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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
VOLUNTARY ANNOUNCEMENT IN RELATION TO
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

**PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

Financial Adviser to the Offeror

ICBC  工銀國際

* 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 (the “**Composite Document**”); (iii) the voluntary announcements jointly issued by the Company and the Offeror relating to introductory meetings dated 19 August 2020, 20 August 2020 and 15 September 2020; (iv) the poll results announcement jointly issued by the Company and the Offeror dated 15 September 2020; and (v) the announcement jointly issued by the Company and the Offeror dated 19 October 2020 in relation to, among other things, extension of the Offer Period. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

Digital Reminder

In order to remind the H Shareholders who intend to accept the H Share Offer the time frame for the acceptance, the Company and the Offeror will publish a digital reminder on certain financial media online platforms with the following wording:

“H股小股東若想接納大股東收購要約每股1.5港元的建議請盡快於11月9日前辦妥手續”

(which, in English, means “*If the H Shareholders would like to accept the H Share Offer made by the Offeror at HK\$1.5 per H Share, it is recommended that the acceptance procedures should be completed as soon as possible by 9 November*”)

Leaflet

In order to further explain the acceptance procedures of the H Share Offer based on the information published in the Composite Document, the Offeror intend to send a leaflet in Chinese to the H Shareholders the major contents of which, together with its English translation, are set out as follows:

「尊敬的股東：

如**研祥智能科技股份有限公司**(「**研祥智能**」或「**公司**」；股份代碼：2308.HK)於香港聯交所發佈的公告所述，截至2020年10月19日下午四時，要約人就H股要約接獲共220,828,199股H股的有效接納，佔全部已發行H股約71.6%。

公司須獲得全部H股股東所持H股的至少90%作為最低有效接納，才能使整個H股要約生效。現時，要約人獲香港證監會同意延長H股要約的接納期限至**2020年11月9日(星期一)**，又或延長至滿足最低有效接納之日，以較早者為準。

本次延長接納要約的限期，使意欲接納要約的股東能有較充分時間進行相關接納要約手續。請注意，由於券商或銀行處理要約接納手續需時，且各券商或銀行的截止日期不一，欲接納H股要約的股東請務必提前辦理相關手續，並於2020年11月9日前至少3個工作天進行相關接納要約手續。以下簡要歸納了接納要約的步驟，供您參考：

實名股東

如果您是實名登記股東，即持有寫著自己名字的紙質股票，而您同時欲接納H股要約，需要儘快填妥及簽署接納表格，該表格已附在寄發給H股股東的綜合文件中，或可從聯交所網站下載，並將填好的接納表格連同有關H股股票，放入信封並註明「研祥 — H股要約」，以郵遞或專人送交方式發送到股份過戶登記處卓佳雅柏勤有限公司，地址是香港皇后大道東183號合和中心54樓。

非實名股東

若您為非實名股東，即研祥智能股份是透過您購買股份的券商或銀行以中央結算代理人有限公司的名義下持有的，而您同時欲接納H股要約，請儘快聯絡您的券商或銀行，明確將您的接納H股要約指示通知對方。由於券商需要經過相關內部流程，加上疫情關係，強烈建議您於上述限期一星期或之前聯繫您的券商或銀行安排。

若股東如對H股要約的行政或程式事宜有任何疑問，可通過以下方式查詢：

查詢熱線： 852 3844 0120(香港)
010 6533 4545(中國內地)
星期一至星期五上午九時正至下午六時正(香港公眾假期除外)

查詢電郵： enquiry@evoc.cn

提示

要約人計劃公司於H股退市後，不會向上海證券交易所或任何其他證券交易所申請准許公司股份上市，故此退市後公司的股份不會流通，並不受上市規則規管。」

“Dear Shareholders,

As stated in the announcement published on the website of the Hong Kong Stock Exchange by **EVOC Intelligent Technology Company Limited** (“EVOC” or the “**Company**”; stock code: 2308.HK), as of 4:00 p.m. on 19 October 2020, the Offeror had received valid acceptances under the H Share Offer in respect of 220,828,199 H Shares, representing approximately 71.6% of the total issued H Shares.

The H Share Offer is subject to minimum valid acceptances received by the Company amounting to at least 90% of the H shares held by all H Shareholders. Currently, the HKSFCA has granted its consent to the Offeror to extend the latest time of acceptance for H Share Offer to **Monday, 9 November 2020** or the date when the minimum valid acceptances is met, whichever is earlier.

The extension of the latest time of acceptance for the Share Offer provides more time for shareholders who intend to accept the Share Offer to complete relevant acceptance procedures. Please note that, as it takes time for brokers or banks to handle the offer acceptance procedures and each broker or bank might have different deadlines, it is advised that shareholders who intend to accept the H Share Offer to conduct the related procedures in advance and complete such procedures by at least 3 business days before 9 November 2020. The procedures for offer acceptance are summarized below for your reference:

For Shareholders who hold shares in their own name

If you are a Shareholder holding H Shares that are registered in your own name (i.e. holding one or more paper share certificates that bear your own name) and you wish to accept the H Share Offer, you are required to, as soon as possible, complete and sign the Form of Acceptance that has been included in the Composite Document dispatched to the H Shareholders (and which can also be downloaded from the website of the Stock Exchange) and send, by post or via delivery by hand, such completed Form of Acceptance together with the relevant H Share certificate(s) in an envelope marked with the words “EVOC — H Share Offer” to Tricor Abacus Limited (i.e. the Registrar) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

For Shareholders who do not hold shares in their own name

If you are a Shareholder holding H Shares that are not registered in your own name (i.e. such EVOC shares in the Company are through the broker or bank through which you have purchased the same) held in the name of HKSCC Nominees Limited and you wish to accept the H Share Offer, please contact your broker or bank as soon as possible in order to expressly inform it of your instructions regarding the acceptance of the H Share Offer. Given that brokers would need to complete relevant internal procedures and in view of the pandemic, you are strongly recommended to contact your broker or bank in relation to the relevant arrangements one week in advance of the latest time for acceptance mentioned above.

If Shareholders have any enquires concerning the administrative or procedural matters relating to the H Share Offer, they may contact the enquiry hotline through the followings:

Enquiry hotlines: 852 3844 0120 (Hong Kong)
010 6533 4545 (Mainland China)
(between 9:00 a.m. and 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong)

Enquiry email: enquiry@evoc.cn

Reminder

After the Delisting of H Shares, the Offeror does not intend to apply for the listing of the Company's shares on the Shanghai Stock Exchange or any other stock exchanges, hence the Company's shares will not circulate or be subject to the Listing Rules after the Delisting."

Warning:

Shareholders and/or potential investors of the Company should note that the H Share Offer is subject to the satisfaction of the Conditions in all respects. 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
Chairman and executive Director

Shenzhen, the PRC, 21 October 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.

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.

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