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

*(a joint stock 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
DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT
IN RELATION TO
(1) PROPOSED CONDITIONAL PRIVATISATION OF THE COMPANY
BY THE OFFEROR BY WAY OF MERGER BY ABSORPTION
AND
(2) PROPOSED WITHDRAWAL OF LISTING**

Financial Adviser to the Offeror



Reference is made to the announcement jointly issued by Shenzhen EVOC Intelligence Technology Company Limited* (深圳市研祥智慧科技股份有限公司) (the “**Offeror**”) and EVOC Intelligent Technology Company Limited* (研祥智能科技股份有限公司) (the “**Company**”) dated 8 August 2022 (the “**Rule 3.5 Announcement**”) in relation to the proposed conditional privatisation of the Company by the Offeror by way of Merger by absorption. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

Delay in despatch of the Composite Document

Pursuant to Rule 8.2 of the Takeovers Code, unless consent is obtained from the Executive, the Composite Document containing, amongst others, (i) further details of the Merger, the Merger Agreement and other matters in relation to the Merger; (ii) a letter of advice issued by the Independent Financial Adviser to the Independent Board Committee; and (iii) recommendations and advice from the Independent Board Committee, together with a notice of the EGM, a notice of the H Shareholders' Class Meeting and proxy forms, are required to be despatched to the Shareholders within 21 days from the date of the Rule 3.5 Announcement, that is on or before 29 August 2022.

As additional time is required to prepare and finalise the Composite Document, which include, among others, certain financial information of the Group, the indebtedness statement of the Group, the property valuation report and the letter from the Independent Financial Adviser, an application has been made pursuant to Rule 8.2 of the Takeovers Code to the Executive for consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 30 September 2022, and the Executive has indicated that it is minded to grant such consent.

Further announcement(s) will be jointly made by the Offeror and the Company in compliance of the Takeovers Code when the Composite Document are despatched. Shareholders and potential investors of the Company are advised to refer to the announcements and other documents published by the Company from time to time on the website of the Stock Exchange for information regarding the Merger.

WARNING:

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

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

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

Shenzhen, the PRC, 29 August 2022

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

The sole director of Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of EVOC Hi-Tech comprises Mr. Chen Zhi Lie, Madam Wang Rong and Mr. Chen Xi. The directors of EVOC Hi-Tech jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Chen Zhi Lie and Mr. Geng Wen Qiang; and three independent non-executive directors, namely Ms. Wu Yan Nan, Ms. Li Qian and Ms. Xu Hai Hong.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, EVOC Hi-Tech and any parties acting in concert with any of them), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of EVOC Hi-Tech) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

** For identification purposes only*