
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 accountants 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 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 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)
(Stock Code: 8285)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice dated 4 November 2009 convening the EGM to be held at 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Wednesday, 23 December 2009 at 10:30 a.m. is set out on pages 7 to 9 of this circular. Whether or not you intend to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the relevant form to the 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 (for holders of Domestic Shares), or the office of the Company's H Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

* *for identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings, unless the context otherwise requires:

“Articles”	the Articles of Association of the Company
“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, the H Shares of which are listed on GEM
“Directors”	the directors of the Company
“Domestic Shares”	ordinary domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened at 17/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC at 10:30 a.m. on Wednesday, 23 December 2009, for the purpose of approving the proposed amendment to the Articles
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“H Shares”	the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	The People’s Republic of China, which for the purpose of this circular, excludes the regions of Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holder(s) of Share(s)

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DEFINITIONS

“Share(s)”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or re-classification thereof from time to time in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



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)
(Stock Code: 8285)

Executive Directors:

Mr. Chen Zhi Lie (*Chairman*)
Mr. Tso Cheng Shun
Mr. Zhu Jun

Independent Non-Executive Directors:

Mr. Wang Tian Xiang
Ms. Dai Lin Ying
Mr. Wang Zhao Hui
Mr. An Jian

Registered Office and

principal place of business:
EVOC Technology Building
No. 31 Gaoxinhongsi Avenue
Nanshan District
Shenzhen
The People's Republic of China

Liaison office in Hong Kong:

Unit No. 1014
10th Floor, Star House
3 Salisbury Road
Tsimshatsui
Kowloon, Hong Kong

4 November 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 2 November 2009. The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the EGM to be held on 23 December 2009 to approve the proposed amendment to the Articles, and to give you notice of the EGM and to seek your approval of the special resolution to be proposed at the EGM.

* *for identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board noted that, pursuant to the share transfer agreements (the “**Share Transfer Agreements**”) amongst Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd. and Beijing Hejixing Automation Complete Equipment Development Centre as transferors (collectively the “**Transferors**”) (each holding 28,668,552 Shares, 4,623,960 Shares and 4,623,960 Shares respectively (collectively the “**Transfer Shares**”) and Shenzhen Yanxiang Wangke Industry Co., Ltd. (the “**Transferee**”) dated 28 October 2009, the Transferors have agreed to transfer and the Transferee has agreed to acquire the Transfer Shares. Upon completion of the transfer, the Transferee will hold a total of 878,552,400 Shares.

The Board proposes to amend the Articles in respect of the changes in the shareholding structure of the Company pursuant to the transfer of the Transfer Shares under the Share Transfer Agreements by adding a new Article 3.06C under the existing Article 3.06B in the Articles as follows:

“Article 3.06C Pursuant to the shares transfer agreements dated 28 October 2009 entered into by the shareholders of the Company, namely Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd., Beijing Hejixing Automation Complete Equipment Development Centre with Shenzhen Yanxiang Wangke Industry Co., Ltd., respectively, each of Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd. and Beijing Hejixing Automation Complete Equipment Development Centre had transferred the 28,668,552 shares (representing 2.32% of the total number of ordinary shares of the Company in issue), 4,623,960 shares (representing 0.38% of the total number of ordinary shares of the Company in issue) and 4,623,960 Shares (representing 0.38% of the total number of ordinary shares of the Company in issue) held by each of them respectively in the Company by way of agreement to Shenzhen Yanxiang Wangke Industry Co., Ltd.. The changes to the shareholding structure of the Company are as follows:

- (1) Shenzhen Yanxiang Wangke Industry Co., Ltd., a promoter, is holding 878,552,400 shares, which represents 71.25% of the total number of ordinary shares of the Company in issue;
- (2) Shenzhen Haoxuntong Industry Co., Ltd., a promoter, is holding 46,239,600 shares, which represents 3.75% of the total number of ordinary shares of the Company in issue;

LETTER FROM THE BOARD

- (3) Holders of the overseas listed foreign shares (H shares) are holding not less than 308,352,000 shares, which represents not less than 25% of the total number of ordinary shares of the Company in issue.”

