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研祥高科技控股集團有限公司  
EVOC Hi-Tech Holding Group Co., Ltd\*  
*(a company incorporated in the People's  
Republic of China with limited liability)*

研祥智能科技股份有限公司  
EVOC Intelligent Technology Company Limited\*  
*(a joint stock limited company incorporated in the People's  
Republic of China with limited liability)*  
(Stock code: 2308)

**JOINT ANNOUNCEMENT  
POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND THE H SHARE CLASS MEETING IN RELATION TO  
(1) VOLUNTARY CONDITIONAL OFFER BY  
ICBC INTERNATIONAL CAPITAL LIMITED  
FOR AND ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL OF THE ISSUED H SHARES IN  
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF  
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

**Financial Adviser to the Offeror**

**ICBC  工銀国际**

\* For identification purposes only

Reference is made to (i) the announcement jointly issued by EVOC Intelligent Technology Company Limited\* (the “**Company**”) and EVOC Hi-Tech Holding Group Co., Ltd\* (the “**Offeror**”) dated 22 June 2020 (the “**Joint Announcement**”) in relation to, among other things, the H Share Offer and the Delisting; (ii) the composite document jointly issued by the Company and the Offeror dated 19 August 2020 in relation to the H Share Offer and the Delisting (the “**Composite Document**”); (iii) the announcement jointly issued by the Offeror and the Company dated 19 August 2020 in relation to the despatch of the Composite Document; and (iv) the voluntary announcements jointly issued by the Company and the Offeror relating to introductory meetings dated 19 August 2020 and 20 August 2020. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE H SHARE CLASS MEETING**

The board of the Offeror and the Board are pleased to announce that (i) the special resolution to approve the Delisting by the Independent H Shareholders was passed by way of poll at the Extraordinary General Meeting held on 15 September 2020; and (ii) the special resolution to approve the Delisting by the Independent H Shareholders was passed by way of poll at the H Share Class Meeting held on 15 September 2020.

The Extraordinary General Meeting and the H Share Class Meeting were held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, Mr. Michael Yu Tat Chi, an independent non-executive Director presided over the Extraordinary General Meeting and the H Share Class Meeting as the chairman.

The Extraordinary General Meeting and the H Share Class Meeting were legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of the Company.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Tricor Abacus Limited, the Company’s H Share Registrar and Transfer Office, acted as scrutineer for the vote-taking at the Extraordinary General Meeting and the H Share Class Meeting.

The poll results in respect of the Extraordinary General Meeting and the H Share Class Meeting are as follows:

**(i) The poll results in respect of the Extraordinary General Meeting**

No.	Special Resolution	Number of votes cast (%) (Note 3)	
		For	Against
1.	<p><b>THAT</b> subject to the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast by poll against the resolution by the Independent H Shareholders at the H Share Class Meeting amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:</p> <p>(a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and</p>	<p>32,379,400 (80.24%) (Note 1)</p>	<p>7,976,000 (19.76%) (Note 1)</p> <p>(2.59%) (Note 2)</p>

No.	Special Resolution	Number of votes cast (%) (Note 3)	
		For	Against
	<p>(b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:</p> <p>(i) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determine the specific time of the Delisting;</p> <p>(ii) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to Shareholders and other documentation regarding the Delisting and making appropriate disclosure;</p> <p>(iii) signing and submitting any report or document to any regulatory authorities;</p> <p>(iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and</p> <p>(v) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.</p>		

*Notes:*

1. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the Extraordinary General Meeting.
2. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.
3. The percentage figures included in the poll results in respect of the Extraordinary General Meeting above have been subject to rounding adjustments.

As at the date of the Extraordinary General Meeting, the total number of issued Shares is 1,233,144,000, comprising 924,792,000 Domestic Shares and 308,352,000 H Shares.

The number of Shares entitling the holders to attend the Extraordinary General Meeting and to vote for or against the above resolution at the Extraordinary General Meeting was 308,352,000 (being the number of H Shares held by the Independent H Shareholders). There was no H Shares entitling Independent H Shareholders to attend and vote only against the resolution at the Extraordinary General Meeting or to abstain from voting. There were no other restrictions imposed on any Independent H Shareholders to cast votes on the aforesaid resolution passed at the Extraordinary General Meeting.

Independent H Shareholders and authorised proxies holding an aggregate of 40,355,400 H Shares, representing approximately 13.09% of the total issued share capital of the Company were present at the Extraordinary General Meeting.

With respect to the special resolution at the Extraordinary General Meeting, since more than 75% of the votes attaching to the Shares held by the Independent H Shareholders present in person or by proxy at the Extraordinary General Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the Extraordinary General Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules, Rule 2.2 of the Takeovers Code, the Company Law of the PRC and the Articles of the Company.

