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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
VOLUNTARY ANNOUNCEMENT IN RELATION TO
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

**PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

Financial Adviser to the Offeror

ICBC  工銀国际

* 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 (the “**Joint Announcement**”) in relation to, among other things, the H Share Offer and the Delisting; (ii) the composite document jointly issued by the Company and the Offeror dated 19 August 2020 (the “**Composite Document**”); (iii) the voluntary announcements jointly issued by the Company and the Offeror dated 19 August 2020, 20 August 2020, 15 September 2020, 18 September 2020, 29 September 2020 and 9 October 2020 and (iv) the poll results announcement jointly issued by the Company and the Offeror dated 15 September 2020. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

Reminder

In order to remind the H Shareholders who intend to accept the H Share Offer the time frame for the acceptance, the Company and the Offeror will publish a reminder on certain financial media online platforms with the following wording:

“私有化接納要約倒計時”

(which, in English, means “*Countdown to acceptance of the Offer in relation to privatisation*”)

Press release

In order to remind the H Shareholders who intend to accept the H Share Offer the time frame for the acceptance, the Company and the Offeror will also publish a press release in Chinese on certain financial media online platforms, the major contents of which, together with its English translation, are set out as follows:

「研祥智能 (2308.HK) 私有化到了最後關鍵時刻，接納要約自主申報倒計時

私有化計劃已經步入尾聲的研祥智能迎來了第二個最關鍵時刻。按公告所示，以研祥智能H股過戶處於2020年10月19日(星期一)下午4時正或之前收到的接納要約為首個截止日期。

H股股東請注意，私有化計劃須於截止日期下午四時正接受的H股要約的最低有效接納達獨立H股股東所持H股的至少90%。

本次私有化計劃的要約價格為每股1.50港元，根據綜合文件內之價值比較，代表公布私有化計劃前1、30、60、90及180個交易日平均收市價不同程度的溢價。

有關私有化計劃的股東大會已於2020年9月15日召開並獲通過，詳情可參閱研祥智能於2020年9月15日發表之投票結果公告。

敬請各位股東注意，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。

股東如欲接納H股要約，請盡快辦妥接納手續。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)。

如若對研祥智能本次私有化計劃的行政或程序事宜有任何疑問，可瀏覽公司網站www.evoc.cn或通過以下方式聯繫研祥智能的專業顧問團隊，聯繫電話+852 38440120或+86 010 65334545，電郵地址enquiry@evoc.cn。研祥智能H股持有人應密切關注以上信息及內容。」

“Privatization of EVOC (2308.HK) Reached its Final Phase, with the Countdown to the Deadline for Voluntary Declaration of Offer Acceptance Began

EVOC, with its privatization plan in its final phase, has reached its second most critical juncture. As the announcement stated, the first deadline for lodging the form of offer acceptance to EVOC’s H share register is on or before 4:00 p.m. on Monday, 19 October 2020.

H Shareholders are reminded that the privatization plan is subject to the minimum valid acceptances of the H Share Offer being received by 4:00 p.m. on the Closing Date amounting to at least 90% of the H Shares held by the Independent H Shareholders.

The Offer Price of the privatization plan is HK\$1.50 per share. According to the comparisons of value as stated in the Composite Document, it represents different levels of premium as compared to the average closing price for 1, 30, 60, 90 and 180 trading days before EVOC’s announcement of the privatization plan.

The general meeting in relation to the privatization plan has been held and resolution has been passed on 15 September 2020. Please refer to EVOC’s poll results announcement dated 15 September 2020 for details.

Shareholders’ attention is drawn to the fact that if the privatization plan succeeds, 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.

Shareholders who wish to accept the H Share Offer are advised to complete that acceptance procedures as soon as possible. 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 there are any enquires on the administrative or procedural issues of the privatization plan of EVOC, please visit the company's website at www.evoc.cn or contact EVOC's professional consultant team by phone (+852 38440120 or +86 010 65334545) or email (enquiry@evoc.cn). EVOC H shareholders should carefully read the information and content above."

Warning:

Shareholders and/or potential investors of the Company should note that the H Share Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Offer may or may not become unconditional and the issue of this joint announcement 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.

On behalf 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, 15 October 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.

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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 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.