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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **EVOC Intelligent Technology Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

- (1) GENERAL MANDATE TO ISSUE SHARES;**
(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED ELECTION AND RE-ELECTION OF SUPERVISORS;
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 10 of this circular. The notice dated 28 May 2021 convening the AGM (as defined herein) to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Tuesday, 29 June 2021 at 10:30 a.m. is set out on pages 23 to 26 of this circular.

A form of proxy for the AGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are advised to read the notice and are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the form of proxy to the Company's registered office and principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, People's Republic of China (for holders of Domestic Shares), or the office of the Company's H Share registrar and transfer office, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

28 May 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the PRC on Tuesday, 29 June 2021 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of directors
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“CSRC”	China Securities Regulatory Commission of the PRC
“Debt Financing Instruments”	the debt financing instruments denominated in RMB or foreign currencies to be issued by the Company and/or its controlled or wholly-owned subsidiary in one or multiple tranches, including but not limited to corporate bonds, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, domestic non-public targeted debt financing instruments, overseas non-public debt financing instruments and overseas bonds/notes
“Director(s)”	Director(s) of the Company
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“H Share(s)”	the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on the Main Board and subscribed for and traded in HK\$
“HK\$” or “HKD”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

* *For identification purpose only*

DEFINITIONS

“PRC”	the People’s Republic of China, which, for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III — “Proposed Amendments to the Articles of Association” to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisors of the Company
“Supervisory Committee”	supervisory committee of the Company



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)

Executive Directors:

Mr. Chen Zhi Lie (*Chairman*)
Mr. Geng Wen Qiang

Independent Non-Executive Directors:

Ms. Wu Yan Nan
Ms. Li Qian
Ms. Xu Hai Hong

Registered Office and

Principal Place of Business:

20/F., EVOC Technology Building,
No. 31 Gaoxinzongsi Road,
Nanshan District,
Shenzhen,
People's Republic of China

Liaison office in Hong Kong:

Room 508A,
5th Floor, Harbour Crystal Centre,
100 Granville Road,
Tsim Sha Tsui,
Kowloon, Hong Kong

28 May 2021

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE SHARES;
(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED ELECTION AND RE-ELECTION OF SUPERVISORS;
(5) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information in respect of the resolutions to be proposed at the AGM to, among other things, (i) give a general mandate to the Directors to issue shares and increase the registered capital of the Company; (ii) give a general mandate to the Directors to issue debt financing

* *For identification purpose only*

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instruments; (iii) propose re-election of retiring Directors; (iv) propose election and re-election of Supervisors; and (v) approve the Proposed Amendments to Articles of Association.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any shares, a special resolution will be proposed at the AGM to give an unconditional general mandate to the Directors during the Relevant Period (as defined in the accompanying notice of the AGM), to separately or concurrently, allot, issue, and deal with additional Domestic Shares and/or H Shares of the Company and to make or grant offers, agreements or options in respect thereof, with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of each of the existing Domestic Shares and H Shares of the Company in issue as at the date of the relevant resolution to be proposed and passed at the AGM (the “**Share Issue Mandate**”). The Share Issue Mandate will lapse at the conclusion of the Relevant Period. The Company shall obtain the approval of the CSRC and other relevant authorities for any issue of new shares under the Share Issue Mandate.

A special resolution will also be proposed to give a conditional general mandate to the Directors to increase the registered capital of the Company to reflect the issuance of shares authorised under the Share Issue Mandate, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

1. Background

In order to meet the demand of the operation of the Company, adjust its debt structure, replenish its working capital and lower its financing costs, the Board has resolved to obtain a general mandate to issue debt financing instruments (the “**Debt Financing Instrument Issue Mandate**”), which shall be subject to the Shareholders’ approval by way of special resolution at the AGM.

2. Particulars of Debt Financing Instruments

- (i) Issuer: the Company and/or its wholly-owned or controlled subsidiary
- (ii) Placing arrangement: no preferential placement to the Shareholders

LETTER FROM THE BOARD

- (iii) Issue size: the total amount to be repaid under the Debt Financing Instruments shall be within the permissible size prescribed by the relevant laws and regulations as well as those specified by regulatory authorities from time to time and shall be determined by the Board according to the capital needs of the Company and the market conditions
- (iv) Term and type: not more than 15 years for one single-term instrument or a portfolio of instruments with various terms, and such term and type shall be determined by the Board in compliance with relevant laws and regulations as well as those specified by regulatory authorities and according to the market conditions
- (v) Use of proceeds: the proceeds to be raised from the issuance are intended to be used towards meeting the demand of the Company's operations, adjusting its debt structure, replenishing its working capital and/or funding its capital investments, among others, and such use of proceeds shall be determined by the Board according to the capital needs of the Company
- (vi) Term of validity of the mandate: from the date of the passing of the resolution at the AGM to the date of the next annual general meeting of the Company

If the Board and/or the person(s) as authorised by the Board have resolved to issue the Debt Financing Instruments within the term of the Debt Financing Instrument Issue Mandate and the Company has obtained the approval, permission or registration for the issuance from the relevant regulatory authorities within the same period (if applicable), the Company may complete the issuance within the validity period of such approval, permission or registration.

