

香港交易及結算所有限公司及香港聯合交易所有限公司對本聯合公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本聯合公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本聯合公告僅供參考，並不構成收購、購買或認購本公司證券之邀請或要約，亦不會於該等要約、邀請或出售在並無遞交登記文件或不可獲得適用登記豁免或其他寬免之情況下將為不合法之任何司法權區出售、購買或認購本公司證券。

本聯合公告不得在或向其刊發、登載或分發將構成違反有關司法權區相關法律的任何司法權區刊發、登載或分發。



研祥高科技控股集團有限公司
EVOC Hi-Tech Holding Group Co., Ltd*
(於中華人民共和國註冊成立的有限公司)

研祥智能科技股份有限公司
EVOC Intelligent Technology Company Limited*
(於中華人民共和國註冊成立的有限公司)
(股份代號: 2308)

聯合公告
有關工銀國際融資有限公司代表
要約人就收購研祥智能科技股份有限公司
之全部已發行H股
提出之自願有條件要約

及

研祥智能科技股份有限公司H股建議退市
之自願公告

要約人之財務顧問

ICBC  工銀國際

* 僅供識別

茲提述(i)研祥智能科技股份有限公司(「本公司」)及研祥高科技控股集團有限公司(「要約人」)聯合刊發日期為二零二零年六月二十二日的公告(「該聯合公告」)，內容有關(其中包括)H股要約及退市；(ii)本公司及要約人聯合刊發日期為二零二零年八月十九日的綜合文件(「綜合文件」)；(iii)本公司及要約人聯合刊發日期為二零二零年八月十九日、二零二零年八月二十日、二零二零年九月十五日及二零二零年九月二十一日的自願公告；及(iv)本公司及要約人聯合刊發日期為二零二零年九月十五日的表決結果公告。除另有界定者外，本聯合公告所用詞彙與綜合文件所界定者具有相同涵義。

為進一步說明根據綜合文件刊載的資料接納H股要約的程序，要約人擬向H股股東寄發一份中文單張，其主要內容(連同其英文翻譯)載列如下：

「尊敬的股東，

如**研祥智能科技股份有限公司**(「研祥智能」或「公司」；股票代碼：2308.HK)於香港聯交所發佈的公告所述，公司於2020年9月15日舉行的股東特別大會及H股類別股東大會已表決通過關於H股退市的特別決議案。接納H股要約的最後期限為**2020年10月19日**(注)。為了讓各位股東更清晰瞭解研祥智能私有化要約的接納程序，以下簡要歸納了接納要約的步驟，供您參考：

實名股東

如果您是實名登記股東，即持有寫著自己名字的紙質股票，而你同時欲接納H股要約，需要儘快填妥及簽署接納表格，該表格已附在寄發給H股股東的綜合文件中，或可從聯交所網站下載，並將填好的接納表格連同有關H股股票，放入信封並註明「研祥 — H股要約」，以郵遞或專人送交方式發送到股份過戶登記處卓佳雅柏勤有限公司，地址是香港皇后大道東183號合和中心54樓。

非實名股東

如果您是非實名登記股東，即您的研祥智能股票是經由您購買股份的券商或銀行的名義登記的，而你同時欲接納H股要約，請儘快聯絡您的券商或銀行，明確將您的接納H股要約指示通知對方。由於券商需要經過相關內部流程，加上疫情關係，強烈建議您於**上述限期一星期或之前(或，如可行，在2020年9月底前)**聯繫您的券商或銀行安排。

提示

敬請各位股東注意，獨立董事委員會及獨立財務顧問亦已出具本私有化方案為公平合理並建議獨立股東接受要約的意見。詳情可參閱公司於2020年8月19日寄發給H股股東並於香港聯交所網站上載的綜合要約文件(特別有關獨立董事委員會的信函及獨立財務顧問的信函)。

若公司的私有化計劃成功，公司並不會再在任何其他交易所尋求上市，並且於香港聯交所自願退市後，即公司的H股股票屆時將無法在二級市場上交易，亦不再受上市規則規管，請股東審慎考慮相關風險。

註：最後限期是指2020年10月19日下午4時或之前須送達有關接納要約文件到H股過戶處]

