

19 August 2020

*To the Independent H Shareholders*

Dear Sir or Madam,

**(1) 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  
(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF  
THE H SHARES OF EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

**INTRODUCTION**

We refer to the Composite Document dated 19 August 2020 jointly issued by the Offeror and the Company of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to form the Independent Board Committee to consider the terms of the H Share Offer and the Delisting and to make a recommendation to the Independent H Shareholders as to whether, in our opinion, the terms of the H Share Offer and the Delisting are fair and reasonable so far as the Independent H Shareholders are concerned, and as to the acceptance of the H Share Offer and the voting of the Delisting. Sorrento Capital has been appointed as the Independent Financial Adviser to advise us in this respect. Details of Sorrento Capital's advice and the principal factors and reasons taken into consideration in arriving at its advice and recommendations are set out in the "Letter from Sorrento Capital" from pages 35 to 65 of the Composite Document.

We also wish to draw your attention to the "Letter from the Board", the "Letter from ICBCI" and the additional information set out in the appendices to the Composite Document.

We, being the members of the Independent Board Committee, have declared that, as disclosed in the “Letter from the Board”, we are independent and do not have any conflict of interest in respect of the H Share Offer and the Delisting or any direct or indirect interest therein and are therefore able to consider the terms of the H Share Offer and the Delisting and to make recommendations to the Independent H Shareholders.

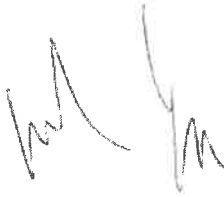
## **RECOMMENDATIONS**

Having taken into account the terms of the H Share Offer and the Delisting, together with the advice and recommendations from Sorrento Capital, we are of the opinion that the terms of the H Share Offer and the Delisting are fair and reasonable so far as the Independent H Shareholders are concerned and therefore we recommend the Independent H Shareholders to (i) accept the H Share Offer and (ii) vote in favour of the resolution approving the Delisting at the Extraordinary General Meeting and the H Share Class Meeting.

Notwithstanding our recommendation, the Independent H Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent H Shareholders should consult their own professional advisers for professional advice.

Furthermore, the Independent H Shareholders who wish to accept the H Share Offer are recommended to read carefully the procedures for accepting the H Share Offer as detailed in the Composite Document and the accompanying Form of Acceptance.

Yours faithfully,  
For and on behalf of  
*Independent Board Committee*



**Mr. Michael  
Yu Tat Chi**  
*Independent  
Non-executive  
Director*

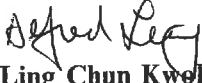
**Mr. Ling Chun Kwok**  
*Independent  
Non-executive  
Director*

**Ms. Wu Yan Nan**  
*Independent  
Non-executive  
Director*

**Mr. Zhang Da Ming**  
*Independent  
Non-executive  
Director*

Yours faithfully,  
For and on behalf of  
*Independent Board Committee*

**Mr. Michael  
Yu Tat Chi**  
*Independent  
Non-executive  
Director*

  
**Mr. Ling Chun Kwok**  
*Independent  
Non-executive  
Director*

**Ms. Wu Yan Nan**  
*Independent  
Non-executive  
Director*

**Mr. Zhang Da Ming**  
*Independent  
Non-executive  
Director*

Yours faithfully,  
For and on behalf of  
*Independent Board Committee*

**Mr. Michael  
Yu Tat Chi**  
*Independent  
Non-executive  
Director*

**Mr. Ling Chun Kwok**  
*Independent  
Non-executive  
Director*

**Ms. Wu Yan Nan**  
*Independent  
Non-executive  
Director*

**Mr. Zhang Da Ming**  
*Independent  
Non-executive  
Director*

吳燕南

**Yours faithfully,  
For and on behalf of  
*Independent Board Committee***

**Mr. Michael  
Yu Tat Chi  
*Independent  
Non-executive  
Director***

**Mr. Ling Chun Kwok  
*Independent  
Non-executive  
Director***

**Ms. Wu Yan Nan  
*Independent  
Non-executive  
Director***

  
**Mr. Zhang Da Ming  
*Independent  
Non-executive  
Director***