The proposed amendment to the Articles is subject to the approval of the Shareholders by way of special resolution at the EGM.

3. EXTRAORDINARY GENERAL MEETING

The notice of the EGM Notice convening the EGM to be held on 23 December 2009 is set out on pages 7 to 9 of this circular. At the EGM, a special resolution will be proposed to approve the proposed amendment to the Articles.

4. PROCEDURE FOR DEMANDING A POLL

Subject to the requirements under the GEM Listing Rules and pursuant to Article 8.19 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman of the meeting;
- (b) by at least two Shareholders present in person or by proxy and entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing in aggregate not less than (inclusive) one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting.

Pursuant to the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the EGM will therefore put all of the resolutions to be proposed at the EGM to be voted by way of a poll pursuant to the Articles.

5. ACTION TO BE TAKEN

The form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company’s registered office and principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the PRC (for holders of Domestic Shares), or the Company’s H Share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F Tesbury Centre, 28 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 appointed for holding of the meeting 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 meeting or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

A reply slip for the purpose of informing the Company whether you will be attending (in person or in proxy) the EGM is also despatched to you with this circular. Shareholders who intend to attend the EGM are requested to complete and send the reply slip to the Company not later than 20 days before the date of the meeting in accordance with the Articles.

6. RECOMMENDATION

The Board considers that the proposed amendment to the Articles is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the special resolution as set out in the notice of the EGM.

Yours faithfully,
Chen Zhi Lie
Chairman



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EVOC Intelligent Technology Company Limited*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8285)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of EVOC Intelligent Technology Company Limited* (the “**Company**”) will be held at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China at 10:30 a.m. on Wednesday, 23 December 2009, to consider and, if thought fit, pass the following resolution, with or without amendment, as special resolution:

SPECIAL RESOLUTION

“**THAT** approval be and is hereby granted for the adding the following new Article 3.06C to the Articles of Association of the Company immediately under the existing Article 3.06B:

‘Article 3.06C Pursuant to the shares transfer agreements dated 28 October 2009 entered into by the shareholders of the Company, namely Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd., Beijing Hejixing Automation Complete Equipment Development Centre with Shenzhen Yanxiang Wangke Industry Co., Ltd., respectively, each of Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd. and Beijing Hejixing Automation Complete Equipment Development Centre had transferred the 28,668,552 shares (representing 2.32% of the total number of ordinary shares of the Company in issue), 4,623,960 shares (representing 0.38% of the total number of ordinary shares of the Company in issue) and 4,623,960 Shares (representing 0.38% of the total number of ordinary shares of the Company in issue) held by each of them respectively in the Company by way of agreement to Shenzhen Yanxiang Wangke Industry Co., Ltd.. The changes to the shareholding structure of the Company are as follows:

- (1) Shenzhen Yanxiang Wangke Industry Co., Ltd., a promoter, is holding 878,552,400 shares, which represents 71.25% of the total number of ordinary shares of the Company in issue;

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- (2) Shenzhen Haoxuntong Industry Co., Ltd., a promoter, is holding 46,239,600 shares, which represents 3.75% of the total number of ordinary shares of the Company in issue;
- (3) Holders of the overseas listed foreign shares (H shares) are holding not less than 308,352,000 shares, which represents not less than 25% of the total number of ordinary shares of the Company in issue.”

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

Shenzhen, the PRC, 4 November 2009

Notes:

1. The special resolution 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.
2. Any member entitled to attend and vote at the above meeting 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.
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 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China (in case of the proxy forms of holders of Domestic Shares) or the Company's H share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong (in case of proxy forms of holders 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 identities when attending the EGM.
5. Shareholders entitled to attend the EGM are requested to deliver the reply slip for attendance to the liaison office of the Company in Hong Kong at Unit No. 1014, 10th 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 3 December 2009.
6. As at the date hereof, the executive Directors of the Company are Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Zhu Jun; the independent non-executive Directors of the Company are Mr. Wang Tian Xiang, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian.

NOTICE OF EGM

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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