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研祥高科技控股集團有限公司
EVOC Hi-Tech Holding Group Co., Ltd*
*(a 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
IN RELATION TO
VOLUNTARY CONDITIONAL OFFER BY
ICBC INTERNATIONAL CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL OF THE ISSUED H SHARES IN
EVOC INTELLIGENT TECHNOLOGY COMPANY LIMITED**

**(1) ACCEPTANCE LEVEL AS AT FIRST CLOSING DATE
AND
(2) EXTENSION OF THE OFFER PERIOD**

Financial Adviser to the Offeror

ICBC  工銀国际

* For identification purposes only

Reference is made to (i) the announcement jointly issued by EVOC Intelligent Technology Company Limited* (the “**Company**”) and EVOC Hi-Tech Holding Group Co., Ltd* (the “**Offeror**”) dated 22 June 2020 (the “**Joint Announcement**”) in relation to, among other things, the H Share Offer and the Delisting; (ii) the composite document jointly issued by the Company and the Offeror dated 19 August 2020 (the “**Composite Document**”); and (iii) the poll results announcement jointly issued by the Company and the Offeror dated 15 September 2020.

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

ACCEPTANCE LEVELS OF THE H SHARE OFFER AT THE FIRST CLOSING DATE

As at 4:00 p.m. on Monday, 19 October 2020, the Offeror had received valid acceptances under the H Share Offer in respect of 220,828,199 H Shares, representing approximately 71.6% of the total issued H Shares as at the date of this joint announcement.

OUTSTANDING CONDITIONS OF THE H SHARE OFFER

As set out in the Composite Document, the H Share Offer is conditional on, among other things, minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on Monday, 19 October 2020 (or any subsequent closing date as may be decided and announced by the Offeror and approved by the Executive) amounting to at least 90% of the H Shares held by the Independent H Shareholders (the “**Acceptance Condition**”). As the Offeror has not received valid acceptances under the H Share Offer amounting to at least 90% of the H Shares in issue by 4:00 p.m. on Monday, 19 October 2020, the Acceptance Condition has not been satisfied.

As at the date of this joint announcement, Conditions (a), (b), (d) and (e) have been fulfilled. Condition (c) (being the Acceptance Condition) of the H Share Offer remains outstanding.

INTERESTS OF THE OFFEROR AND ITS CONCERT PARTIES IN H SHARES

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it, being SZ Haoxuntong, held 924,792,000 Domestic Shares (representing 75% of the issued share capital of the Company).

Save for the above, none of the Offeror or any of its concert parties owned, controlled or directed any H Shares or any rights over H Shares during the Offer Period and up to the date of this joint announcement.

The Offeror and its concert parties have not acquired or agreed to acquire any H Shares or any rights over H Shares during the Offer Period.

None of the Offeror or any of its concert parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

EXTENSION OF OFFER PERIOD

The Offeror has applied to the Executive and the Executive has granted its consent to the Offeror to extend the First Closing Date and the latest time for the H Share Offer to become or be declared unconditional as to acceptances to (i) 9 November 2020; or (ii) the date when the Acceptance Condition is fulfilled, whichever is earlier (the “**Extended Closing Date**”).

As such, the Offeror announces that the latest time for satisfaction of the acceptance condition will be extended from 4:00 p.m. on Monday, 19 October 2020 to 4:00 p.m. on (i) Monday, 9 November 2020; or (ii) the date when the Acceptance Condition is fulfilled, whichever is earlier.

All other terms of the H Share Offer, as set out in the Composite Document and the Form of Acceptance, remain unchanged. Further joint announcement(s) will be issued by the Offeror and the Company upon the fulfilment of the Acceptance Condition.

REVISED EXPECTED TIMETABLE

Assuming the H Share Offer becomes or is declared unconditional in all respects on Monday, 9 November 2020, the revised expected timetable is set out below which is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s) as soon as possible.

First Closing Date Monday, 19 October 2020

Extended Closing Date Monday, 9 November 2020

Latest time and date for acceptance of the H Share
Offer on the Extended Closing Date (*Note 1*) 4:00 p.m. on Monday,
9 November 2020

Announcement of the result of the H Share Offer as at
the Extended Closing Date to be posted on the
website of the Stock Exchange by 7:00 p.m. on Monday,
9 November 2020

Latest Time for the H Share Offer to become or be
declared unconditional as to acceptance (if not
already unconditional) by 7:00 p.m. on Monday,
9 November 2020

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Offer on the Extended Closing Date (assuming the H Share Offer has become unconditional in all respects on the Extended Closing Date) (*Note 2*) Wednesday, 18 November 2020

Latest time for trading in the H Shares on the Stock Exchange, assuming the Delisting is approved 4:10 p.m. on Tuesday, 1 December 2020

Final Closing Date (assuming the H Share Offer has become unconditional in all respects on the Extended Closing Date) (*Note 3*) Monday, 7 December 2020

Latest time for the H Share Offer remaining opening for acceptance on the Final Closing Date and closing of the H Share Offer (*Note 3*) 4:00 p.m. on Monday, 7 December 2020

Announcement of the results of the H Share Offer on the Final Closing Date By 7:00 p.m. on Monday, 7 December 2020

Voluntary withdrawal of the listing of the H Shares from the Stock Exchange (*Note 4*) 4:00 p.m. on Tuesday, 8 December 2020

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Shares Offer on the Final Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) (*Note 2*) Wednesday, 16 December 2020

Notes:

- (1) It is assumed that the H Share Offer has not become unconditional as to acceptances or in all respects prior to the Extended Closing Date.
- (2) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within seven (7) business days (as defined under the Takeovers Code) of the later of the date on which the H Share Offer has become or is declared unconditional and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid.

Remittances in respect of the H Shares tendered for acceptance and taken up by the Offeror under the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted to the H Shareholders by ordinary post at their own risk.

- (3) In compliance with the note to Rule 2.2 and Rule 15.3 of the Takeovers Code, where the H Share Offer becomes or is declared unconditional in all respects, it should remain open for acceptance for not less than 28 days thereafter. At least 14 days' notice in writing must be given before the H Share Offer is closed to the H Shareholders who have not accepted the H Share Offer if the announcement to extend the H Share Offer does not state the next closing date. The Offeror reserves the right to extend the H Share Offer beyond this 28-day period.
- (4) It is currently expected that the voluntary withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Tuesday, 8 December 2020, subject to the satisfaction of any conditions for delisting such securities from the Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (5) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (6) The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and voluntary withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a "black" rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Warning:

Shareholders and/or potential investors of the Company should note that the H Share Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Offer may or may not become unconditional and the issue of this joint announcement does not imply that the H Share Offer or the Delisting will be completed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

On behalf of the board of
**EVOC Hi-Tech Holding
Group Co., Ltd***
Chen Zhi Lie
Director

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

Shenzhen, the PRC, 19 October 2020

* *For identification purposes only*

As at the date of this joint announcement, the directors of the Offeror are Mr. Chen Zhi Lie, Ms. Wang Rong and Ms. Chen Xi.

All directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement 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 of the Group in their capacity as 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 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. Ling Chun Kwok, Ms. Wu Yan Nan and Mr. Zhang Da Ming.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement 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 of the Offeror in their capacity as directors of Offeror and parties acting in concert with the Offeror) 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.