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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 and reply slip 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 ELECTION OF NEW DIRECTORS;**
- (4) PROPOSED RE-ELECTION OF RETIRING SUPERVISORS;**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

The notice dated 8 May 2020 convening the AGM to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Monday, 29 June 2020 at 10:30 a.m. is set out on pages 20 to 24 of this circular. Whether or not you intend to attend the AGM, you are advised to read the notice and 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 Gaoxinzongsi 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 at the AGM (or any adjournment thereof) should you so wish.

Shareholders who intend to attend the AGM by person or by proxy, are requested to complete and return the enclosed reply slip 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 not later than 20 days before the date of the AGM in accordance with the Articles of Association.

* *For identification purpose only*

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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 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC on Monday, 29 June 2020 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 Stock Exchange
“CSRC”	China Securities Regulatory Commission of the PRC
“Directors”	directors of the Company
“Domestic Shares”	domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“H Shares”	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 PRC
“Latest Practicable Date”	5 May 2020, 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
“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 described in the subsection headed “Letter from the Board -Proposed Amendments to the Articles of Association” of this circular

* *For identification purpose only*

DEFINITIONS

“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



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. Tso Cheng Shun
Mr. Geng Wen Qiang

Independent Non-Executive Directors:

Mr. Michael Yu Tat Chi
Mr. Dong Li Xin
Mr. Wen Bing
Mr. Zhang Da Ming

Registered Office and

Principal Place of Business:
20/F.,
EVOC Technology Building,
No. 31 Gaoxinhongsi Road,
Nanshan District,
Shenzhen,
People's Republic of China

Liaison office in Hong Kong:

Unit No. 1619,
16th Floor, Star House,
3 Salisbury Road,
Tsimshatsui,
Kowloon, Hong Kong

8 May 2020

To the Shareholders

Dear Sir or Madam,

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

* *For identification purpose only*

LETTER FROM THE BOARD

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 instruments; (iii) to propose election of new Directors; (iv) to propose re-election of retiring Supervisors; and (v) to propose 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.

The 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 amount or total balance of the Debt Financing Instruments outstanding will fall within the requirements under relevant laws and regulations as well as those specified by regulatory authorities
- (iv) Term and type: not more than 15 years for one single-term instrument or a portfolio of instruments with various terms
- (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
- (vi) Term of validity of the resolution: 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, principle 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, 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);

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- (ii) to carry out all necessary and ancillary actions and procedures (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; and
 - (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.
- 3.2 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisations set forth in items (i) to (vi) of paragraph 3.1 above to the president and/or the general accountant of the Company.
- 3.3 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisation set forth in item (vii) of paragraph 3.1 above to the secretary of the Board.

LETTER FROM THE BOARD

PROPOSED ELECTION OF NEW DIRECTORS

The Board currently consists of seven Directors, including three executive Directors namely Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Geng Wen Qiang, and four independent non-executive Directors namely Mr. Michael Yu Tat Chi, Mr. Dong Li Xin, Mr. Wen Bing and Mr. Zhang Da Ming.

Mr. Wen Bing (聞冰) who had served the Company since 30 May 2014. Subject to Article 10.02 of the Articles of Association, independent non-executive Directors shall not serve consecutive terms exceeding six years. Mr. Wen will retire as an independent non-executive Director, a member of nomination committee of the Company at the forthcoming annual general meeting. Therefore, **Ms. Wu Yan Nan** (吳燕南) will be proposed to be appointed as an independent non-executive Director and a member of nomination committee of the Company with effect from passing of the date of AGM.

Mr. Dong Li Xin (董立新) who had served the Company since 30 May 2014. Subject to Article 10.02 of the Articles of Association, independent non-executive Directors shall not serve consecutive terms exceeding six years. Mr. Dong will retire as an independent non-executive Director, a member of audit committee, a member of nomination committee and the chairperson of the remuneration and review committee of the Company at the forthcoming annual general meeting. Therefore, **Mr. Ling Chun Kwok** (凌鎮國) will be proposed to be appointed as an independent non-executive Director, a member of audit committee, a member of nomination committee and the chairperson of the remuneration and review committee of the Company with effect from passing of the date of AGM.

Resolutions will be proposed at the AGM to elect the above new Directors for a term of 3 years which is proposed to commence from the date of the AGM to the date of the annual general meeting of the Company for the year of 2023.

