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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)*

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EVOC Intelligent Technology  
Company Limited\*

*(a joint stock limited company incorporated in the People's  
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(Stock Code: 2308)*

**JOINT ANNOUNCEMENT  
(1) POLL RESULTS OF THE EGM  
AND  
THE H SHAREHOLDERS' CLASS MEETING  
HELD ON 19 OCTOBER 2022  
RELATING TO THE PROPOSED CONDITIONAL PRIVATISATION  
OF  
THE COMPANY BY THE OFFEROR  
BY WAY OF MERGER BY ABSORPTION  
(2) PROPOSED WITHDRAWAL OF LISTING AND  
LAST DAY OF TRADING  
AND  
(3) INFORMATION REGARDING EXERCISE OF RIGHT OF  
DISSENTING SHAREHOLDERS**

**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**”), the notice of EGM, the notice of H Shareholders’ Class Meeting and the joint announcement issued by the Company and the Offeror in relation to the dispatch of the Composite Document. Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Composite Document.

## **RESULTS OF THE EGM AND THE H SHAREHOLDERS’ CLASS MEETING**

The Board and the sole director of the Offeror are pleased to announce that the proposed resolutions set out in the notice of EGM and the notice of H Shareholders’ Class Meeting were voted by way of poll and all of them were duly passed on 19 October 2022.

The EGM and the H Shareholders’ Class Meeting were held at 19/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC at 9:30 a.m. and 10:00 a.m., respectively, on 19 October 2022.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Tricor Abacus Limited, the H Share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM and the H Shareholders’ Class Meeting.

The poll results in respect of the EGM and the H Shareholders' Class Meeting are as follows:

(i) The poll results in respect of the EGM

Special Resolution		NUMBER OF VALID VOTES (%)	
		For	Against
1.	<p>(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 August 2022 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.</p> <p>(b) To consider and, if thought fit, to approve that any director of the Company be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.</p>	<p>1,019,561,642 98.00% (note 1)</p>	<p>20,768,000 2.00% (note 1)</p>

Notes:

1. Based on the total number of the votes attaching to all the Shares held by the Shareholders cast in person or by proxy at the EGM.
2. The percentage figures included in the poll results in respect of the EGM above have been subject to rounding adjustments.

As at the date of the EGM, the total number of issued Shares is 1,233,144,000, comprising 308,352,000 H Shares and 924,792,000 Domestic Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM.

As disclosed in the Composite Document, Shares held by members of the CICC group acting in the capacity of exempt principal trader(s) must not be voted at the EGM unless the Executive allows such Shares to be so voted. Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the EGM if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror. Accordingly, each member of CICC group which is an exempt principal trader did not exercise the voting rights attached to the Shares owned by them (other than those Shares held by such exempt principal trader as a simple custodian for and on behalf of non-discretionary clients who are entitled to vote in the context of the Merger at the EGM and who have given voting instructions, and over which such exempt principal trader has no voting discretion) in the context of the Merger at the EGM.

There were no restrictions imposed on any Shareholder to cast votes on the aforesaid resolution passed at the EGM. There was no Share entitling the Shareholder to attend and vote only against the resolution at the EGM or to abstain from voting. No Shareholder had previously stated his/her/its intention in the Composite Document to vote against the resolution proposed at the EGM or to abstain from voting.

The EGM was convened by the Board and chaired by Ms. Wu Yan Nan, a committee member of the Independent Board Committee. The Shareholders and authorised proxies holding an aggregate of 1,040,329,642 Shares, representing approximately 84.36% of the total issued share capital of the Company were present at the EGM.

With respect to the special resolution at the EGM, since more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy at the EGM were cast in favour of the resolution, the special resolution was passed by way of poll at the EGM in accordance with the requirements of the PRC Laws and the Articles.

The directors of the Company attended the EGM are Mr. Geng Wen Qiang, an executive director of the Company and Ms. Wu Yan Nan, an independent non-executive director of the Company.