3. Authorisation to the Board

3.1 It is proposed to the Shareholders at the AGM to authorise the Board, generally and unconditionally, to deal with the following in accordance with the specific needs of the Company and market conditions:

- (i) to determine the issuer, issue size, type, specific instruments, detailed terms, conditions and other matters relating to the issuance (including but not limited to the issue size, principal amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue place, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase or redemption terms, credit rating,

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guarantee, repayment term, specific fund-raising arrangements within the scope approved at a general meeting, detailed placing arrangements, underwriting arrangements and all other matters relating to the issuance);

- (ii) to carry out all necessary and ancillary actions and procedures relating to the issuance (including but not limited to select and engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issuance on behalf of the Company, execute all necessary documents, select bonds trustee manager for the issuance, formulate rules for the bondholders' meeting and handle any other matters relating to the issuance and trading);
- (iii) to approve, confirm and ratify any action or procedure relating to the issuance as mentioned above already taken by the Company;
- (iv) to make adjustments to the specific proposals for the issuance in accordance with the comments from the relevant regulatory authorities or the market conditions within the authority granted at a general meeting, in the case of any change in policies of regulatory bodies in relation to the issuance, or any change of market conditions, except where voting at a general meeting is required by any relevant laws and regulations and the Articles of Association of the Company;
- (v) to determine and handle all relevant matters relating to the listing of the Debt Financing Instruments upon the completion of the issuance, where applicable;
- (vi) in the case of issuance of corporate bonds, to determine not to distribute dividends to the Shareholders to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or coupon interests of such bonds as they fall due;
- (vii) to approve, execute and dispatch any announcements or circulars relating to the issuance and make any related disclosure in accordance with the listing rules of the relevant jurisdictions where the shares of the Company are listed;
- (viii) to authorise the Board to delegate the authorisations set forth in the above items (i) to (vi) of paragraph 3.1 to the president and/or the general accountant of the Company; and
- (ix) to authorise the Board to delegate the authorisation set forth in the above item (vii) of paragraph 3.1 to the secretary of the Board.

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PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, including two executive Directors namely Mr. Chen Zhi Lie and Mr. Geng Wen Qiang, and three independent non-executive Directors namely Ms. Wu Yan Nan, Ms. Li Qian and Ms. Xu Hai Hong.

In accordance with Article 10.02 of the Articles of Association, **Mr. Chen Zhi Lie** (陳志列), the Chairman, an executive Director and the Chairman of the nomination committee of the Company, will retire by rotation upon the expiry of his term of office on the date of the AGM and, being eligible, will offer himself for re-election at the AGM; and each of **Ms. Li Qian** (李茜) and **Ms. Xu Hai Hong** (徐海紅) will retire from office as independent non-executive Director of the Company at the AGM and, being eligible, will offer herself for re-election at the AGM.

Resolutions will be proposed at the AGM to re-elect each of Mr. Chen Zhi Lie, Ms. Li Qian and Ms. Xu Hai Hong for a term of 3 years which is proposed to commence from the date of the passing of the relevant resolution at the AGM to the date of the annual general meeting to be held by the Company in 2024.

Particulars of the Directors being proposed for re-election, namely Mr. Chen Zhi Lie, Ms. Li Qian and Ms. Xu Hai Hong, are set out in Appendix I to this circular.

PROPOSED ELECTION AND RE-ELECTION OF SUPERVISORS

The Supervisory Committee of the Company currently consists of five Supervisors, namely Ms. Pu Jing (the Company's staff representative Supervisor and the chairman of the Supervisory Committee), Mr. Ng Mun Hong (independent Supervisor), Ms. Kwok Ka Man (independent Supervisor), Mr. Zhan Guo Nian (the Company's staff representative Supervisor) and Mr. Zhang Zheng An (the Company's Shareholders representative Supervisor).

Mr. Zhang Zheng An (張正安) (“**Mr. Zhang**”), has expressed his intention to retire on expiry of his term of office at the conclusion of the AGM and will not seek for re-election as he would like to devote more time and dedication to other personal commitments. Subject to the passing of the special resolution no. 11 (as set out in the notice of the AGM) at the AGM, each of Mr. Ng Mun Hong (吳滿康) (“**Mr. Ng**”) and Ms. Kwok Ka Man (郭家文) (“**Ms. Kwok**”), who has also expressed his/her intention to resign as independent Supervisor on condition that the special resolution no. 11 (as set out in the notice of the AGM) is duly passed by the Shareholders at the AGM, will resign at the conclusion of the AGM due to his/her intention to devote more time and dedication to other personal commitments.

