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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 limited 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
PROPOSED CONDITIONAL PRIVATISATION OF THE COMPANY
BY THE OFFEROR BY WAY OF MERGER BY ABSORPTION**

**(1) IMPLEMENTATION OF THE MERGER
(2) VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES
AND
(3) PAYMENT OF THE CANCELLATION PRICE**

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; (d) the composite document jointly issued by the Offeror and the Company dated 30 September 2022 in relation to the Merger (the “**Composite Document**”), the notice of EGM, the notice of H Shareholders’ Class Meeting and the joint announcement issued by the Company and the Offeror dated 30 September 2022 in relation to the dispatch of the Composite Document; and (e) the joint announcement issued by the Company and the Offeror dated 19 October 2022 in relation to, among others, the poll results of the EGM and the H Shareholders’ Class Meeting. Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Composite Document.

IMPLEMENTATION OF THE MERGER

The Offeror and the Company jointly announce that, as at the date of this joint announcement, all of the Conditions to Implementation under the Merger Agreement have been fulfilled. Accordingly, the implementation of the Merger has become unconditional and the Merger has become effective.

VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES

Immediately upon the Merger becoming effective, the conditional withdrawal of the listing of the H Shares on the Stock Exchange has become unconditional. As such, the listing of the H Shares on the Stock Exchange will be withdrawn from 4:00 p.m. (Hong Kong time) on Thursday, 27 October, 2022.

PAYMENT OF THE CANCELLATION PRICE

Cheques for payment of the Cancellation Price to the H Shareholders will be despatched to the H Shareholders by ordinary post on or before Monday, 7 November 2022.

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, 27 October 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*