(ii) The poll results in respect of the H Shareholders' Class Meeting

Special Resolution		NUMBER OF VALID VOTES (%)	
		For	Against
1.	(a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 August 2022 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.	93,845,642	21,728,000
		81.20%	18.80%
		(note 1)	(note 1)
		30.43%	7.05%
	(b) To consider and, if thought fit, to approve that any director of the Company be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.	(note 2)	(note 2)

*Notes:*

1. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Shareholders' Class Meeting.
2. Based on the total number of the votes attaching to all the H Shares held by the Independent H Shareholders.
3. The percentage figures included in the poll results in respect of the H Shareholders' Class Meeting above have been subject to rounding adjustments.

The total number of H Shares entitling the H Shareholders to attend and vote for or against the resolution at the H Shareholders' Class Meeting was 308,352,000 H Shares representing all of the H Shares in issue.

As the Offeror and its concert parties do not hold any H Shares, they are not eligible to vote at the H Shareholders' Class Meeting for the purpose of satisfying the requirements of Rule 2.10 of the Takeovers Code.

As disclosed in the Composite Document, Shares held by members of the CICC group acting in the capacity of exempt principal traders must not be voted at the H Shareholders' Class Meeting unless the Executive allows such Shares to be so voted. Shares held by members of the CICC group acting in the capacity of exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the H Shareholders' Class Meeting if: (i) such member of the CICC group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CICC group and such non-discretionary client that strictly prohibit such member of the CICC group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CICC group); and (iv) such non-discretionary client is not a concert party of the Offeror. Accordingly, each member of CICC group which is an exempt principal trader did not exercise the voting rights attached to the H Shares owned by them (other than those H Shares held by such exempt principal trader as a simple custodian for and on behalf of non-discretionary clients who are entitled to vote in the context of the Merger at the H Shareholders' Class Meeting and who have given voting instructions, and over which such exempt principal trader has no voting discretion) in the context of the Merger at the H Shareholders' Class Meeting.

There were no other restrictions imposed on any H Shareholders to cast votes on the aforesaid resolution passed at the H Shareholders' Class Meeting. There were no H Shareholders entitled to attend and vote only against the special resolution at the H Shareholders' Class Meeting. No H Shareholder has stated its intention in the Composite Document or irrevocably committed to vote in favour of or against the resolution proposed at the H Shareholders' Class Meeting or to abstain from voting.

The H Shareholders' Class Meeting was convened by the Board and chaired by Ms. Wu Yan Nan. The Independent H Shareholders and authorised proxies holding an aggregate of 115,573,642 H Shares, representing approximately 37.48% of the total number of votes attaching to all the H Shares held by the Independent H Shareholders were present at the H Shareholders' Class Meeting.

With respect to the special resolution at the H Shareholders' Class Meeting, since more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy at the H Shareholders' Class Meeting were cast in favour of the resolution and the number of votes cast against the resolution amounted to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Shareholders' Class Meeting in accordance with the requirements of Rule 6.15(2) of the Listing Rules and Rule 2.10 of the Takeovers Code.

The directors of the Company attended the H Shareholders' Class Meeting are Mr. Geng Wen Qiang, an executive director of the Company and Ms. Wu Yan Nan, an independent non-executive director of the Company.

## **SATISFACTION OF THE CONDITIONS TO EFFECT THE MERGER AGREEMENT**

As at the date of this joint announcement, the Conditions to Effectiveness have been satisfied. Accordingly, the Merger Agreement has become effective.

The Shareholders and investors are reminded that the implementation of the Merger shall be subject to the fulfilment of the Conditions to Implementation (unless waived, as applicable). As at the date of this joint announcement, none of the Conditions to Implementation has been satisfied or waived (as applicable).

The Offeror and the Company will jointly issue an announcement stating whether the Conditions to Implementation have been fulfilled or waived (as applicable) by 8:30 a.m. on Thursday, 27 October 2022.