Each of Mr. Zhang, Mr. Ng and Ms. Kwok has confirmed that he/she has no disagreement with the Board and that there are no other matters in relation to his/her resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

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In accordance with Articles 13.02 and 13.03 of the Articles of Association, the Supervisors representing the Company's staff shall be elected and dismissed by the Company's staff on democratic basis. **Mr. Zhan Guo Nian** (詹國年) ("**Mr. Zhan**"), being the Company's staff representative Supervisor, will retire upon the expiry of his term of office and will be elected democratically by the Company's staff at a separate meeting to be held on or before the date of AGM for a term of 3 years which is proposed to commence from the date on which he is elected to the date of the annual general meeting of the Company for the year of 2024 prior to which a separate meeting will be held by the Company's staff for democratic election of the Company's staff representative Supervisor for the next term of office.

Subject to the passing of the special resolution no. 11 (as set out in the notice of the AGM) at the AGM, Ms. Liu Jia Yi (劉嘉怡) ("**Ms. Liu**") will be proposed to be elected as an independent Supervisor for a term of 3 years with effect from the date of passing of the relevant ordinary resolution at the AGM to the date of the annual general meeting to be held by the Company in 2024; and Ms. Pu Jing (濮靜) ("**Ms. Pu**") will resign from office as Company's staff representative Supervisor and the chairman of the Supervisory Committee and will also be proposed to be elected as independent Supervisor for a term of 3 years with effect from the date of passing of the relevant ordinary resolution at the AGM to the date of the annual general meeting to be held by the Company in 2024.

Particulars of the Supervisors being proposed for election or re-election, namely Mr. Zhan, Ms. Liu and Ms. Pu are set out in Appendix I to this circular.

PROPOSAL FOR REMUNERATION OF THE DIRECTORS AND SUPERVISORS TO BE ELECTED OR RE-ELECTED

Resolutions will be proposed at the AGM (1) to consider and approve the proposal for remuneration of the Directors and Supervisors to be elected or re-elected; (2) to authorise the Board to determine the remuneration of each of the Directors and Supervisors to be elected or re-elected; and (3) to enter into service contract with each of the Directors and Supervisors to be elected or re-elected respectively.

Details of the proposal for remuneration of the Directors and Supervisors to be elected or re-elected are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To allow for efficient corporate governance and management, the Board proposes to make certain amendments to the number and composition of the Supervisory Committee as required under the existing Articles of Association, details of which are set out in Appendix III to this circular, and to seek approval of the Shareholders by way of a special resolution for the proposed amendments to the Articles of Association at the AGM.

The Company's legal advisers have confirmed that the Proposed Amendments are in compliance with the requirements of the Listing Rules and the laws of the PRC. The Company also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

Subject to the passing of the relevant special resolution by the Shareholders at the AGM, the Proposed Amendments shall be incorporated into the amended and restated Articles of Association in substitution for and to the exclusion of the corresponding existing Articles of Association with effect from the date of the AGM.

AGM

The Company will convene the AGM on Tuesday, 29 June 2021 at 10:30 a.m. to approve the ordinary and special resolutions to be proposed thereat in respect of, among other things, the grant of general mandate to issue Shares, the grant of general mandate to issue Debt Financing Instruments, the re-election of retiring Directors, the election and re-election of Supervisors and the approval of the Proposed Amendments to the Articles of Association.

VOTING BY POLL

Pursuant to Article 8.19 of the Articles of Association and Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put forward to be voted at the AGM in accordance with the Articles of Associations and the Listing Rules. The Company will announce the results of the poll in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A notice of the AGM is set out on pages 23 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are advised to read the notice and are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the form of proxy to the Company's registered office and principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, PRC (for holders of Domestic Shares), or the office of the Company's H Share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you wish and, in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 June 2021 to Tuesday, 29 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all instruments of transfer accompanied by the 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,

LETTER FROM THE BOARD

Hong Kong not later than 4:30 p.m. on Tuesday, 22 June 2021. Shareholders whose names are recorded in the register of members of the Company on Wednesday, 23 June 2021 are entitled to attend the AGM.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the proposed resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinion expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

* *For identification purpose only*

The following are the particulars of the Directors and Supervisors proposed to be elected at the AGM:

EXECUTIVE DIRECTOR

Mr. Chen Zhi Lie (陳志列)

Mr. Chen Zhi Lie (“**Mr. Chen**”), aged 57, is the Chairman, an executive Director and the Chairman of the Nomination Committee of the Company. He is the founder of the Company and is responsible for the overall strategy and planning for the business of the Company. Mr. Chen graduated with a bachelor degree of engineering in computer application from Shenyang Jianzhu University (瀋陽建築大學) in the PRC in 1984. He also obtained a master degree in computer science and computer engineering from the department of engineering in Northwestern Polytechnical University (西北工業大學) in 1990. Mr. Chen has over 37 years of experience in computer and automation of control systems.

