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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 RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-ELECTION OF RETIRING SUPERVISORS;
(5) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

The notice dated 13 April 2018 convening the AGM to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 8 June 2018 at 10:30 a.m. is set out on pages 19 to 23 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 Gaoxinhongsi 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, Tricolor Abacus Limited, at Level 22, 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 Friday, 8 June 2018 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”	研祥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”	10 April 2018, 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”	People’s Republic of China
“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)

DEFINITIONS

“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
“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

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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)

Executive Directors:

Mr. Chen Zhi Lie (*Chairman*)
Mr. Tso Cheng Shun
Mr. Geng Wen Qiang

Independent Non-Executive Directors:

Mr. Yu Tat Chi, Michael
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

13 April 2018

To the Shareholders

Dear Sir or Madam,

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

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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 general mandates 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 re-election of retiring 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.

LETTER FROM THE BOARD

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
- (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);

LETTER FROM THE BOARD

- (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 RE-ELECTION OF RETIRING 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. Yu Tat Chi, Michael, Mr. Dong Li Xin, Mr. Wen Bing and Mr. Zhang Da Ming.

In accordance with Article 10.02 of the Articles of Association, Mr. Chen Zhi Lie, Tso Cheng Shun and Mr. Zhang Da Ming will retire by rotation upon the expiry of their term of office on the date of AGM and, being eligible, have offered themselves for re-election at AGM.

Resolutions will be proposed at the AGM to re-elect the 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 2021.

Particulars of the above Directors being proposed for re-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. Zhang Zheng An, will retire upon the expiry of his term of office on the date of AGM and, being eligible, offered himself for re-election at the AGM by Shareholders.

A resolution will be proposed at the AGM to elect Mr. Zhang Zheng An as the Supervisor as representative of Shareholders for a term of 3 years which is proposed to commence from the date of AGM to the date of the annual general meeting of the Company for the year 2021.

In accordance with Articles 13.02 and 13.03 of the Articles of Association, the Supervisors representing the Company's staff shall be elected and dismissed by the Company's staff on democratic basis.

Mr. Zhan Guo Nian, being the Supervisor as representative of the Company's staff will be elected democratically by the Company's staff at a separate meeting to be held which was held on or before the date of AGM for a term of 3 years which is proposed to commence from the date on which he is elected to the date of the annual general meeting of the Company for the year 2021 on which a separate meeting will be held by the Company's staff for democratic election of the Supervisor as representative of the Company's staff for the

LETTER FROM THE BOARD

next term of office. Accordingly, Mr. Zhan Guo Nian, the Supervisor as representative of the Company's staff has not offered himself for re-election as Supervisor representing the staff of the Company at the AGM.

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

PROPOSAL FOR REMUNERATION OF THE NEWLY ELECTED DIRECTORS AND SUPERVISORS

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

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments

The principal activities of the Company comprise the research, development, manufacture and distribution of APA "Advanced Powers Automobile" products and it is the intention of the Company to widen its scope of business operations. To this end, the Board proposes that the provision of Article 2.02 of the Articles of Association be altered to enable the Company to further expand the scope of some of the operations, details on the Proposed Amendments are set out in Appendix III to this circular.

Accordingly, a special resolution will be proposed at the AGM for the Shareholders to consider and approve the adoption of the new Articles of Association by the Company.

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

LETTER FROM THE BOARD

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 22, 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 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*

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

EXECUTIVE DIRECTORS**Mr. Chen Zhi Lie**

Chen Zhi Lie (陳志列), aged 54, the Chairman, an executive director and the Chairman of the nomination committee of the Group. He is the founder of the Company and is responsible for the overall strategy and planning for the business of the Company. Mr. Chen graduated with a bachelor degree of engineering in computer application from Shenyang Jianzhu University (瀋陽建築大學), in the PRC in 1984. He also obtained a master degree in computer science and computer engineering from the department of engineering in Northwestern Polytechnical University (西北工業大學) in 1990. Mr. Chen has over 34 years of experience in computer and automation of control systems.

