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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)

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 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Thursday, 30 May 2019 at 10:30 a.m. for the following purposes:

I. ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors (“Directors”) of the Company for the year ended 31 December 2018;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2018;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2018;
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 2018;
5. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors (the “Board”) to fix their remuneration;

* *For identification purpose only*

6. To consider and approve the re-election of:
 - (a) Mr. Geng Wen Qiang, as an executive director of the Company for a period of 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2022, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and
 - (b) Mr. Yu Tat Chi, Michael as an independent non-executive director and chairman of the audit committee of the Company for a period of 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2022, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company.
7. To authorise the Board to enter into, for and on behalf of the Company, a service contract with each of the newly elected Directors and Supervisor of the Company upon such terms and conditions as the Board shall think fit 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 8 to 10):

8. “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 8(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 8(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;
 - (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**”) 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 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;”

9. “**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 within the permissible size under the applicable laws and regulations. Debt financing instruments include but are 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.”

10. “**THAT** the proposed amendments to the Articles as set out in the circular of the Company dated 12 April 2019 be approved, and that the Directors be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the amendments to the Articles.

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

Shenzhen, People’s Republic of China, 12 April 2019

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 22, 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 Monday, 29 April 2019 to Thursday, 30 May 2019, 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 Monday, 29 April 2019 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 Friday, 26 April 2019.
6. Shareholders entitled to attend the AGM are requested to deliver the reply slip for attendance to the liaison office of the Company in Hong Kong at Unit No. 1619, 16th Floor, Star House, 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong by hand, by post or by fax (the Company’s fax no. (852) 2375 7238) on or before 4:00 p.m. 9 May 2019.

As at the date of this notice, 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. Yu Tat Chi, Michael, Mr. Dong Li Xin, Mr. Wen Bing, Mr. Zhang Da Ming.

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