In February 2003, Mr. Chen was awarded the prize of Guangdong Province Outstanding Entrepreneur of Domestic owned Enterprises (廣東省優秀民營企業家) by Guangdong Province Government (廣東省人民政府). Mr. Chen was accredited as “Manager of Edges in Comprehensive Quality Control (全面質量管理優勢管理者)” by Quality Association of Shenzhen and as “Excellent Small Medium Enterprise of Shenzhen (深圳市優秀中小企業家)” by Association for Small Medium Enterprises of Shenzhen in 2004. In 2005, Mr. Chen was elected as a member of the Executive Committee of the Fourth Chinese People’s Political Consultative Conference of Shenzhen (深圳市第四屆政協常委). In 2007, Mr. Chen was elected as a member of Guangdong Political Consultative Conference (廣東省政協委員). In 2008, Mr. Chen was accredited as 2007 CCTV’s Man of the Year in Chinese Economics and awarded the prize of Innovation of the Year. In 2010, Mr. Chen was elected as a Nation commissar of the Chinese People’s Political Consultative Conference (CPPCC). In 2012, Mr. Chen was elected as the President of the Commerce Association of Technology Equipment Industry under the All-China Federation of Industry & Commerce, the primary legal representative and the vice-chairman (vice-president) of the Guangdong Federation of Industry and Commerce (General Commerce Association). In 2013, Mr. Chen was elected to the BRICS National Business Council. In 2016, Mr. Chen was presented the outstanding award “Shenzhen Entrepreneurs’ Influential Leader in China (影響中國的深商領袖)”. In 2017, Mr. Chen was elected as the third President of the Council of the Commerce Association of Technology Equipment Industry under the All-China Federation of Industry & Commerce. In 2018, Mr. Chen was selected as one of the “Top 100 Outstanding Private Entrepreneurs released in the 40 Years of Reform and Opening up (改革開放40年百名傑出民營企業家名單)”. In 2019, Mr. Chen was elected as the chairman of the Shenzhen Federation of Industry and Commerce (General Commerce Association).

As at the Latest Practicable Date, Mr. Chen, apart from being an executive Director of the Company, was also a director as well as the legal representative of the following members of the Group:

1. 深圳市研祥軟件技術有限公司	Shenzhen EVOC Software Technology Company Limited*
2. 深圳市研祥新特科技有限公司	Shenzhen EVOC Xinteer Technology Company Limited*
3. 上海市研祥智能科技有限公司	Shanghai EVOC Intelligent Technology Company Limited*
4. 北京市研祥興業國際智能科技有限 公司	Beijing EVOC Xingye International Technology Company Limited*
5. 無錫深港國際服務外包產業發展有 限公司	Wuxi SHIOC International Outsourcing Industry Development Company Limited*
6. 昆山研祥智能科技有限公司	Kunshan EVOC Intelligent Technology Company Limited*
7. 浙江研祥智能科技有限公司	Zhejiang EVOC Intelligent Technology Company Limited*
8. 江蘇研祥智能科技有限公司	Jiangsu EVOC Intelligent Technology Company Limited*
9. 南通研祥智能科技有限公司	Nantong EVOC Intelligent Technology Company Limited*
10. 深圳市研祥特種計算機工業有限公 司	Shenzhen EVOC Special Computer Industry Company Limited*
11. 深圳市研祥通軟件有限公司	Shenzhen EVOC STONE Software Company Limited*
12. 研祥智慧物聯科技有限公司	EVOC Intelligent Logistic Technology Company Limited*
13. 深圳市天之祥科技有限公司	Shenzhen Tianzhixiang Technology Company Limited*
14. 南寧市研祥特種計算機軟件有限公 司	Nanning Special Computer Software Company Limited*
15. 香港研祥國際科技有限公司	Hong Kong EVOC International Technology Company Limited*
16. 深圳市研祥集成電路設計有限公司	Shenzhen Integrated Circuit Design Company Limited*

* For identification purpose only

As at the Latest Practicable Date, the interest and short positions of Mr. Chen in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

(a) Long position — interests in the Company

Director	Type of interests	Number of Shares	Class of Shares	Approximate percentage of holding of the relevant class of shares of the Company	Approximate percentage of holding of the total share capital of the Company
Chen Zhi Lie (陳志列)	Interest of a controlled corporation	878,552,400 (Note 1)	Domestic Shares	95.00%	71.25%

APPENDIX I**PARTICULARS OF THE PROPOSED DIRECTORS AND SUPERVISORS TO BE ELECTED OR RE-ELECTED**

Director	Type of interests	Number of Shares	Class of Shares	Approximate percentage of holding of the relevant class of shares of the Company	Approximate percentage of holding of the total share capital of the Company
Chen Zhi Lie (陳志列)	Interest of a controlled corporation	46,239,600 (Note 2)	Domestic Shares	5.00%	3.75%

