



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____
of ^(note 1) _____
being the registered holder(s) of ^(note 2) _____
Domestic Shares/H Shares of RMB0.10 each in the share capital of EVOC Intelligent Technology Company Limited (the "Company"),
HEREBY APPOINT ^(note 3) _____
of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "Meeting") of the Company to be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong at 9:30 a.m. on Tuesday, 15 September 2020 (or at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolution(s) set out in the notice convening the Meeting and to vote for me/us at the Meeting (or at any adjournment thereof) in respect of the resolution(s) as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

	Special Resolution ^(Note 4)	For ^(Note 5)	Against ^(Note 5)
1.	<p>THAT subject to the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast by poll against the resolution by the Independent H Shareholders at the H Share Class Meeting amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:</p> <p>(a) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and</p>		

* For identification purpose only

Special Resolution <i>(Note 4)</i>	For <i>(Note 5)</i>	Against <i>(Note 5)</i>
(b) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:		
(i) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determine the specific time of the Delisting;		
(ii) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to Shareholders and other documentation regarding the Delisting and making appropriate disclosure;		
(iii) signing and submitting any report or document to any regulatory authorities;		
(iv) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and		
(v) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.		

Dated this _____ day of _____ 2020

Signature(s) *(note 6)*: _____

Notes:

1. Please insert full name(s) (in Chinese and in English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. Please insert the number and class of shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. The full text of the resolution(s) is set out in the notice of the Meeting contained in the composite document jointly issued by EVOC Hi-Tech Holding Group Co., Ltd* (研祥高科技控股集團有限公司) and the Company ("**Composite Document**") which is sent to the shareholders of the Company together with this Form of Proxy. Capitalised terms defined in the Composite Document shall have the same meanings when used herein unless otherwise specified.
5. Important: If you wish to vote for any resolution, please tick ("√") the relevant box marked "For". If you wish to vote against any resolution, please tick ("√") the relevant box marked "Against". Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
7. To be valid, this Form of Proxy and, if such Form of Proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited 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 (for holders of H Shares), not less than twenty-four (24) hours before the time appointed for holding the Meeting or the time appointed for any adjournment thereof.
8. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. In the case of joint holding, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
10. Any alternation made to this Form of Proxy must be initialed by the person(s) who sign(s) it.