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深圳市研祥智慧科技股份有限公司  
Shenzhen EVOC Intelligence Technology  
Company Limited\*

*(a joint stock 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  
DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION  
TO THE PROPOSED CONDITIONAL PRIVATISATION  
OF THE COMPANY BY THE OFFEROR  
BY WAY OF MERGER BY ABSORPTION**

**Financial Adviser to the Offeror**



Reference is made to (a) the announcement jointly issued by Shenzhen EVOC Intelligence Technology Company Limited\* (深圳市研祥智慧科技股份有限公司) (the “**Offeror**”) and EVOC Intelligent Technology Company Limited\* (研祥智能科技股份有限公司) (the “**Company**”) dated 8 August 2022 (the “**Rule 3.5 Announcement**”) in relation to the proposed conditional privatisation of the Company by the Offeror by way of Merger by absorption; (b) the announcement issued by the Company dated 12 August 2022 in relation to the appointment of an Independent Financial Adviser; (c) the joint announcement issued by the Offeror and the Company dated 29 August 2022 in relation to the delay in dispatch of the Composite Document; and (d) the composite document jointly issued by the Offeror and the Company dated 30 September 2022 in relation to the Merger (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, amongst others, (i) further details of the Merger and the Merger Agreement and other matters in relation to the Merger; (ii) a letter of advice issued by the Independent Financial Adviser to the Independent Board Committee; and (iii) recommendations and advice from the Independent Board Committee, together with a notice of the EGM, a notice of the H Shareholders' Class Meeting and proxy forms in respect of the EGM and the H Shareholders' Class Meeting have been despatched by the Offeror and the Company jointly to the Shareholders on 30 September 2022.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s) as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this expected timetable refer to Hong Kong dates and times.

Latest time for lodging transfers of H Shares in order to be entitled to attend and vote at the EGM and the H Shareholders' Class Meeting . . . . . 4:30 p.m. on Friday, 14 October 2022

Closure of registers for transfers of Shares for determination of the Shareholders entitled to attend and vote at the EGM and the H Shareholders' Class Meeting . . . . . Monday, 17 October 2022 to Wednesday, 19 October 2022 (both dates inclusive)

Latest time for lodging proxy forms in respect of the EGM . . . . . 9:30 a.m. on Tuesday, 18 October 2022

Latest time for lodging proxy forms in respect of the H Shareholders' Class Meeting . . . . . 10:00 a.m. on Tuesday, 18 October 2022

Record date for Shareholders for the EGM and the H Shareholders for the H Shareholders' Class Meeting . . . . . Wednesday, 19 October 2022

EGM<sup>(1)</sup> . . . . . 9:30 a.m. on Wednesday, 19 October 2022

H Shareholders' Class Meeting<sup>(1)</sup> . . . . . 10:00 a.m. on  
Wednesday, 19 October 2022, or immediately  
following the conclusion of  
the EGM or any adjournment  
thereof on Wednesday, 19 October 2022

Announcement of the results of the EGM and the H  
Shareholders' Class Meeting and the satisfaction of  
all Conditions to Effectiveness<sup>(2)</sup>, last day for  
dealings in H Shares and expected date of withdrawal  
of listing of H Shares. . . . . By 7:00 p.m. on  
Wednesday, 19 October 2022

Resumption of registers for transfer of Shares . . . . . Thursday, 20 October 2022

Each of the Offeror and the Company notifies its  
creditors and makes a public announcement of the  
Merger pursuant to the PRC Company Law. . . . . Within 10 days  
(for the notice to creditors)  
and 30 days (for the announcement)  
following the EGM and the  
H Shareholders' Class Meeting

Last day for dealings in H Shares. . . . . Thursday, 20 October 2022

Latest time for lodging transfers of H Shares in order to  
be entitled to receive the Cancellation Price . . . . . 4:30 p.m. on  
Tuesday, 25 October 2022

Closure of registers of members of the Company (until  
the Company's deregistration occurs). . . . . From  
Wednesday, 26 October 2022 onward

Announcement that all the Conditions to  
Implementation are satisfied (or waived, as  
applicable)<sup>(2)</sup> . . . . . by 8:30 a.m. on  
Thursday, 27 October 2022

Expected date and time of withdrawal of listing of H  
Shares . . . . . 4:00 p.m. on  
Thursday, 27 October 2022

Latest date for payment of the Cancellation Price to the  
H Shareholders<sup>(3)</sup> . . . . . Monday, 7 November 2022

End of the period during which creditors may request the Offeror and the Company to pay off their respective indebtedness or provide guarantees. . . . . Within 30 days after the receipt of notice by creditors or within 45 days after the issue of announcement to creditors if the aforesaid notice has not been received by creditors

*Notes:*

- (1) The Conditions to Effectiveness shall be satisfied upon passing of the requisite resolutions at the EGM and the H Shareholders' Class meeting as set out in the section headed "3. **PRINCIPAL TERMS OF THE MERGER AGREEMENT** — Condition to Effectiveness" in the "**LETTER FROM THE BOARD**" of the Composite Document.
- (2) The Offeror and the Company will jointly publish announcement(s) when or as soon as reasonably practicable after all Conditions to Effectiveness have been satisfied and the Conditions to Implementation have been satisfied or waived, as appropriate.
- (3) Pursuant to the Merger Agreement, if any Dissenting Shareholder is to exercise its right to request the Company and/or other Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) to acquire its Shares at a "fair price" during the Declaration Period (the "**Right**"), the Dissenting Shareholder must refund the Cancellation Price (if received) to the Offeror in order to be entitled to exercise the Right, failing which the Dissenting Shareholder will be deemed to have waived, and will no longer be able to exercise, the Right. The Offeror (if so elected by the Company and/or the Consenting Shareholders) will make the payment separately upon agreement on matters regarding the Right. For the avoidance of doubt, regardless of when the Dissenting Shareholder exercises the Right, the Dissenting Shareholder will be deemed to have ceased to have any right in respect of the Shares (other than the right to request for consideration pursuant to exercise of the Right) on the Delisting Date.

**WARNING:**

**The Conditions to Effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to Implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all of Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the sole director of  
**Shenzhen EVOC Intelligence Technology  
Company Limited\***  
**Chen Zhi Lie**  
*Sole Director*

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

Shenzhen, the PRC, 30 September 2022

*As at the date of this joint announcement, the sole director of Offeror is Mr. Chen Zhi Lie. The sole director of Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the 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 board of directors of EVOC Hi-Tech comprises Mr. Chen Zhi Lie, Madam Wang Rong and Ms. Chen Xi. The directors of EVOC Hi-Tech jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Group) 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) 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 of the statements in this joint announcement misleading.*

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Chen Zhi Lie and Mr. Geng Wen Qiang; and three independent non-executive directors, namely Ms. Wu Yan Nan, Ms. Li Qian and Ms. Xu Hai Hong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, EVOC Hi-Tech and any parties acting in concert with any of them but excluding Mr. Chen), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of EVOC Hi-Tech in their respective capacity as director(s) of the Offeror or EVOC Hi-Tech) 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 statements in this joint announcement misleading.*

*\* For identification purposes only*