Notes:

- These Domestic Shares are held by EVOC Hi-Tech. Holding Group Co., Ltd. which is owned as to 70.5% by Mr. Chen Zhi Lie (陳志列) and 29.5% by Ms. Wang Rong (王蓉), spouse of Mr. Chen. By virtue of Mr. Chen's holding of more than one-third interest in EVOC Hi-Tech. Holding Group Co., Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by EVOC Hi-Tech. Holding Group Co., Ltd. in the Company pursuant to Part XV of the SFO.
- These Domestic Shares are held by Shenzhen Haoxuntong Industry Co. Ltd. which is owned as to 100% by Mr. Chen. By virtue of Mr. Chen's holding of the entire interest in Shenzhen Haoxuntong Industry Co. Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by Shenzhen Haoxuntong Industry Co. Ltd. in the Company pursuant to Part XV of the SFO.

(b) Long position — interests in associated corporations

Directors	Associated corporation	Type of interests	Approximate percentage of holding of the total share capital of the associated corporation
Chen Zhi Lie (陳志列)	EVOC Hi-Tech. Holding Group Co., Ltd.	Beneficial owner Interest of spouse	70.5% 29.5%
Wang Rong (王蓉)	EVOC Hi-Tech. Holding Group Co., Ltd.	Beneficial owner Interest of spouse	29.5% 70.5%

Note: Ms. Wang Rong (王蓉) is the spouse of Mr. Chen and therefore Mr. Chen is deemed to be interested in the shares held by Ms. Wang Rong (王蓉) and Ms. Wang Rong (王蓉) is deemed to be interested in the shares held by Mr. Chen by virtue of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules), other than the relationship arising from his directorship with the Company; and (iii) did not have and was not deemed to have, any other interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval of the relevant resolution at the AGM and in accordance with the Articles of Association, Mr. Chen will enter into a service contract with the Company for a term of 3 years commencing from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024. His annual salary will be RMB600,000 and shall not be subject to more than 20% increase over the annual salary of the preceding year. Mr. Chen is also entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year.

Save as disclosed above, Mr. Chen confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Li Qian (李茜)

Ms. Li Qian (“**Ms. Li**”), aged 57, is a senior architectural electrical design engineer (professor level) (建築電氣設計高級工程師(教授級)) recognised by the Human Resources and Social Security Department of Guangdong Province (廣東省人力資源和社會保障廳). She obtained a bachelor’s degree in industrial electrical automation from Shenyang Jianzhu University (沈陽建築大學) in 1984. Ms. Li has preeminent expertise in architectural electrical design, with years of relevant working experiences. From 2003 up till the Latest Practicable Date, she has been serving as the deputy chief electrical engineer of Zhuyuan Yuan of Shenzhen Central Architectural Design and Research Institute Co., Ltd. (深圳市建築設計研究總院有限公司築源院).

As at the Latest Practicable Date, Ms. Li (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules); and (iii) did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO. Ms. Li further confirmed that she has satisfied the requirements to act as an independent non-executive Director of the Company under Rule 3.13 of the Listing Rules.

Subject to the approval of the relevant resolution at the AGM and in accordance with the Articles of Association, Ms. Li will enter into a service contract with the Company for a term of 3 years commencing from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024 and is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Ms. Li is entitled to a director's fee of RMB12,000 per annum. The director's fee of Ms. Li is recommended by the Remuneration and Review Committee (the "**Remuneration and Review Committee**") of the Company and determined by the Board with reference to certain factors including but not limited to her duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Ms. Li's re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Xu Hai Hong (徐海紅)

Ms. Xu Hai Hong ("**Ms. Xu**"), aged 43, obtained a bachelor degree in financial management from Dongbei University of Finance and Economics (東北財經大學) in 2018. From March 2016 to February 2017, she worked as a board secretary in Shenzhen Jingge Construction Company Limited (深圳市京格建設股份有限公司), a public company incorporated in the PRC (NEEQ: 839208). From March 2017 up till the Latest Practicable Date, she worked as a senior deputy chief executive officer and a board secretary in Shenzhen Hongyeji Geotechnical Technology Company Limited (深圳宏業基岩土科技股份有限公司), a limited company incorporated in the PRC. During the time when Ms. Xu assumed the aforesaid positions, Ms. Xu has involved in the areas of financial management, company secretarial matters, internal control management, preparing and auditing comparable financial statements, and reviewing and analysing audited financial statements.

As at the Latest Practicable Date, Ms. Xu (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (iii) did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO. Ms. Xu further confirmed that she has satisfied the requirements to act as an independent non-executive director of the Company under Rule 3.13 of the Listing Rules.