In February 2003, Mr. Chen was awarded the prize of Guangdong Province Outstanding Entrepreneur of Domestic-owned Enterprises (廣東省優秀民營企業家) by Guangdong Province Government (廣東省人民政府). Mr. Chen was accredited as “Manager of Edges in Comprehensive Quality Control (全面質量管理優勢管理者)” by Quality Association of Shenzhen and as “Excellent Small Medium Enterprise of Shenzhen (深圳市優秀中小企業家)” by Association for Small Medium Enterprises of Shenzhen in 2004. In 2005, Mr. Chen was elected as a member of the Executive Committee of the Fourth Chinese People’s Political Consultative Conference of Shenzhen (深圳市第四屆政協常委). In 2007, Mr. Chen was elected as a member of Guangdong Political Consultative Conference (廣東省政協委員). In 2008, Mr. Chen was accredited as 2007 CCTV’s Man of the Year in Chinese Economics and awarded the prize of Innovation of the Year. In 2010, Mr. Chen was elected as a Nation commissar of the Chinese People’s Political Consultative Conference (CPPCC). In 2012, Mr. Chen was elected as the President of the Commerce Association of Technology Equipment Industry under the All-China Federation of Industry & Commerce, the primary legal representative and the vice-chairman (vice-president) of the Guangdong Federation of Industry and Commerce (General Commerce Association). In 2013, Mr. Chen was elected to the BRICS National Business Council. In 2016, Mr. Chen was presented the outstanding award, “Shenzhen Entrepreneurs’ Influential Leader in China* (影響中國的深商領袖)”. In 2017, Mr. Chen was elected as the third President of the Council of the Commerce Association of Technology Equipment Industry under the All-China Federation of Industry & Commerce.

As at the Latest Practicable Date, Mr. Chen, apart from being an executive director of the Company, is also a director as well as the legal representative of the following members of the Group:

- | | |
|----------------------------|---|
| 1. 上海研祥智能科技有限公司 | Shanghai EVOC Intelligent Technology Company Limited* |
| 2. 江蘇研祥智能科技有限公司 | Jiangsu EVOC Intelligent Technology Company Limited* |
| 3. 南通研祥智能科技有限公司 | Nantong EVOC Intelligent Technology Company Limited* |
| 4. 昆山研祥智能科技有限公司 | Kunshan EVOC Intelligent Technology Company Limited* |
| 5. 浙江研祥智能科技有限公司 | Zhejiang EVOC Intelligent Technology Company Limited* |
| 6. 北京市研祥興業國際智能科技
有限公司 | Beijing EVOC Xingye International Technology Company
Limited* |
| 7. 廣州市研祥智能科技有限公司 | Guangzhou EVOC Intelligent Technology Company Limited* |
| 8. 深圳市研祥通軟件有限公司 | Shenzhen EVOC STONE Software Company Limited* |
| 9. 深圳市研祥特種計算機工業
有限公司 | Shenzhen Special Computer Industry Company Limited* |
| 10. 深圳市研祥軟件技術有限公司 | Shenzhen EVOC Software Technology Company Limited* |
| 11. 深圳市研祥特種計算機軟件
有限公司 | Shenzhen Special Computer Software Company Limited* |
| 12. 深圳市研祥新特科技有限公司 | Shenzhen EVOC Xinteer Technology Company Limited* |
| 13. 無錫深港國際服務外包產業發展
有限公司 | Wuxi SHIOC International Outsourcing Industry Development
Company Limited* |
| 14. 香港研祥國際科技有限公司 | Hong Kong EVOC International Technology Company
Limited* |

As at the Latest Practicable Date, the interest and short positions of Mr. Chen in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

* For identification purpose only

(a) Long position — interests in the Company

Director	Type of interests	Number of Shares	Class of Shares	Approximate percentage of holding of the relevant class of shares of the Company	Approximate percentage of holding of the total share capital of the Company
Chen Zhi Lie (陳志列)	Interest of a controlled corporation	878,552,400 (Note 1)	Domestic Shares	95.00%	71.25%
Chen Zhi Lie (陳志列)	Interest of a controlled corporation	46,239,600 (Note 2)	Domestic Shares	5.00%	3.75%

