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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  
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**

**LAPSE OF THE H SHARE OFFER**

**Financial Adviser to the Offeror**

**ICBC  工銀国际**

\* For identification purposes only

## **LEVEL OF ACCEPTANCES OF THE H SHARE OFFER**

As at 4:00 p.m. on Monday, 9 November 2020, the Offeror had received valid acceptances under the H Share Offer in respect of 273,900,200 H Shares, representing approximately 88.83% of the total issued H Shares as at the date of this joint announcement.

## **LAPSE OF THE H SHARE OFFER**

The H Share Offer is 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on, among other things, minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or any subsequent closing date as may be decided and announced by the Offeror and approved by the Executive) amounting to at least 90% of the H Shares held by the Independent H Shareholders.

The Acceptance Condition (that is, Condition (c) of the H Share Offer) was not satisfied. Accordingly, the H Share Offer has not become unconditional and has lapsed on 9 November 2020.

## **INTRODUCTION**

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 poll results announcement jointly issued by the Company and the Offeror dated 15 September 2020; and (iv) 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 (the “**Extension Announcement**”).

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **LEVEL OF ACCEPTANCES OF THE H SHARE OFFER**

As at 4:00 p.m. on Monday, 9 November 2020, the Offeror had received valid acceptances under the H Share Offer in respect of 273,900,200 H Shares, representing approximately 88.83% of the total issued H Shares as at the date of this joint announcement.

## **INTERESTS OF THE OFFEROR AND ITS CONCERT PARTIES IN H SHARES**

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it, being SZ Haoxuntong, held 924,792,000 Domestic Shares (representing 75% of the issued share capital of the Company).

Save for the above, none of the Offeror or any of its concert parties owned, controlled or directed any H Shares or any rights over H Shares during the Offer Period and up to the date of this joint announcement.

The Offeror and its concert parties have not acquired or agreed to acquire any H Shares or any rights over H Shares during the Offer Period.

None of the Offeror or any of its concert parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

## **LAPSE OF THE H SHARE OFFER**

The H Share Offer is 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 the Closing Date (or any subsequent closing date as may be decided and announced by the Offeror and approved by the Executive) amounting to at least 90% of the H Shares held by the Independent H Shareholders (“**Acceptance Condition**”). In light of the level of acceptances of the H Share Offer as set out in the paragraph headed “Level of Acceptances of the H Share Offer” above, the Acceptance Condition (that is, Condition (c) of the H Share Offer) was not satisfied.

As at the date of this joint announcement, Conditions (a), (b), (d) and (e) have been fulfilled. Condition (c) (being the Acceptance Condition) of the H Share Offer remains outstanding.

Accordingly, the H Share Offer has not become unconditional and has lapsed on 9 November 2020.

As the H Share Offer has lapsed, the H Shares tendered for acceptances under the H Share Offer will not be acquired by the Offeror. The Independent H Shareholders who have tendered their H Shares for acceptances will therefore not be entitled to receive any consideration. H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title in respect of the H Shares tendered for acceptances under the H Share Offer will be returned to those Independent H Shareholders who have accepted the H Share Offer by ordinary post at their own risk as soon as possible but in any event within ten (10) days from the date of this joint announcement (that is, on or before 19 November 2020).

Pursuant to Rule 31.1 of the Takeovers Code, neither the Offeror nor any person who acted in concert with it in the course of the H Share Offer, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this joint announcement either (i) announce an offer or possible offer for the Company (including a partial offer which could result in the Offeror holding H Shares carrying 30% or more of the voting rights of the Company), or (ii) acquire any voting rights of the

Company if the Offeror or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer, except with the consent of the Executive.

## **WITHDRAWAL OF LISTING**

The Delisting is subject to, among other things, the Acceptance Condition. In light of the level of acceptances of the H Share Offer as set out in the paragraph headed “Level of Acceptances of the H Share Offer” above, the Delisting will not proceed.

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, 9 November 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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