongjiang Shentong Server Hosting Agreement”	the data centre server hosting service agreement <sup>#</sup> (數據中心主機托管服務協議) dated 4 February 2021 entered into between CCC and Heilongjiang Shentong (as amended and supplemented)
“Existing Heilongjiang Shentong Shentong Card Payment System Contract”	the user management contract <sup>#</sup> (用戶管理合同) entered into on 4 February 2021 between CCC and Heilongjiang Shentong (as amended and supplemented)
“Existing Heilongjiang Shentong Web Advertising Contract”	the network advertising cooperation contract <sup>#</sup> (網絡廣告合作合同) dated 4 February 2021 entered into between China Communication Heilongjiang and Heilongjiang Shentong (as amended and supplemented)

“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Heilongjiang Shentong”	黑龍江神通文化俱樂部有限公司(Heilongjiang Shentong Cultural Club Co., Ltd. <sup>#</sup> ), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Heilongjiang Shentong Customer Service Hotline Rental Contract”	the 95130*** nationwide number rental contract <sup>#</sup> (95130*** 全國號碼租用合同) dated 24 January 2024 entered into between CCC and Heilongjiang Shentong
“Heilongjiang Shentong Server Hosting Agreement”	the data centre server hosting service agreement <sup>#</sup> (數據中心主機托管服務協議) dated 24 January 2024 entered into between CCC and Heilongjiang Shentong
“Heilongjiang Shentong Shentong Card Payment System Contract”	the user management contract <sup>#</sup> (用戶管理合同) in relation to the Shentong Card payment system dated 24 January 2024 entered into between CCC and Heilongjiang Shentong
“Heilongjiang Shentong Web Advertising Contract”	the network advertising cooperation contract <sup>#</sup> (網絡廣告合作合同) dated 24 January 2024 entered into between China Communication Heilongjiang and Heilongjiang Shentong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee comprising all the independent non-executive Directors, established to advise the Independent Shareholders as to the CCT Agreements and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders who are not interested in and are entitled to vote in the resolution in relation to the CCT Agreements and the transactions contemplated thereunder at the EGM
“Independent Third Party(ies)”	any person(s) or company(s) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third party(ies) independent of and not connected with any director, chief executive or substantial shareholders or management shareholders of the Company or its subsidiaries or any of their respective associates
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company
“Shentong Card”	an electronic smart card “Shentong Card” (神通卡) for use in payment of insurances, mobile and fixed line phone recharge fees, online trading fees, or education and training courses
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

# *English translation of the name for identification purpose only*

*For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB1.00 to HK\$1.11. This exchange rate is adopted for the purpose of illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.*

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

Hong Kong, 24 January 2024

*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. Chen Lei.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 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 on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://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](http://www.srobotedu.com).*