Notes:

1. These Domestic Shares are held by EVOC Hi-Tech. Holding Group Co., Ltd. which is owned as to 70.5% by Mr. Chen Zhi Lie (陳志列) (“**Mr. Chen**”) and 29.5% by Ms. Wang Rong (王蓉), spouse of Mr. Chen. By virtue of Mr. Chen’s holding of more than one-third interest in EVOC Hi-Tech. Holding Group Co., Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by EVOC Hi-Tech. Holding Group Co., Ltd. in the Company pursuant to Part XV of the SFO.
2. These Domestic Shares are held by Shenzhen Haoxuntong Industry Co. Ltd. which is owned as to 100% by Mr. Chen. By virtue of Mr. Chen’s holding of the entire interest in Shenzhen Haoxuntong Industry Co. Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by Shenzhen Haoxuntong Industry Co. Ltd. in the Company pursuant to Part XV of the SFO.

(b) Long position — interests in associated corporations

Directors	Associated corporation	Type of interests	Approximate percentage of holding of the total share capital of the associated corporation
Chen Zhi Lie (陳志列)	EVOC Hi-Tech. Holding Group Co., Ltd.	Beneficial owner	70.5%
		Interest of spouse	29.5%
Wang Rong (王蓉)	EVOC Hi-Tech. Holding Group Co., Ltd.	Beneficial owner	29.5%
		Interest of spouse	70.5%

Note: Ms. Wang Rong (王蓉) is the spouse of Mr. Chen and therefore Mr. Chen is deemed to be interested in the shares held by Ms. Wang Rong (王蓉) and Ms. Wang Rong (王蓉) is deemed to be interested in the shares held by Mr. Chen by virtue of Part XV of the SFO.

As at the Latest Practicable Date, (i) Mr. Chen does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Chen is and was not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company; and (iii) Mr. Chen did not have and was not deemed to have, any other 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. Chen will enter into service contracts with the Company for a term commencing from the date of the passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2021. His annual salary will be RMB500,000 and shall not be subject to more than 20% increase over the annual salary of the preceding year. Mr. Chen is also entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year.

Save as disclosed above, Mr. Chen confirmed that there are no other matters relating to his 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.

Mr. Tso Cheng Shun

Tso Cheng Shun (曹成生), aged 89, the vice Chairman and an executive director of the Group. Mr. Tso graduated from Nan Tong Institute (南通學院) in the PRC and obtained a certificate in engineering in textile. He is responsible for corporate planning of the Company. Mr. Tso has been serving the Company since 1995. He is responsible for developing business strategy, preparing annual financial budget and monitoring financial status of the Group.

As at the Latest Practicable Date, (i) Mr. Tso does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Tso 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. Tso 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. Tso will enter into service contracts with the Company for a term commencing from the date of the passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2021. Mr. Tso will receive an annual fee of RMB30,000. The proposed remuneration of Mr. Tso is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, Mr. Tso confirmed that there are no other matters relating to his 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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Da Ming

Zhang Da Ming (張大鳴), aged 44, an independent non-executive director, a member of audit committee and a member of remuneration and review committee of the Group. Mr. Zhang graduated from the Xiamen University in 2001 with a Master degree in law and graduated from Cheung Kong Graduate School of Business (長江商學院) in 2012 with a Master degree in business administration. Mr. Zhang has provided legal services for the banks in Shenzhen and Hong Kong and for state-owned assets management companies and he has rich experience in internal corporate governance. He is currently a senior partner of Beijing Jincheng Tongda & Neal (Shenzhen) offices (金城同達(深圳)律師事務所).

As at the Latest Practicable Date, (i) Mr. Zhang does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Zhang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang 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. Zhang will enter into service contracts with the Company for a term commencing from the date of the passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2021. Mr. Zhang will receive an annual fee of RMB12,000. The proposed remuneration of Mr. Zhang is determined by the Board in accordance with factors such as 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. Zhang'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.