Particulars of the above new Directors being proposed for election are set out in the Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING SUPERVISORS

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

In accordance with Articles 13.02 and 13.03 of the Articles of Association, Mr. Ng Mun Hong and Ms. Kwok Ka Man, will retire upon the expiry of their term of office on the date of AGM and, being eligible, have offered themselves for re-election at the AGM by Shareholders, and the new term of appointment (subject to approval by Shareholders at the AGM) will be 3 years from the date of passing of the resolutions at the AGM until the date of the annual general meeting of the company for the year of 2023.

LETTER FROM THE BOARD

Details of the above Supervisors are set out in the Appendix I to this circular.

PROPOSAL FOR REMUNERATION OF THE NEWLY ELECTED DIRECTORS AND RE-ELECTED SUPERVISORS

Resolutions will be proposed at the AGM to consider and approve the proposal for remuneration of the newly elected Directors and re-elected Supervisors and to authorise the Board to determine the remuneration of each of the newly elected Directors and re-elected Supervisors and to enter into service contract with each of the newly elected Directors and re-elected Supervisors respectively.

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments

In order to enhance the efficiency of decision making at the shareholders' general meetings and simplify the procedures of convening the shareholders' general meetings of the Company, in accordance with the Company Law of the PRC, the Reply of the State Council of the People's Republic of China on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號), and other relevant laws and regulations, and based on the actual condition of the Company, the Company proposes to amend the relevant provisions in the Articles of Association, details on the Proposed Amendments are set out in Appendix III to this circular.

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 to vote at the AGM in accordance with the Articles of Associations and the Listing Rules. An announcement on the poll results will be made by the Company in accordance with the Listing Rules.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are advised to read the notice and 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 Gaoxinzongsi 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

LETTER FROM THE BOARD

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.

A reply slip for the purpose of informing the Company whether you will be attending (in person or in proxy) the AGM is also dispatched to you with this circular. Shareholders who intend to attend the AGM are requested to complete and send the reply slip to the liaison office of the Company in Hong Kong not later than 20 days before the date of the AGM in accordance with the Articles of Association.

In the event that the written replies received from the Shareholders indicating that they intend to attend the AGM representing less than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such announcement has been published.

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 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;
- (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.

LETTER FROM THE BOARD

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*

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

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ling Chun Kwok

Ling Chun Kwok (凌鎮國), aged 58, served as an independent non-executive director and the chairman of the audit committee of the Company from June 2010 to May 2016. Mr. Ling graduated from the University of Hong Kong with a bachelor degree of Accounting in 2006. He obtained a master degree of business and administration from University of South Australia in 2011. He is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Ling has more than 20 years of experience in auditing, financial management and corporate finance in Hong Kong and in the PRC. Before joining the Company, he worked as the financial controller and company secretary in China Eco-Farming Limited (formerly known as LinefanTechnology Holdings Limited) (Stock code: 8166) and China Netcom Technology Holdings Limited (formerly known as China Metal Resources Holdings Limited) (Stock Code: 8071), which are both listed companies on the Stock Exchange.

As at the Latest Practicable Date, (i) Mr. Ling does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Ling is and was not connected with any directors, supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ling 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 resolutions at the AGM and in accordance with the Articles of Association, Mr. Ling will enter into a service contract with the Company for a term of three years commencing from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023. Mr. Ling will receive an annual fee of RMB35,000. The proposed remuneration of Mr. Ling is determined by the Board in accordance with factors such as including without limitation to his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Mr. Ling'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) of the Listing Rules.

Ms. Wu Yan Nan

Wu Yan Nan (吳燕南), aged 55, graduated from Changzhou Industrial and Commercial Bank Specialized Secondary School in 1995, majoring in financial accounting. Ms. Wu has many years of financial and human resource management experiences. She is currently the director of operations of Hyweb EmergingTech (Shenzhen) Limited.

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

As at the Latest Practicable Date, (i) Ms. Wu does not hold any other position in the Company or any of its subsidiaries; and (ii) Ms. Wu is and was not connected with any directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Wu 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 resolutions at the AGM and in accordance with the Articles of Association, Ms. Wu will enter into a service contract with the Company for a term of three years commencing from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023. Ms. Wu will receive an annual fee of RMB12,000. The proposed remuneration of Ms. Wu is determined by the Board in accordance with factors such as including without limitation 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. Wu'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) of the Listing Rules.

SUPERVISORS

Mr. Ng Mun Hong

Mr. Ng Mun Hong (吳滿康), aged 54, is an independent Supervisor of the Company. Mr. Ng obtained an Associateship in Textile Technology from Hong Kong Polytechnic in Hong Kong in 1992. He got Chartered and Associateship member qualification from The Textile Institute in U.K. in 1995.

