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研祥高科技控股集團有限公司
EVOC Hi-Tech Holding Group Co., Ltd*
*(a 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
(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 WITHDRAWAL
OF LISTING OF THE H SHARES OF
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

Financial Adviser to the Offeror

ICBC  工银国际

Independent Financial Adviser to the Independent Board Committee



* For identification purposes only

Reference is made to (i) the announcement jointly issued by EVOC Intelligent Technology Company Limited (“**the Company**”) and EVOC Hi-Tech Holding Group Co., Ltd (“**the Offeror**”) dated 22 June 2020 in relation to, among other things, the H Share Offer and the Delisting and (ii) the announcement jointly issued by the Company and the Offeror in relation to, among other thing, the delay in despatch of the composite document in relation to, among other things, the H Share Offer and the Delisting dated 13 July 2020.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, *inter alia*, (a) further details of the H Share Offer; (b) the expected timetable relating to the H Share Offer; (c) the Delisting; (d) the recommendation from the Independent Board Committee with respect to the H Share Offer and the Delisting; (e) the advice of Sorrento Capital to the Independent Board Committee and the Independent H Shareholders; (f) a notice of the Extraordinary General Meeting to approve the Delisting; and (g) a notice of the H Share Class Meeting to approve the Delisting, and other particulars required by the Listing Rules and the Takeovers Code (if any), together with the Form of Acceptance and forms of proxy, will be despatched to the H Shareholders on 19 August 2020.

EXPECTED TIMETABLE

The H Share Offer will commence on Wednesday, 19 August 2020 and the latest time and date for acceptance of the H Share Offer is at 4:00 p.m. on Monday, 19 October 2020. Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, the H Share Offer (whether revised or not) may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th date after the Composite Document was posted. The Offeror may further apply to extend the latest date to declare the H Share Offer unconditional as to acceptances beyond Monday, 19 October 2020 and the Executive may or may not grant such consent.

If the H Share Offer is extended (with the consent of the Executive), the announcement of such extension will state the next closing date.

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 Company and the Offeror 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.

Despatch date of the Composite Document and commencement of the H Share Offer (*Note 1*) Wednesday, 19 August 2020

Latest time for lodging transfers of the H Shares in order to be entitled to attend and vote at the Extraordinary General Meeting and/or the H Share Class Meeting 4:30 p.m. on Wednesday, 9 September 2020

Closure of the Register for the determination of entitlements of the Independent H Shareholders to attend and vote at the Extraordinary General Meeting and/or the H Share Class Meeting. Thursday, 10 September 2020 to Tuesday, 15 September 2020 (both dates inclusive)

Latest time for lodging proxy form(s) in respect of the Extraordinary General Meeting (*Note 2*) 9:30 a.m. on Monday, 14 September 2020

Latest time for lodging proxy form(s) in respect of the H Share Class Meeting (*Note 2*) 10:00 a.m. on Monday, 14 September 2020

Extraordinary General Meeting 9:30 a.m. on Tuesday, 15 September 2020

H Share Class Meeting 10:00 a.m. or immediately after the conclusion or adjournment of the Extraordinary General Meeting on Tuesday, 15 September 2020

Announcement of the results of the Extraordinary General Meeting and the H Share Class Meeting by 7:00 p.m. on Tuesday, 15 September 2020

Re-opening of the Register Wednesday, 16 September 2020

First Closing Date (*Note 3*) Monday, 19 October 2020

Latest time for acceptance of the H Share Offer on the First Closing Date (*Note 4*) 4:00 p.m. on Monday, 19 October 2020

Announcement of the results of the H Share Offer
on the First Closing Dateby 7:00 p.m. on Monday,
19 October 2020

Latest time for the H Share Offer to become or be
declared unconditional as to acceptances
(if not already unconditional) (*Note 6*)7:00 p.m. on Monday,
19 October 2020

Latest date for posting of remittances for the amounts
due under the H Share Offer in respect of valid
acceptances received at or before the latest time for
acceptances of the H Share Offer on the First Closing
Date (assuming the H Share Offer has become
unconditional in all respects on the First Closing
Date) (*Note 5*)Thursday, 29 October 2020

Latest time for trading in the H Shares on the Stock
Exchange, assuming the Delisting is approved4:10 p.m. on Tuesday,
10 November 2020

Final Closing Date (assuming the H Share Offer has
become unconditional in all respects on the First
Closing Date) (*Note 7*)Monday, 16 November 2020

Latest time for the H Share Offer
remaining opening for acceptance
on the Final Closing Date and closing
of the H Share Offer (*Note 7*)4:00 p.m. on Monday,
16 November 2020

Announcement of the results of the H Share
Offer on the Final Closing Dateby 7:00 p.m. on Monday,
16 November 2020

Voluntary withdrawal of the listing of the H Shares
from the Stock Exchange (*Note 8*)4:00 p.m. on Tuesday,
17 November 2020