## **PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY AND LAST DAY OF DEALING**

The Company has obtained approval from the Stock Exchange for the withdrawal of the listing of the H Shares on the Stock Exchange, which is subject to the Merger becoming effective, in accordance with Rule 6.15(2) of the Listing Rules.

It is currently expected that (i) the last day of dealings in the H Shares on the Stock Exchange will be Thursday, 20 October 2022; and (ii) the voluntary withdrawal of listing of the H Shares on the Stock Exchange would occur at 4:00 p.m. on Thursday, 27 October 2022.

On the assumption that the Conditions to Implementation have been fulfilled (or waived, as applicable) by 8:30 a.m. on Thursday, 27 October 2022, the payment of the Cancellation Price will be made to the H Shareholders on or before Monday, 7 November 2022 and on the same date, satisfy the Cancellation Price for the Domestic Shares through issuance of the registered capital of the Offeror to all Domestic Shareholders.

Shareholders will be notified by way of an announcement if there are any additional developments.

## **EXERCISE OF RIGHT OF DISSENTING SHAREHOLDERS**

Reference is made to the paragraph headed "Right of a Dissenting Shareholder" in the section headed "3. PRINCIPAL TERMS OF THE MERGER AGREEMENT" of the "LETTER FROM THE BOARD" in the Composite Document.

As no vote was cast against Special Resolution 1 at the EGM by the Domestic Shareholders, the Domestic Shareholders will not be entitled to exercise the right to request the Company and/or the Consenting Shareholders (or the Offeror, if so elected by the Company and/or the Consenting Shareholders) to acquire its Shares at a “fair price” (the “**Right**”), and only H Shareholders which satisfy the relevant criteria and entitlement conditions will be entitled to exercise the Right.

Any Dissenting Shareholder wishing to exercise the Right should on or before the expiry date of the Declaration Period (which will be Tuesday, 25 October 2022), collect the documents containing information on the procedures for exercising the Right and the Required Document (as defined below, together as the “**Procedure Documents**”) at the Company’s H Share registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and the Company’s principal place of business in the PRC at EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China.

The multiple documents requested for in the Procedure Documents (the “**Required Documents**”) include, but are not limited to (i) exercise notice(s) with information filled in; and (ii) declaration and proof in respect of satisfaction of criteria and entitlement conditions to exercise the Right. For a Dissenting Shareholder whose H Shares are deposited in CCASS, additional documents and proof will be required in respect of beneficial ownership and nominee relationship (if any). The Required Documents must be submitted during the Declaration Period (which will be from Wednesday, 19 October 2022 to Tuesday, 25 October 2022) by hand to the Company’s H Share registrar as stated above.

**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.**

According to the PRC Company Law and the Articles, any Dissenting Shareholder may by written notice request the Company and/or other Consenting Shareholders to acquire its Shares at a “fair price”. There is no administrative guidance on the substantive as well as the procedural rules as to how the “fair price” will be determined under the PRC Laws. Thus no assurance can be given as to any favourable results to the Dissenting Shareholders who have validly exercised the Right and the cost may be incurred by the Dissenting Shareholders in the process of exercising the Right and determining the “fair price”.

For the avoidance of doubt, if the Merger does not complete, the Dissenting Shareholders will not be entitled to exercise the Right as described above.

## **GENERAL**

Immediately before the commencement of the Offeror Period on 8 August 2022, save that the Offeror and its concert parties held, controlled or directed 924,792,000 Domestic Shares (representing all of the Domestic Shares in issue and approximately 74.99% of the total issued Shares in the Company as the date of this joint announcement), none of the Offeror and its concert parties held, controlled or directed any Shares or rights over Shares. None of the Offeror and its concert parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period.

As at the date of this joint announcement, neither the Offeror nor its concert parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

## **WARNING**

**Completion of the Merger is conditional upon the satisfaction (or waiver, as applicable) of the Conditions to Implementation. Accordingly, the issue of this joint announcement does not imply in any way that the Merger will be completed. Shareholders and potential investors 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, 19 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*