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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)**

**MONTHLY PROGRESS UPDATE  
ON THE POSSIBLE VOLUNTARY GENERAL OFFER  
TO ACQUIRE ALL THE ISSUED H SHARES  
IN THE SHARE CAPITAL OF THE COMPANY**

This announcement is made by 研祥智能科技股份有限公司 (EVOC Intelligent Technology Company Limited\*) (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to the announcements of the Company dated 13 November 2017, 13 December 2017, 15 January 2018, 13 February 2018, 13 March 2018 and 13 April 2018 (the “**Announcements**”) in relation to the possible voluntary general offer (the “**Possible Offer**”) to acquire all the issued H shares in the share capital of the Company (other than those held by Mr. Chen Zhi Lie (the “**Ultimate Controlling Shareholder**”) and parties acting in concert with him). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board wishes to update the Shareholders and potential investors that, as advised by the Ultimate Controlling Shareholder, as at the date of this announcement, the Ultimate Controlling Shareholder remains in the process of obtaining the necessary approvals from the relevant authorities in the PRC and arranging appropriate funding through permitted local banks using onshore funds with respect to the payment of consideration for the Possible Offer and making the necessary filings, registrations and notifications in such respects. As advised by the Ultimate Controlling Shareholder, the necessary filing with the National Development and Reform Commission to proceed with the Possible Offer has been made in April 2018 accordingly, and the process of obtaining the necessary approval from the State Administration of Foreign Exchange in the PRC remains ongoing.

Further announcement(s) setting out the progress of the Possible Offer will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and on a monthly basis until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with such offer is made.

## **WARNINGS**

**Shareholders and potential investors should be aware that there is no assurance that the Possible Offer and any transaction mentioned in the Announcements will materialise or eventually be consummated and the discussions may or may not lead to a general offer for the H Shares. As the Possible Offer may or may not realise, Shareholders and potential investors are advised to exercise extreme caution when dealing in the H Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

By order of the Board of  
研祥智能科技股份有限公司  
**EVOC Intelligent Technology Company Limited\***  
**Tsui Chun Kuen**  
*Company Secretary*

Shenzhen, the PRC, 15 May 2018

*As at the date of this announcement, the Board comprises Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Geng Wen Qiang as executive Directors; and Mr. Wen Bing, Mr. Dong Li Xin, Mr. Zhang Da Ming and Mr. Yu Tat Chi, Michael as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* *for identification purposes only*