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深圳市研祥智慧科技股份有限公司
Shenzhen EVOC Intelligence Technology
Company Limited*

*(a joint stock limited 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
(1) PROPOSED PRIVATISATION OF
THE COMPANY BY THE OFFEROR BY WAY OF
MERGER BY ABSORPTION
(2) PROPOSED WITHDRAWAL OF LISTING
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
(4) NOTICE OF THE H SHAREHOLDERS' CLASS MEETING**

CLARIFICATION ANNOUNCEMENT

Financial Adviser to the Offeror



Reference is made to the composite document (the “**Composite Document**”) jointly issued by Shenzhen EVOC Intelligence Technology Company Limited* (深圳市研祥智慧科技股份有限公司) (the “**Offeror**”) and EVOC Intelligent Technology Company Limited* (研祥智能科技股份有限公司) (the “**Company**”) dated 30 September 2022 in relation to the proposed conditional privatisation of the Company by the Offeror by way of Merger by absorption. Unless otherwise defined, capitalised terms used in this joint announcement have the same meanings as defined in the Composite Document.

The Company would like to provide the following supplemental information as highlighted below on the remuneration of the service contracts of Mr. Chen, Mr. Geng Wen Qiang, Ms. Xu Hai Hong and Ms. Li Qian respectively which appear on page 128 of the Composite Document and which should have been disclosed in the Composite Document:

The service contract entered into between the Company and Mr. Chen, pursuant to which Mr. Chen was appointed as an executive Director for a period from 29 June 2021 to the date of annual general meeting of 2024 and entitled to receive remuneration from the Company of RMB600,000 per year **subject to an annual increase of not more than 20% of the remuneration and an annual discretionary bonus of not more than 10% of the audited consolidated net profit of the Company after taxation, minority shareholders’ interest and extraordinary items as may be decided by the Board.**

The service contract entered into between the Company and Mr. Geng Wen Qiang, pursuant to which Mr. Geng Wen Qiang was appointed as an executive Director for a period from 10 June 2022 to the date of annual general meeting of 2025 and entitled to receive remuneration from the Company of RMB240,000 per year **subject to an annual increase of not more than 10% of the remuneration and an annual discretionary bonus of not more than 10% of the audited consolidated net profit of the Company after taxation, minority shareholders’ interest and extraordinary items as may be decided by the Board.**

Under the service contracts entered between the Company with Ms. Xu Hai Hong and Ms. Li Qian respectively, each of Ms. Xu Hai Hong and Ms. Li Qian is not entitled to any increase of remuneration and discretionary bonus.

Save as disclosed above, all other information in the Composite Document shall remain unchanged.

WARNING:

The Conditions to Effectiveness must be satisfied before the Merger Agreement becomes effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to Implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all of Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the sole director of
**Shenzhen EVOC Intelligence Technology
Company Limited***
Chen Zhi Lie
Sole Director

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

Shenzhen, the PRC, 17 October 2022

As at the date of this joint announcement, the sole director of Offeror is Mr. Chen Zhi Lie.

The sole director of Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the 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 board of directors of EVOC Hi-Tech comprises Mr. Chen Zhi Lie, Madam Wang Rong and Ms. Chen Xi. The directors of EVOC Hi-Tech jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Group) 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) 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 of the statements in this joint announcement misleading.

As at the date of this announcement, the Board comprises 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, EVOC Hi-Tech and any parties acting in concert with any of them but excluding Mr. Chen), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of EVOC Hi-Tech in their respective capacity as director(s) of the Offeror or EVOC Hi-Tech) 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 statements in this joint announcement misleading.

** For identification purposes only*