SUPERVISORS

Mr. Zhan Guo Nian

Zhan Guo Nian (詹國年), aged 47, an staff representative supervisor of the Company. Mr. Zhan graduated from Chengdu Geological College (中國成都地質學院) in the PRC with a bachelor degree in engineering in 1991. He has over 26 years of experience in management and administration. Mr. Zhan joined the Company for management and administration work in March 2001.

As at the Latest Practicable Date, (i) Mr. Zhan does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Zhan 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. Zhan did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Zhan is 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 2021. His annual salary will be RMB20,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, there are no other matters relating to Mr. Zhan'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.

Mr. Zhang Zheng An

Zhang Zheng An (張正安), aged 42, a shareholders representative supervisor of the Company. Mr. Zhang was graduated from high school. He has over 21 years of experience in management and administration.

As at the Latest Practicable Date, (i) Mr. Zhang does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Zhang 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. Zhan 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. Zhang will enter into a service contract with the Company for a term of three 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 2021. Mr. Zhang will receive an annual fee of RMB20,000, which is determined by the Board in accordance with factors such as 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. Zhang'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.

It is expected that each of the newly elected Directors and Supervisors will enter into a service contract for a term of 3 years upon their appointments. 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 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, the total annual remuneration before tax for Supervisor as representative of shareholders and Supervisor as representative of the Company' staff 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.

Proposed amendments to Article 2.02*The existing Article 2.02*

The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The business scope of the Company shall include: research, development and operation of special computers (with production under the operation of its branch), the automatic control system with auxiliary equipment, the innovative electronic components, as well as the exclusive equipment, instruments, tools and moulds for electronic products, the after-sale maintenance and repair services for the relevant products mentioned above, the import and export operation, industrial investment, property management, advertising operation (as for advertising operation subject to the approval and registration as required by the laws and the administrative regulations, it shall be carried out only after separate approval and registration is obtained), leasing of self-owned properties, car park management and the general cargo transportation (the operation, which excludes the transportation of dangerous goods, is subject to the effective licence for road transport operation).

Article 2.02 after the amendments

Article 2.02 will be read as follows:

The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The business scope of the Company shall include: research, development and operation of special computers, communication equipment, communication products and components (with production under the operation of its branch), the automatic control system with auxiliary equipment, the innovative electronic components, as well as the exclusive equipment, instruments, tools and moulds for electronic products, the after-sale maintenance and repair services for the relevant products mentioned above, the import and export operation, industrial investment, property management, advertising operation (as for advertising operation subject to the approval and registration as required by the laws and the administrative regulations, it shall be carried out only after separate approval and registration is obtained), leasing of self-owned properties, car park management and the general cargo transportation (the operation, which excludes the transportation of dangerous goods, is subject to the effective licence for road transport operation).

NOTICE OF ANNUAL GENERAL MEETING



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 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 8 June 2018 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 2017;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2017;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2017;
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 2017;
5. To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors (the “**Board**”) to fix their remuneration;
6. To consider and approve the re-election of:
 - (a) Mr. Chen Zhi Lie (“**Mr. Chen**”), 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 2021, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) Mr. Tso Cheng Shun (“**Mr. Tso**”), 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 2021, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and
 - (c) Mr. Zhang Da Ming (“**Mr. Zhang**”), 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 AGM until the date of the annual general meeting of the Company for the year of 2021, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company.
- 7. To consider and approve the re-election of Mr. Zhang Zheng An (“**Mr. Zhang**”) as representative of the shareholders 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 2021, and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and
 - 8. To authorize the Board to enter into, for and on behalf of the Company, a service contract with each of the newly elected Directors and 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)(i), 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;

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

11. “**THAT** the proposed amendments to the Articles as set out in the circular of the Company dated 13 April 2018 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, 13 April 2018

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 Tuesday, 8 May 2018 to Friday, 8 June 2018, 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 Tuesday, 8 May 2018 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 Monday, 7 May 2018.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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., 18 May 2018.

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.