Subject to the approval of the relevant resolution at the AGM and in accordance with the Articles of Association, Ms. Xu will enter into a service contract with the Company for a term of 3 years commencing from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024 and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company and the Listing Rules. Ms. Xu is entitled to a director's fee of RMB20,000 per annum. The

director's fee of Ms. Xu is recommended by the Remuneration and Review Committee and determined by the Board with reference to certain factors including but not limited to her duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Ms. Xu's re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

SUPERVISORS

Mr. Zhan Guo Nian

Mr. Zhan Guo Nian (詹國年) (“**Mr. Zhan**”), aged 50, was appointed as the Company's staff representative Supervisor. Mr. Zhan graduated from Chengdu Geological College (中國成都地質學院) in the PRC with a bachelor's degree in engineering in 1991. He has over 29 years of experience in management and administration. Mr. Zhan joined the Company for management and administration work in March 2001.

As at the Latest Practicable Date, Mr. Zhan (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules); (iii) did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Zhan is 3 years which is proposed to commence from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024. His annual fee will be RMB20,000, which is recommended by the Remuneration and Review Committee and determined by the Board with reference to certain factors including but not limited to his responsibilities and performance of duties to the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. Zhan's re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Liu Jia Yi

Ms. Liu Jia Yi (劉嘉怡) (“**Ms. Liu**”), aged 29, obtained a bachelor's degree in business management from Shandong University (山東大學) in the PRC in 2018. She has over 8 years of working experience in financial accounting.

As at the Latest Practicable Date, Ms. Liu (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; (iii) had not held any directorship in public companies in the last three years

the securities of which were listed on any securities market in Hong Kong or overseas; and (iv) did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval of the relevant resolution at the AGM and in accordance with the Articles of Association, Ms. Liu will enter into a service contract with the Company for a term of 3 years commencing from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024. Ms. Liu will receive an annual fee of RMB12,000, which is recommended by the Remuneration and Review Committee and determined by the Board with reference to certain factors including but not limited to her duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Ms. Liu's election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing rules.

Ms. Pu Jing

Ms. Pu Jing (濮靜) (“**Ms. Pu**”), aged 55, graduated from Wuhan Iron and Steel University (武漢鋼鐵學院) in the PRC with a bachelor's degree in engineering in electric automation in 1988. She has over 30 years of experience in industrial computer testing.

As at the Latest Practicable Date, Ms. Pu (i) did not hold any other position in the Company or any of its subsidiaries; (ii) did not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (iii) did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval of the relevant resolution at the AGM and in accordance with the Articles of Association, Ms. Pu will enter into a service contract with the Company for a term of 3 years commencing from the date of the AGM until the conclusion of the annual general meeting to be held by the Company in 2024. Ms. Pu will receive an annual fee of RMB12,000, which is recommended by the Remuneration and Review Committee and determined by the Board with reference to certain factors including but not limited to her duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Ms. Pu's election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing rules.

The Proposed Amendments to Articles 13.02, 13.03 and 13.05 of the Articles of Association are bold and underlined as in the column “Amended Articles” of the table below:

Original Articles	Amended Articles
<p><i>Article 13.02</i></p> <p>The Supervisory Committee shall comprise five members. One of them shall act as Chairman of the Supervisory Committee. The tenure of a Supervisor shall be three years. A Supervisor may serve consecutive tenure if re-elected. The external Supervisors (namely, Supervisors who do not hold any position in the Company) shall comprise more than one half of the members of the Supervisory Committee, and two or more of Independent Supervisors (namely, Supervisors who are independent of the shareholders and do not hold any position in the Company).</p> <p>(1) The election or removal of the chairman of the Supervisory Committee shall be passed by more than two-thirds (including two-thirds) of the members of the Supervisory Committee.</p> <p>(2) The resolutions of the Supervisory Committee shall be passed by over two-thirds (including two-thirds) of the members of the Supervisory Committee.</p> <p style="text-align: center;">(Mandatory Provision 104, Supplementary Opinion (5), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited — Section 1(d) of Appendix 13D)</p>	<p><i>Article 13.02</i></p> <p>The Supervisory Committee shall comprise <u>three</u> members. One of them shall act as Chairman of the Supervisory Committee. The tenure of a Supervisor shall be three years. A Supervisor may serve consecutive tenure if re-elected. <u>The Supervisory Committee shall consist of one representative of staff of the Company and two Independent Supervisors</u> (namely, Supervisors who are independent of the shareholders and do not hold any position in the Company).</p> <p>(1) The election or removal of the chairman of the Supervisory Committee shall be passed by <u>two-thirds or more</u> of the members of the Supervisory Committee.</p> <p>(2) The resolutions of the Supervisory Committee shall be passed by <u>two-thirds or more</u> of the members of the Supervisory Committee.</p> <p style="text-align: center;">(Mandatory Provision 104, Supplementary Opinion (5), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited — Section 1(d) of Appendix 13D)</p>