**(ii) The poll results in respect of the H Share Class Meeting**

No.	Special Resolution	Number of votes cast (%) (Note 3)	
		For	Against
1.	<p><b>THAT</b> subject to the passing of this same resolution by the Independent H Shareholders at the Extraordinary General Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the Extraordinary General Meeting and with the number of votes cast by poll against the resolution by the Independent H Shareholders at the Extraordinary General Meeting amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:</p> <p>(a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and</p>	47,537,800 (83.70%) (Note 1)	9,256,000 (16.30%) (Note 1)  (3.00%) (Note 2)

No.	Special Resolution	Number of votes cast (%) (Note 3)	
		For	Against
	<p>(b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:</p> <p>(i) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determine the specific time of the Delisting;</p> <p>(ii) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to Shareholders and other documentation regarding the Delisting and making appropriate disclosure;</p> <p>(iii) signing and submitting any report or document to any regulatory authorities;</p> <p>(iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and</p> <p>(v) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.</p>		

*Notes:*

1. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.
3. The percentage figures included in the poll results in respect of the H Share Class Meeting above have been subject to rounding adjustments.

The total number of H Shares entitling the Independent H Shareholders to attend and vote for or against the resolution at the H Share Class Meeting was 308,352,000 H Shares. There was no H Shares entitling the Independent H Shareholders to attend and vote only against the special resolution at the H Share Class Meeting.

Independent H Shareholders and authorised proxies holding an aggregate of 56,793,800 H Shares, representing approximately 18.42% of the total number of the votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Share Class Meeting.

With respect to the special resolution at the H Share Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Share Class Meeting were cast in favour of resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules, Rule 2.2 of the Takeovers Code, the Company Law of the PRC and the Articles of the Company.

## **OUTSTANDING CONDITIONS AND THE CLOSING DATE**

The Independent H Shareholders are reminded that the H Share Offer remains conditional on, among other things, minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Monday, 19 October 2020 (or such later time or date as Offeror may, subject to the Takeovers Code, decide) amounting to at least 90% of the H Shares held by Independent H Shareholders (the “**Acceptance Condition**”). Unless the Executive has granted a consent to extend the First Closing Date pursuant to Rule 15.5 of the Takeover Code, if the Acceptance Condition is not satisfied on or before the First Closing Date (i.e. Monday, 19 October 2020), the H Share Offer will lapse. The Executive may or may not grant such consent.



As at the date of this joint announcement, Conditions (a), (b) and (f) have been fulfilled. Condition (c) (being the Acceptance Condition), together with Conditions (d) and (e) remain outstanding. The Offeror is not aware of any events that would lead to Conditions (d) and (e) not being fulfilled. All Conditions are incapable of being waived.

**The Independent H Shareholders are reminded that unless the H Share Offer becomes or is declared unconditional as to acceptance on or before Monday, 19 October 2020, or is revised or extended with the consent of the Executive, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Monday, 19 October 2020. The Independent H Shareholders are further reminded to pay attention to, and to consult (if necessary) a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser to confirm, the deadline for accepting the H Share Offer, which might be before 4:00 p.m. on Monday, 19 October 2020.**

The Offeror and the Company will issue an announcement, stating whether the H Share Offer has been extended, has expired or has become or been declared unconditional (as to acceptances) by 7:00 p.m. on Monday, 19 October 2020.

#### **WITHDRAWAL OF LISTING**

Upon the H Share Offer becoming unconditional in all respects, the Company will make an application for the Delisting in accordance with Rule 6.12 of the Listing Rules. On the assumption that the H Share Offer becomes unconditional in all respects on or before Monday, 19 October 2020, it is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Tuesday, 17 November 2020, subject to the satisfaction of any conditions for the Delisting from the Stock Exchange, and receipt of any regulatory approvals required for such Delisting. H Shareholders will be notified by way of an announcement of the dates of the last day for dealing in the H Shares and on which the Delisting will become effective.

#### **SUBSEQUENT OFFER PERIOD**

The Independent H Shareholders should note that, if the H Share Offer becomes or is declared unconditional on Monday, 19 October 2020 (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 28 days thereafter in compliance with the Note to Rule 2.2 and Rule 15.3 of the Takeovers Code. At least 14 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. The Offeror reserves the right to extend the H Share Offer beyond this 28-day period.

## WARNING

The Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, the Company may or may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether the Company remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.

The H Share Offer is conditional upon the satisfaction of the Conditions as described in the Composite Document in all aspects. Accordingly, the H Share Offer may or may not become unconditional and the issue of this joint announcement does not imply that the H Share Offer or the Delisting will be completed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

On behalf of the board of  
**EVOC Hi-Tech Holding  
Group Co., Ltd\***  
**Chen Zhi Lie**  
*Director*

By order of the Board of  
**EVOC Intelligent Technology  
Company Limited\***  
**Chen Zhi Lie**  
*Executive Director*

Shenzhen, the PRC, 15 September 2020

*As at the date of this joint announcement, the directors of the Offeror are Mr. Chen Zhi Lie, Ms. Wang Rong and Ms. Chen Xi.*

*All directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Group in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

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*As at the date of this joint announcement, the executive Directors of the Company are Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Geng Wen Qiang; the independent non-executive Directors of the Company are Mr. Michael Yu Tat Chi, Mr. Ling Chun Kwok, Ms. Wu Yan Nan and Mr. Zhang Da Ming.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror in their capacity as directors of Offeror and parties acting in concert with the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*