As at the Latest Practicable Date, (i) Mr. Ng does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Ng is and was not connected with any directors, supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ng 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 resolutions at the AGM and in accordance with the Articles of Association, Mr. Ng will enter into a service contract with the Company for a term of three years commencing from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023. Mr. Ng will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as including without limitation to his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Mr. Ng'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) of the Listing Rules.

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

Ms. Kwok Ka Man

Ms. Kwok Ka Man (郭家文), aged 50, is an independent Supervisor of the Company, Ms. Kwok was graduated from high school and has over 31 years of experience in management and administration.

As at the Latest Practicable Date, (i) Ms. Kwok does not hold any other position in the Company or any of its subsidiaries; and (ii) Ms. Kwok is and was not connected with any directors, supervisors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Kwok 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 resolutions at the AGM and in accordance with the Articles of Association, Ms. Kwok will enter into a service contract with the Company for a term of three years commencing from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023. Ms. Kwok will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as including without limitation 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. Kwok'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) of the Listing Rules.

Each of the newly elected Directors and re-elected Supervisors will enter into a service contract for a term of 3 years commencing from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023. For the sake of the Company's further development plan and results growth of revenues, the Company suggests the remuneration proposal as follows:

The total annual remuneration for the newly elected Directors and re-elected Supervisors throughout their entire term of service is expected not to exceed RMB2,000,000 per annum (in which: the total annual remuneration before tax for the executive Directors is RMB1,000,000, the total annual remuneration before tax for the independent non-executive Directors is RMB300,000 and the total annual remuneration before tax for independent Supervisors is RMB200,000, which is determined with reference to the duties and responsibilities of the Directors and Supervisors with the Company and the Company's remuneration policy, and is subject to the approval at the AGM.

Original articles	Amended articles
<p>Article 8.05 Where the Company convenes the general meeting of shareholders, the written notice shall be given, forty five days in advance, to inform all shareholders whose names appear in the share register of the matters proposed to be considered at the meeting and the date and venue of the meeting. Any shareholder intending to attend the general meeting of shareholders shall serve the Company, twenty days before the date of the meeting, with the written reply stating his intention to attend the meeting.</p> <p>When calculating the period of giving the notice, it shall not include the date of the meeting and the date of sending the notice. In respect of the notice sent under this Article, its date of issue shall be the date on which the Company or the share registrar appointed by the Company has the relevant notice delivered to the post office.</p>	<p>Article 8.05 When the Company is to hold an annual shareholders’ general meeting, it shall notify the shareholders of the time and venue of the meeting, and the matters to be considered twenty (20) days prior to the meeting; and the Company shall notify the shareholders fifteen (15) days prior to an extraordinary shareholders’ general meeting.</p>

Original articles	Amended articles
<p>Article 8.07 Based on the written replies received twenty days before convening the general meeting of shareholders, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. Where the number of voting shares represented by those shareholders intending to attend the meeting comprises more than half of the total voting shares of the Company, then, the Company may convene the general meeting of shareholders. If not, the Company shall, within five days, inform the shareholders again of the matters to be considered, as well as the date and the venue of the meeting by way of announcement in the newspaper. After making the announcement, the Company may convene the general meeting of shareholders.</p> <p>An extraordinary general meeting shall not decide on matters which are not specified in the notice.</p>	<p>Article 8.07 Matters which are not included in the notices set out in Articles 8.05 herein shall not be resolved at the shareholders' general meeting.</p>

Original articles	Amended articles
<p>Article 8.09 The notice of a general meeting of shareholders shall be served on each shareholder whose name appears in the share register on the date of confirming the shareholders in respect of the meeting, (whether or not entitled to vote thereat), by personal delivery or prepaid mail to the shareholder at his address, as shown in the share register. For the shareholders of domestic shares, the notices of general meetings of shareholders may be given by way of announcement.</p> <p>The announcement referred to in the preceding clause shall be published in one or more newspapers specified by the securities regulatory authority under the State Council within the period of forty five to fifty days prior to the meeting. Once the announcement has been published, all shareholders of the domestic shares shall be deemed to have received notice of the relevant meeting of shareholders.</p> <p>The Company shall give the notice, with sufficient time for the foreign shareholders whose registered addresses are in Hong Kong to exercise their rights in advance or act in accordance with the terms in the notice.</p>	<p>Article 8.09 The notice of a general meeting of shareholders shall be served on each shareholder whose name appears in the share register on the date of confirming the shareholders in respect of the meeting, (whether or not entitled to vote thereat), by personal delivery or prepaid mail to the shareholder at his address, as shown in the share register. For the shareholders of domestic shares, the notices of general meetings of shareholders may be given by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the one or more national newspapers designated by the securities regulatory authority during the period between twenty (20) days and twenty-five (25) days prior to an annual shareholders' general meeting and between fifteen (15) days to twenty (20) days prior to an extraordinary shareholder's general meeting. Once the announcement is made, all domestic shareholders shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The Company shall give the notice, with sufficient time for the foreign shareholders whose registered addresses are in Hong Kong to exercise their rights in advance or act in accordance with the terms in the notice.</p>