“Dear Shareholders,

As stated in the announcement published by the Company on the website of the Stock Exchange, the special resolutions in relation to the Delisting have been passed by poll at the Extraordinary General Meeting and the H Share Class Meeting of the Company held on 15 September 2020. The latest time for acceptance of the H Share Offer is **19 October 2020** (*note*). In order to allow Shareholders to gain a better understanding of the procedures regarding the acceptance of the H Share Offer and the Delisting, we set out below a brief summary of the steps involved in the acceptance of the offer for your reference:

For shareholders who hold shares in their own name:

If you are a Shareholder holding H Shares that are registered in your own name (i.e. holding one or more paper share certificates that bear your own name) and you wish to accept the H Share Offer, you are required to, as soon as possible, complete and sign the Form of Acceptance that has been included in the Composite Document despatched to the H Shareholders (and which can also be downloaded from the website of the Stock Exchange) and send, by post or via delivery by hand, such completed Form of Acceptance together with the relevant H Share certificate(s) in an envelope marked with the words “**EVOC — H Share Offer**” to Tricor Abacus Limited (i.e. the Registrar) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

For shareholders who do not hold shares in their own name:

If you are a Shareholder holding H Shares that are not registered in your own name (i.e. such shares in the Company are registered in the name of the broker or bank through which you have purchased the same) and you wish to accept the H Share Offer, please contact your broker or bank as soon as possible in order to expressly inform it of your instructions regarding the acceptance of the H Share Offer. Given that brokers would need to complete relevant internal procedures and in view of the situation surrounding Coronavirus Disease 2019 (COVID-19), you are strongly recommended to contact your broker or bank in relation to the relevant arrangements **one week in advance of the latest time for acceptance mentioned above or, insofar as is practicable, before the end of September 2020.**

Important:

Shareholders' attention is hereby drawn to the fact that the Independent Board Committee and the Independent Financial Adviser have issued their respective advices which state that the Delisting is fair and reasonable and recommends the acceptance of the offer by the Independent H Shareholders. For further details, please refer to the composite offer document (in particular, the letter from the Independent Board Committee and the letter from the Independent Financial Adviser) that was despatched to the H Shareholders and uploaded by the Company to the website of the Stock Exchange on 19 August 2020.

If the Delisting completes, the Company will no longer seek to be listed on any other stock exchanges and **upon the voluntary Delisting from the Hong Kong Stock Exchange**, it will then become impossible to deal in the H Shares on the secondary market and such H Shares will no longer be subject to regulation under the Listing Rules. Shareholders are therefore advised to exercise caution when taking the associated risks into consideration.

Note: The latest time for acceptance means by 4:00 p.m. on 19 October 2020, the relevant acceptance documents must be received by the Registrar”

警告：

股東及／或本公司潛在投資者務請注意，H股要約須待條件在所有方面達成後，方可作實。因此，H股要約可能會或可能不會成為無條件，且刊發本聯合公告並不意味著H股要約或退市將會完成。因此，股東及／或本公司潛在投資者在買賣本公司證券(包括H股以及有關H股的任何期權或權利)時務須審慎行事。對應採取的行動有任何疑問的人士，應諮詢彼等的持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

代表董事會
研祥高科技控股集團有限公司
陳志列
董事

承董事會命
研祥智能科技股份有限公司
陳志列
主席兼執行董事

中國深圳，二零二零年九月二十九日

於本聯合公告日期，要約人董事包括陳志列先生、王蓉女士及陳希女士。

要約人的全體董事願就本聯合公告所載的資料(有關本集團的資料除外)的準確性共同及個別承擔全部責任，並經作出一切合理查詢後確認，就其所深知，於本聯合公告內發表的意見(有關本集團董事以彼等作為董事的身份所表達的意見除外)乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。

於本聯合公告日期，本公司執行董事為陳志列先生、曹成生先生及耿穩強先生；以及本公司獨立非執行董事為余達志先生、凌鎮國先生、吳燕南女士及張大鳴先生。

董事願就本聯合公告所載的資料(有關要約人及與其一致行動人士的資料除外)的準確性共同及個別承擔全部責任，並經作出一切合理查詢後確認，就其所深知，於本聯合公告內發表的意見(有關要約人董事以彼等作為要約人董事的身份及與要約人一致行動人士所表達的意見除外)乃經審慎周詳考慮後達致，而本聯合公告並無遺漏其他事實，致使本聯合公告內的任何陳述產生誤導。