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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)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that an H Shareholders' class meeting (the "**H Shareholders' Class Meeting**") of EVOC Intelligent Technology Company Limited (the "**Company**") will be held at 19/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the PRC on Wednesday, 19 October 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the composite document (the "**Composite Document**") jointly issued by the Company and Shenzhen EVOC Intelligence Technology Company Limited* (深圳市研祥智慧科技股份有限公司) (the "**Offeror**") dated 30 September 2022.

AS SPECIAL RESOLUTION

1. (a) To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 August 2022 entered into between the Company and the Offeror and the Merger and the transactions contemplated under the Merger Agreement.

* *For identification purpose only*

- (b) To consider and, if thought fit, to approve that any Director be authorised to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as he may consider necessary, appropriate, expedient and in the interest of the Company to give effect to and in connection with any transactions contemplated under the Merger Agreement.

By Order of the Board
EVOC Intelligent Technology Company Limited*
Tsui Chun Kuen
Company Secretary

Shenzhen, PRC
30 September 2022

As at the date of this notice, the executive Directors of the Company are the executive Directors of the Company are Mr. Chen Zhi Lie and Mr. Geng Wen Qiang; the independent non-executive Directors of the Company are Ms. Wu Yan Nan, Ms. Li Qian and Ms. Xu Hai Hong.

Notes:

1. As set out in the Composite Document, it is one of the conditions to the effectiveness of the Merger Agreement that (a) the special resolution in the H Shareholders' Class Meeting approving the Merger under the Merger Agreement is approved 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; and (b) the number of votes cast against such resolution is not more than 10% of the votes attaching to the H Shares held by the Independent H Shareholders.
2. In order to determine the H Shareholders who will be entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Monday, 17 October 2022 to Wednesday, 19 October 2022, both days inclusive, during which period no transfer of the Company's shares will be registered. To be eligible to attend and vote at the H Shareholders' Class Meeting, all instruments of transfer accompanied by relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or to the Company's correspondence address at EVOC Technology Building, No. 31, Gaoxinhongsi Avenue, Nanshan District, Shenzhen, PRC (for Domestic Shareholders), in each case not later than 4:30 p.m. on Friday, 14 October 2022. Shareholders whose names are recorded in the register of members of the Company on Wednesday, 19 October 2022 are entitled to attend the H Shareholders' Class Meeting.
3. A shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies (whether or not he/she is a Shareholder) to attend and vote at the H Shareholders' Class Meeting on his or her behalf. The form of proxy shall contain the number of the shares to be represented by the proxy. If several persons are authorised as the proxies of a Shareholder, the form of proxy shall specify the number and class of shares to be represented by each proxy.

4. The form of proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
5. To be valid, the form of proxy must be lodged with the Company's H Share Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong (for H Shareholders) or to the Company's correspondence address at EVOC Technology Building, No. 31, Gaoxinzongsi Avenue, Nanshan District, Shenzhen, PRC (for Domestic Shareholders) not less than 24 hours prior to the holding of the H Shareholders' Class Meeting. If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the form of proxy, be deposited at the specified place at the time set out in the form of proxy.
6. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the board of directors or other governing bodies may attend the H Shareholders' Class Meeting on behalf of the appointer.
7. The Company has the right to request a proxy who attends the H Shareholders' Class Meeting on behalf of a shareholder to provide proof of identity. If a legal person shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other competent body of such legal person shareholder (except for a recognized clearing house as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws or its proxies).
8. The shareholder(s) attending the H Shareholders' Class Meeting shall bear the costs of accommodation, meals and transport.
9. Contact details of the Company in the PRC are as follows:

Address: EVOC Technology Building,
No. 31, Gaoxinzongsi Avenue,
Nanshan District,
Shenzhen, PRC

Telephone number: +86-755 86255998

Email: sz.shichao@evoc.cn

Contact details of the Company in Hong Kong are as follows:

Address: Room 508A
5/F, Harbour Crystal Centre
100 Granville Road
Tsim Sha Tsui
Kowloon
Hong Kong

Telephone number: +852 2375 5858

Facsimile: +852 2375 7238