

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF H SHARE CLASS MEETING

Notice is hereby given that the H Share Class Meeting (the “**H Share Class Meeting**”) of 研祥智能科技股份有限公司 (EVOC Intelligent Technology Company Limited*) (the “**Company**”) will be held at the 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. (or immediately after the conclusion or adjournment of the Extraordinary General Meeting which will be held at the same place and on the same date) on Tuesday, 15 September 2020 for the purpose of considering and, if thought fit, passing the following resolution by at least 75% of the votes attaching to the H Shares of the Company held by the Independent H Shareholders of the Company that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolution at the H Share Class Meeting by the Independent H Shareholders amounting to not more than 10% of the votes attaching to all the H Shares of the Company held by the Independent H Shareholders of the Company.

Capitalised terms defined in the composite document dated 19 August 2020 jointly issued by 研祥高科技控股集團有限公司 (EVOC Hi-Tech Holding Group Co., Ltd*) and the Company shall have the same meanings when used herein unless otherwise specified.

* *for identification purposes only*

SPECIAL RESOLUTION:

THAT subject to the passing of this same resolution by the Independent H Shareholders at the Extraordinary General Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the Extraordinary General Meeting and with the number of votes cast by poll against the resolution at the Extraordinary General Meeting by the Independent H Shareholders amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:

- (a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and
- (b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:
 - (i) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determining the specific time of the Delisting;
 - (ii) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to shareholders and other documentation regarding the Delisting and making appropriate disclosure;
 - (iii) signing and submitting any report or document to any regulatory authorities;
 - (iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and

- (v) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.

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

Shenzhen, People's Republic of China, 19 August 2020

As at the date of this notice, the executive Directors of the Company are Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Geng Wen Qiang; the independent non-executive Directors of the Company are Mr. Michael Yu Tat Chi, Mr. Ling Chun Kwok, Ms. Wu Yan Nan and Mr. Zhang Da Ming.

Notes:

1. In order to determine the shareholders of H shares who will be entitled to attend and vote at the H Share Class Meeting, the register of members of the Company will be closed from Thursday, 10 September 2020 to Tuesday, 15 September 2020, both days inclusive, during which period no transfer of the Company's shares will be registered. To be eligible to attend and vote at the H Share Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 9 September 2020. Shareholders whose names are recorded in the register of members of the Company on Thursday, 10 September 2020 are entitled to attend the H Share Class Meeting.
2. A shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the H Share Class Meeting on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
4. To be valid, the form of proxy must be lodged with the Company's H Share Registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong within 24 hours prior to the holding of the H Share Class Meeting. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time set out in such instrument.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board of directors or other governing bodies may attend the H Share Class Meeting on behalf of the appointer.
6. The Company has the right to request a proxy who attends the H Share Class Meeting on behalf of a shareholder to provide proof of identity.

* *for identification purposes only*