



**EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**  
**研祥智能科技股份有限公司**  
**(the “Company”)**

**Procedures for shareholders to propose a person for election as a director**

Pursuant to article 10.02 of the Articles of Association of the Company, directors shall be elected at the shareholders’ general meeting for a term of three years. Upon the expiry of the term of office, the director may be eligible for re-election. Written notice of the intention to nominate a candidate for election as a director and the written notice by such candidate of his/her willingness to accept the nomination shall be sent to the Company at least seven (7) days before the date of the shareholders’ general meeting for election of directors. The period for lodging of the aforesaid notices will commence no earlier than the day after the despatch of the notice of the shareholders’ meeting for the election of directors and end no later than seven (7) days prior to the date of such shareholders’ meeting. The shortest submission period shall be seven (7) days.

Pursuant to the provisions of the PRC company law, a shareholder or shareholders holding individually or holding an aggregate of 3 percent (3%) more of the shares of the Company may propose a provisional motion in a shareholders’ general meeting by giving written notice to the Board at least 7 days before the date for the shareholders’ general meeting. The right of the shareholders to propose a provisional motion includes the right to nominate a director to the Company.

A shareholder or shareholders holding individually or holding an aggregate of 3 percent (3%) more of the shares of the Company may propose a person other than a retiring Director or recommended by the directors for election as a director by validly lodging the following documents within the period hereinafter mentioned at the legal address of the Company at EVOC Technology Building, No. 31, Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the People’s Republic of China:-

1. a notice in writing of the intention to propose that person for election as a director, which must state the full name of the person, include the person’s biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and be signed by the shareholder; and
2. a notice in writing signed by that person of his willingness to be elected as a director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged with the legal address of the Company within the period commencing on the date after the despatch of the notice of the general meeting and ending not less than 7 days before the date convened for the shareholders’ general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with Rule 13.70 of the Listing Rules.

If the Company receives such documents lodged within the aforesaid period less than ten (10)

business days (as defined by the Listing Rules) prior to the shareholders' general meeting, the Company will consider the adjournment of the shareholders' general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.

In addition, pursuant to article 8.25 of the Articles of Association of the Company shareholders seeking to convene an extraordinary general meeting of shareholders or a class meeting of shareholders shall proceed in accordance with the following procedure:

1. Two or more shareholders holding more than one-tenth (including 10%) of the voting shares at the meeting proposed to be held may, by signing one written request or several counterparts of same stating the subject matter of the meeting, require the board of directors to convene an extraordinary general meeting of shareholders or a class meeting of shareholders. Upon receipt of the foregoing written request(s), the board of directors shall proceed to do so as soon as possible accordingly. The foregoing number of voting shares referred to shall be calculated as at the date of the delivery of the written request(s);
2. If the board of directors fails to issue a notice convening such a meeting within thirty days from the date of the receipt of the foregoing written request(s), the shareholders who have made the request may themselves convene such a meeting in a procedure as far as possible same as that of such meetings to be convened by the board of directors, within four months from the date of receipt of such request(s) by the board.