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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)**

**INSIDE INFORMATION  
ANNOUNCEMENT PURSUANT TO RULE 3.7 OF  
THE TAKEOVERS CODE  
IN RELATION TO  
A POSSIBLE VOLUNTARY GENERAL OFFER  
TO ACQUIRE ALL THE ISSUED H SHARES  
IN THE CAPITAL OF THE COMPANY  
AND  
RESUMPTION OF TRADING**

This announcement is made by 研祥智能科技股份有限公司 (EVOC Intelligent Technology Company Limited\*) (the “**Company**”) pursuant to Rule 3.7 of The Codes on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has noted the recent increase in the price and trading volume of the shares of the Company (the “**Shares**”) and wish to inform the shareholders (the “**Shareholders**”) of the Company and potential investors that it has been notified by Mr. Chen Zhi Lie, the ultimate controlling shareholder of the Company and an executive Director (the “**Ultimate Controlling Shareholder**”), of the possible voluntary general offer (the “**Possible Offer**”) to acquire all the issued H Shares of the Company (other than those held by the Ultimate Controlling Shareholder and parties acting in concert with it), which, if proceeded, could result in the delisting of the Company from the Stock Exchange. As at the date of this announcement, the Ultimate Controlling Shareholder is indirectly interested in 75.00% of the total issued Shares. If any transaction materializes, such transaction may lead to a potential offer under the Takeovers Code. The Company has been advised by Ultimate Controlling Shareholder that discussions are still in progress and such discussions may or may not lead to any transaction.

As at the date of this announcement, the relevant securities of the Company comprise 1,233,144,000 issued ordinary shares (comprising 924,792,000 domestic shares and 308,352,000 H shares) with a par value RMB0.10 each. Except as set out above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussion will be made until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate and in compliance with the relevant requirements of the SFO, the Listing Rules and the Takeovers Code.

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 13 November 2017.

Associates (as defined in the Takeovers Code, including persons holding 5% or more of any class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In respect of the Possible Offer and in accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

## WARNINGS

Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer for the H Shares. As the Possible Offer may or may not realise, Shareholders and potential investors are advised to exercise extreme caution when dealing in the H Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

## RESUMPTION OF TRADING

At the request of the Company, the trading in H Shares on the Stock Exchange halted from 3:29 p.m. on 13 November 2017 pending the release of this announcement. The Company has applied to the Stock Exchange for resumption of trading in H Shares with effect from 9:00 a.m. on 14 November 2017.

By order of the Board of  
研祥智能科技股份有限公司  
EVOC Intelligent Technology Company Limited\*  
Tsui Chun Kuen  
Company Secretary

Shenzhen, the PRC, 13 November 2017

*As at the date of this announcement, the Board is comprised of Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Geng Wen Qiang as executive Directors; and Mr. Yu Tat Chi, Mr. Wen Bing, Mr. Dong Lixin and Mr. Zhang Da Ming as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* for identification purposes only