Original Articles	Amended Articles
<p><i>Article 13.03</i></p> <p>The members of the Supervisory Committee comprise one representative of shareholders and two representatives of the staff of the Company. The representative of shareholders shall be elected and dismissed at the General Meeting of Shareholders. The representatives of the staff shall be elected and dismissed by the staff of the Company on democratic basis.</p> <p>(Mandatory Provision 105)</p>	<p><i>Article 13.03</i></p> <p><u>The representative of the staff of the Company in the Supervisory Committee shall be elected and dismissed by the staff of the Company on democratic basis.</u></p> <p>(Mandatory Provision 105)</p>

Original Articles	Amended Articles
<p data-bbox="204 251 375 283"><i>Article 13.05</i></p> <p data-bbox="204 325 786 751">The Supervisory Committee shall convene at least one meeting every year. The Chairman of the Supervisory Committee shall be responsible for convening the meeting and informing all Supervisors ten days in advance. In case of urgent matters, an extraordinary meeting of Supervisory Committee may be convened upon proposal by one-third or more of all Supervisors, without the following restriction imposed on the notice for the meeting of Supervisory Committee.</p> <p data-bbox="204 793 786 1038">In principle, the meeting of the Supervisory Committee shall be held at the residence of the Company, but may be held in other places of China as resolved by the Supervisory Committee. The notice for the meeting of the Supervisory Committee shall be as follows:</p> <p data-bbox="204 1081 786 1325">(1) In the event that the Supervisory Committee has stipulated in advance the date and place of the regular meeting of the Supervisory Committee, it shall not require the issue of notices to convene the meeting.</p> <p data-bbox="204 1368 786 1830">(2) In the event that the Supervisory Committee has not stipulated in advance the date and place of the meeting of the Supervisory Committee, the Chairman of the Supervisory Committee shall inform the Supervisors at ten days but at most thirty days in advance by sending the notice by means of telex, cable, facsimile, speed post or registered mail or courier, unless specified otherwise by the first clause of this Article.</p>	<p data-bbox="810 251 981 283"><i>Article 13.05</i></p> <p data-bbox="810 325 1393 751">The Supervisory Committee shall convene at least one meeting every year. The Chairman of the Supervisory Committee shall be responsible for convening the meeting and informing all Supervisors ten days in advance. In case of urgent matters, an extraordinary meeting of Supervisory Committee may be convened upon proposal by at least two Supervisors, without the following restriction imposed on the notice for the meeting of Supervisory Committee.</p> <p data-bbox="810 793 1393 1038">In principle, the meeting of the Supervisory Committee shall be held at the residence of the Company, but may be held in other places of China as resolved by the Supervisory Committee. The notice for the meeting of the Supervisory Committee shall be as follows:</p> <p data-bbox="810 1081 1393 1325">(1) In the event that the Supervisory Committee has stipulated in advance the date and place of the regular meeting of the Supervisory Committee, it shall not require the issue of notices to convene the meeting.</p> <p data-bbox="810 1368 1393 1830">(2) In the event that the Supervisory Committee has not stipulated in advance the date and place of the meeting of the Supervisory Committee, the Chairman of the Supervisory Committee shall inform the Supervisors at ten days but at most thirty days in advance by sending the notice by means of telex, cable, facsimile, speed post or registered mail or courier, unless specified otherwise by the first clause of this Article.</p>

Original Articles	Amended Articles
<p>(3) The notice shall be in Chinese, and its English version may be attached if necessary, and shall include the agenda for the meeting. Any of the Supervisors may waive the right of obtaining the notice from the Supervisory Committee for the meeting of the Supervisory Committee.</p> <p>If the Supervisor having attended the meeting and has not raised objection for non-receipt of the notice in advance before or during the meeting, he shall be deemed to have received the notice of the meeting issued to him.</p> <p>The regular or extraordinary meeting of the Supervisory Committee may be held in the form of telephone conference or by way of similar communication equipment so long as all Supervisors participating in such meeting can hear and communicate with one another clearly, and all such Supervisors shall be deemed to be present in person at the meeting.</p> <p>In lieu of convening a meeting of the Supervisory Committee, a written resolution may be adopted by the Supervisory Committee provided that such resolution shall be sent by courier, post, cable or facsimile to all Supervisors and affirmatively signed and adopted by the number of Supervisors necessary to form a quorum, which shall become the resolution adopted at the meeting of the Supervisory Committee, without convening a meeting of the Supervisory Committee.</p> <p style="text-align: right;">(Mandatory Provision 107)</p>	<p>(3) The notice shall be in Chinese, and its English version may be attached if necessary, and shall include the agenda for the meeting. Any of the Supervisors may waive the right of obtaining the notice from the Supervisory Committee for the meeting of the Supervisory Committee.</p> <p>If the Supervisor having attended the meeting and has not raised objection for non-receipt of the notice in advance before or during the meeting, he shall be deemed to have received the notice of the meeting issued to him.</p> <p>The regular or extraordinary meeting of the Supervisory Committee may be held in the form of telephone conference or by way of similar communication equipment so long as all Supervisors participating in such meeting can hear and communicate with one another clearly, and all such Supervisors shall be deemed to be present in person at the meeting.</p> <p>In lieu of convening a meeting of the Supervisory Committee, a written resolution may be adopted by the Supervisory Committee provided that such resolution shall be sent by courier, post, cable or facsimile to all Supervisors and affirmatively signed and adopted by the number of Supervisors necessary to form a quorum, which shall become the resolution adopted at the meeting of the Supervisory Committee, without convening a meeting of the Supervisory Committee.</p> <p style="text-align: right;">(Mandatory Provision 107)</p>