Latest date for posting of remittances for the amounts
due under the H Share Offer in respect of valid
acceptances received at or before the latest time for
acceptances of the H Share Offer on the Final Closing
Date (assuming the H Share Offer has become
unconditional in all respects on the First Closing
Date) (*Note 5*)Wednesday, 25 November 2020

Notes:

- (1) The H Share Offer is made on Wednesday, 19 August, 2020, the date of posting of the Composite Document, and is capable of being accepted on and from this date.
- (2) The proxy form should be deposited with the Registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than twenty-four (24) hours before the time appointed for the Extraordinary General Meeting and the H Share Class Meeting or the time appointed for any adjournment thereof, in order to be valid. Completion and return of a proxy form for the Extraordinary General Meeting and/or the H Share Class Meeting will not preclude an Independent H Shareholder from attending the Extraordinary General Meeting and/or the H Share Class Meeting and, as the case may be, voting in person if he/she/it so wishes. In such event, the returned proxy form will be deemed to have been revoked.
- (3) It is assumed that the H Share Offer has not become unconditional as to acceptances or in all respects prior to the First Closing Date. In accordance with the Takeovers Code, the H Share Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document was posted. Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, the H Share Offer may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the posting of the Composite Document. As the 60th day after the posting of the Composite Document is Sunday, 18 October 2020, which is not a business day, the First Closing Date is therefore set on the next business day which is Monday, 19 October 2020.
- (4) Unless the H Share Offer has previously become or been declared unconditional, revised or extended, the latest time and date for acceptance of the H Share Offer is 4:00 p.m. on the First Closing Date. Please refer to Appendix I to the Composite Document for additional information on how to accept the H Share Offer.
- (5) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within seven (7) business days (as defined under the Takeovers Code) of the later of the date on which the H Share Offer has become or is declared unconditional and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid. Remittances in respect of the H Shares tendered for acceptance and taken up by the Offeror under the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted to the H Shareholders by ordinary post at their own risk.
- (6) Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, the H Share Offer (whether revised or not) may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th date after the Composite Document was posted. As the 60th day after the posting of the Composite Document is Sunday, 18 October 2020, which is not a business day, the First Closing Date is therefore set on the next business day which is Monday, 19 October 2020. The Offeror may further apply to extend the latest date to declare the H Share Offer unconditional as to acceptances beyond Monday, 19 October 2020 and the Executive may or may not grant such consent.
- (7) In compliance with the note to Rule 2.2 and Rule 15.3 of the Takeovers Code, where the H Share Offer becomes or is declared unconditional in all respects, it should remain open for acceptance for not less than 28 days thereafter. At least 14 days' notice in writing must be given before the H Share Offer is closed to the H Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. The Offeror reserves the right to extend the H Share Offer beyond this 28-day period.

- (8) It is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Tuesday, 17 November 2020, subject to the satisfaction of any conditions for delisting such securities from the Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (9) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (10) The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and voluntary withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a “black” rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

EFFECT OF ACCEPTANCE OF THE H SHARE OFFER AND RIGHT OF WITHDRAWAL

The H Share Offer is conditional upon fulfilment of the Conditions set out in the Letter from ICBCI from pages 10 to 20 of the Composite Document. Acceptance of the H Share Offer tendered by the H Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in the following paragraph or in compliance with Rule 17 of the Takeovers Code, which provides that an acceptor of the H Share Offer shall be entitled to withdraw his/her/its acceptance after 21 days from the First Closing Date if the H Share Offer has not by then become unconditional as to acceptances. An acceptor of the H Share Offer may withdraw his/her/its acceptance by lodging a notice in writing signed by the acceptor (or his/her/its agent duly appointed in writing and evidence of whose appointment is produced together with the notice) to the Registrar.

Under Rule 19.2 of the Takeovers Code, if the Offeror is unable to comply with any of the requirements of making announcements relating to the H Share Offer set out in the section headed “5. ANNOUNCEMENTS” of Appendix I to the Composite Document, the Executive may require that the H Shareholders who have tendered acceptances to the H Share Offer be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements set out in that paragraph are met.

WARNING: The Independent H Shareholders should read the Composite Document (together with the Form of Acceptance) carefully, including the recommendation of the Independent Board Committee and the advice from Sorrento Capital, before deciding whether or not to accept the H Share Offer.

The H Share Offer is conditional upon the satisfaction of the Conditions as described in the Composite Document in all aspects. Accordingly, the H Share Offer may or may not become unconditional and the issue of the Composite Document does not imply that the H Share Offer or the Delisting will be completed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of
**EVOC Hi-Tech Holding
Group Co., Ltd***
Chen Zhi Lie
Director

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

Shenzhen, the PRC, 19 August 2020

As at the date of this joint announcement, the directors of the Offeror are Mr. Chen Zhi Lie, Ms. Wang Rong and Ms. Chen Xi.

All directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement 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 of the Group in their capacity as 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 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement 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 of the Offeror in their capacity as directors of the Offeror and parties acting in concert with the Offeror) 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.

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