Original articles	Amended articles
<p>Article 9.06 Where the Company convenes a class meeting of shareholders, it shall, issue written notices to notify the respective shareholders of that class whose names appear in the share register of the items proposed to be considered and the date and venue of the meeting forty-five days before that meeting. Shareholders intending to attend the class meeting shall send written replies to confirm their attendance and such replies shall be delivered to the Company twenty days before the meeting.</p> <p>Where the number of voting shares represented by those shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may convene the class meeting. If not, the Company shall, within five days, inform the shareholders again of the items proposed to be considered and the date and venue of the meeting by way of an announcement. After making such notification by way of announcement, the class meeting of shareholders may be convened by the Company.</p> <p>The quorum formed by the holders holding at least one-third of any class of shares issued is required to convene the respective class meeting of shareholders (except the adjourned meeting) for the purpose of considering the amendment of the rights of that class of shares.</p>	<p>Article 9.06 When the Company is to convene a shareholders class meeting, it shall issue a written notice twenty (20) days prior to the date of the annual general meeting or fifteen (15) days prior to the date of the extraordinary general meeting informing all the shareholders who are registered as holders of that class in the register of shareholders of the matters to be considered at the meeting as well as the date and place of the meeting.</p> <p>The quorum formed by the holders holding at least one-third of any class of shares issued is required to convene the respective class meeting of shareholders (except the adjourned meeting) for the purpose of considering the amendment of the rights of that class of shares.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Amended articles
<p>Article 10.01 The Company shall establish the Board of Directors. The Board of Directors shall comprise seven Directors, including more than four independent non-executive Directors. Independent non-executive Directors refer to Directors who do not hold any position within the Company. The Board of Directors shall have one Chairman and one Vice-Chairman. The Directors shall handle the matters authorized by the Board of Directors.</p>	<p>Article 10.01 The Company shall establish the Board of Directors. The Board of Directors shall comprise five to seven Directors, including not less than three independent non-executive Directors. The Board of Directors shall have one Chairman and may have one Vice-Chairman. The Directors shall handle the matters authorized by the Board of Directors.</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 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Monday, 29, June 2020 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 2019;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2019;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2019;
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 2019;
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 election of:
 - (a) Mr. Ling Chun Kwok, as an independent non-executive director of the Company for a period of 3 years which is proposed to commence from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) Ms. Wu Yan Nan, as an independent non-executive Director for a period of 3 years which is proposed to commence from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023, and the Board to determine her remuneration with reference to the recommendation of the remuneration committee of the Company.
- 7. To consider and approve the re-election of:
 - (a) Mr. Ng Mun Hong as an independent supervisor of the Company for a period of 3 years which is proposed to commence from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and
 - (b) Ms. Kwok Ka Man as an independent supervisor of the Company for a period of 3 years which is proposed to commence from the date of the passing of the resolutions at the AGM until the conclusion of the annual general meeting to be held by the Company in 2023, and the Board to determine her remuneration with reference to the recommendation of the remuneration committee of the Company; and
- 8. 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 re-elected Supervisors 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- 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;
 - (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.”

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 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

NOTICE OF ANNUAL GENERAL MEETING

non-public targeted debt financing instruments, overseas non-public targeted debt financing instruments and overseas bonds/notes denominated in Renminbi or foreign currencies.”

11. “**THAT** the proposed amendments to the Articles as set out in the circular of the Company dated 8 May 2020 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, 8 May 2020

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 Gaoxinzhongsi 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.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL 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 Friday, 29 May 2020 to Monday, 29 June 2020, 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 Friday, 29 May 2020 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 Thursday, 28 May 2020.
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 June 2020.

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. Michael Yu Tat Chi, Mr. Dong Li Xin, Mr. Wen Bing and Mr. Zhang Da Ming.