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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)**

**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 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China at 10:30 a.m. on Friday, 28 May 2010 for the following purposes:

**I. ORDINARY RESOLUTIONS**

1. To consider and approve the report of the directors of the Company (the “**Directors**”) for the year ended 31 December 2009;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2009;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2009;
4. To consider and approve the resolution for making appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2009; and
5. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
6. To approve the cessation of the position of Ms. Pu Jing as a shareholders’ representative supervisor of the Company (“**Supervisor**”) for appointment as a staff representative Supervisor (which is subject to the election of the Company’s staff) and to authorise the Board to fix her remuneration and to, for and on behalf of the Company, enter into a service contract with Ms. Pu Jing upon such terms and conditions as the Board shall think fit, and to do such acts and things to give effect to such matters.
7. To appoint Mr. Wen Bing as an independent Supervisor and to authorise the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Wen Bing upon such terms and conditions as the Board shall think fit, and to do such acts and things to give effect to such matters.

\* *for identification purpose only*

8. To appoint Mr. Dong Lixin as an independent Supervisor and to authorise the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Dong Lixin 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

9. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

**“THAT:**

the validity period of all relevant resolutions relating to the Main Board Migration (as defined in the Circular) in the same structure and manner and in essentially identical terms as those considered and passed at the extraordinary general meeting (“**2007 EGM**”) and the class shareholders meetings of the Company for each of the holders of H shares and holders of domestic shares of the Company (“**2007 CSMs**”) held on 26 February 2007 be extended for a further one year commencing from the date of the passing of this special resolution and the authorization of the Board to make the final decision, do all acts and sign all such agreements and/or documents as the Board deems necessary for completing the Main Board Migration be and are hereby considered and approved.” *(Note 1)*

10. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

**“THAT:**

approval be and is hereby granted for the amendment of Article 10.08 of the Articles of Association of the Company (the “**Articles of Association**”) by inserting the following phrase as the first sentence to paragraph 3 of Article 10.08:

‘Save as the exceptional circumstances approved by the Stock Exchange and specified in the Articles of Association’,

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

11. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

**“THAT:**

approval be and is hereby granted for the amendment of Article 13.02 of the Articles of Association by replacing the word ‘three’ to ‘five’ in the first sentence of the first paragraph, and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

12. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

**“THAT:**

approval be and is hereby granted for the amendment of Article 13.03 of the Articles of Association by replacing the first sentence of the Article by the following sentence:

‘The supervisory committee shall comprise one shareholders’ representative and two Company staff representative.’,

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

13. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

**“THAT:**

approval be and is hereby granted for the amendment of Article 14.09 of the Articles of Association by adding the following paragraphs immediately after the last paragraph of Article 14.09 of the Articles of Association:

‘Save as above, a Director shall avoid and shall not vote on any resolution of the Board in which he or any of his associates has a material interest nor be counted in the quorum of the meeting of the Board, provided that this restriction shall not apply to the following matters:

- (1) any contract or arrangement for the giving to such Director or his associates any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (2) any contract or arrangement for the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associate(s) has/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (3) any contract or arrangement in respect of any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is/are or is/are to be interested as participant(s) in the underwriting or sub-underwriting of the offer;
- (4) any contract or arrangement in which such Director or his associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;

- (5) any contract or arrangement concerning any other company in which such Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director together with any of his associates is beneficially interested in (other than through his interest (if any) in the Company) five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest is derived); or
- (6) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.

In this Article, “**associate(s)**” has the same meaning as ascribed thereto under the GEM Listing Rules.’,

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

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

Shenzhen, the PRC, 12 April 2010

*Notes:*

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the proposed Main Board Migration and the proposed Migration Articles Amendments (as defined in the circular of the Company dated 12 April 2010 (the “**Circular**”)) were considered and approved. The Board was authorized by way of the Company’s shareholders’ resolutions (the “**Main Board Migration Resolution**”) to make all decisions in relation to the Proposed Main Board Migration which was valid for one year from the date of the 2007 EGM and 2007 CSMs. At the annual general meeting and class meetings of the Company held on 30 May 2007, approval for the refreshment of the validity period of the Main Board Migration Resolution was granted by the Company’s shareholders for one year from the date thereof. Please refer to the Circular for the details of the further extensions of the validity period of the Main Board Migration Resolution approved at the previous annual general meetings and class meetings of the Company. The Board resolved to seek approval from the shareholders of the Company to refresh the validity period of the Proposed Main Board Migration and the authorization of the Board to do all act as the Board sees fit for a further period of one year from the date of the passing of special resolution No. 9.
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. Any member entitled to attend and vote at the 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.

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4. 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 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.
5. Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The register of members of the Company will be closed from 28 April 2010 to 28 May 2010, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 27 April 2010 will be entitled to attend and vote at the meeting. All transfers 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 27 April 2010.
7. Shareholders entitled to attend the meeting 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 8 May 2010.

*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.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 aspects 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.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page, for at least 7 days from the date of its posting.*

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