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)

21 September 2026

To the Independent Shareholders,

Dear Sir or Madam,

(1) PROPOSED SHARE CONSOLIDATION; (2) CONNECTED TRANSACTION IN RELATION TO THE PROPOSED DEBT CAPITALISATION INVOLVING THE ISSUE OF SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE; AND (3) APPLICATION FOR WHITEWASH WAIVER

INTRODUCTION

We refer to the circular of the Company dated 21 September 2026 (the "**Circular**"), of which this letter forms part. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

We have been appointed by the Board to advise the Independent Shareholders as to whether (i) the Debt Capitalisation; (ii) the Subscription Agreement and the transactions contemplated thereunder (including the grant of Specific Mandate); and (iii) the Whitewash Waiver, are fair and reasonable so far as the Independent Shareholders are concerned, and make recommendations as to voting.

Details of the advice of Rainbow Capital, together with the principal factors and reasons taken into consideration in arriving at such advice, are set out on pages 31 to 45 of the Circular. Your attention is also drawn to the letter from the board set out on pages 8 to 28 of the Circular and the additional information set out in the appendix of the Circular.

RECOMMENDATION

Having considered (i) the Debt Capitalisation; (ii) the Subscription Agreement and the transactions contemplated thereunder (including the grant of Specific Mandate); and (iii) the Whitewash Waiver, the advice of Rainbow Capital and the principal factors and reasons taken into consideration by Rainbow Capital, we are of the opinion that (i) the Debt Capitalisation; (ii) the Subscription Agreement and the transactions contemplated thereunder (including the grant of Specific Mandate); and (iii) the Whitewash Waiver are on normal commercial terms and are fair and reasonable as far as the Independent Shareholders are concerned. Although these transactions are not conducted in the ordinary and usual course of business of the Group, they are in the interests of the Company and the Shareholders (including the Independent Shareholders). Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve (i) the Debt Capitalisation; (ii) the Subscription Agreement and the transactions contemplated thereunder (including the grant of Specific Mandate); and (iii) the Whitewash Waiver.

Yours faithfully,
For and on behalf of the Independent Board Committee

Mr. Yip Tai Him
Independent Non-executive Director

Ms. Han Liqun
Independent Non-executive Director

Ms. Chen Lei
Independent Non-executive Director