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of EVOC Intelligent Technology Company Limited (the “**Company**”) will be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Tuesday, 29 June 2021 at 10:30 a.m. for the following purposes:

I. ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors (the “**Directors**”) of the Company for the year ended 31 December 2020;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2020;
4. To consider and approve the making of appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2020;
5. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
6. To consider and approve the re-election of:
 - (a) Mr. Chen Zhi Lie as an executive Director;
 - (b) Ms. Li Qian as an independent non-executive Director; and
 - (c) Ms. Xu Hai Hong as an independent non-executive Director;
7. To consider and approve the election of:
 - (a) Ms. Liu Jia Yi as an independent Supervisor of the Company (the “**Supervisor**”); and
 - (b) Ms. Pu Jing as an independent Supervisor; and

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

8. To authorise the Board to enter into, for and on behalf of the Company, a service contract with each of the Directors and Supervisors to be elected or re-elected upon such terms and conditions as the Board shall think fit, to determine the remuneration of each of the Directors and Supervisors to be elected or re-elected, and to do such acts and things to give effect to such matters.

II. SPECIAL RESOLUTIONS

To consider and approve the following resolutions as special resolutions (items 9 to 11):

9. “**THAT**

- (a) the grant of general mandate to the Board to allot, issue and deal with additional shares of the Company with details as follows be and is hereby approved:

- i. subject to paragraph 9(a)(iii), the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and/or H Shares (hereinafter referred to as “**Shares**”) and to make or grant offers, agreements and share options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- ii. this approval shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- iii. each of the aggregate nominal amount of Domestic Shares and H Shares (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to share option or otherwise) either separately or concurrently by the Board pursuant to the approval in paragraph 9(a)(i) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H Shares respectively (as the case may be) in issue at the date of passing this resolution; and
- iv. for the purpose of this resolution:

“H Shares” means the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on the Main Board of The Stock Exchange of Hong Kong Limited and subscribed for and traded in HK\$.

“Domestic Shares” means domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in Renminbi.

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles of Association**”) or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given to the Board of the Company under this resolution by a special resolution of the Company’s shareholders in general meetings;
- (b) the Board be and is hereby authorised to increase the registered capital of the Company to reflect the shares authorised to be issued under this resolution, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.”
10. “**THAT** the Board of the Company be and is hereby authorised, generally and unconditionally, to issue, in one or multiple tranche(s), debt financing instruments (including but not limited to corporate bonds, ultra-short- term commercial papers, short-term commercial papers, mid-term notes, domestic non-public targeted debt financing instruments, overseas non-public targeted debt financing instruments and overseas bonds/notes denominated in Renminbi or foreign currencies) within the permissible size under the applicable laws and regulations, details of which are set out in the circular of the Company dated 28 May 2021.”
11. “**THAT**
- (a) the proposed amendments (the “**Proposed Amendments**”) to the Articles of Association, the details of which are set out in the Appendix III to the circular of the Company dated 28 May 2021, be and are hereby approved;
 - (b) the amended and restated Articles of Association which incorporate all of the Proposed Amendments be and are hereby approved and adopted in substitution for and to the exclusion of the corresponding existing Articles of Association with effect from the date of the AGM; and
 - (c) any one Director be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the amended and restated Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Shenzhen, People’s Republic of China, 28 May 2021

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The resolution(s) to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at the Company's registered office and principal place of business of the Company, at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China (in case of the proxy forms of holders of Domestic Shares) or at the Company's H share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (in case of proxy form of holder of H shares), not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of identity when attending the meeting.
5. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 June 2021 to Tuesday, 29 June 2021, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 23 June 2021 will be entitled to attend and vote at the AGM, all transfers relating to H Shares accompanied by relevant share certificates must be lodged with Company's H share registrar and transfer office in Hong Kong not later than 4:30 p.m. on Tuesday, 22 June 2021.

As at the date of this notice, the executive Directors of the Company are Mr. Chen Zhi Lie and Mr. Geng Wen Qiang; the independent non-executive Directors of the Company are Ms. Wu Yan Nan, Ms. Li Qian and Ms. Xu Hai Hong.