
THIS 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 licensed securities dealer, bank manager, solicitor, professional accountant 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 or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 NEW SPECIFIC MANDATE TO ISSUE NEW H SHARES
RELATING TO A POSSIBLE PLACING OF NEW H SHARES**

**NOTICE OF EXTRAORDINARY GENERAL MEETING
NOTICE OF H SHAREHOLDERS CLASS MEETING
NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM and the Class Meetings to be held at 17/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 20 February 2009 at 10:30 a.m., 10:50 a.m. and 11:10 a.m. respectively are set out on pages 9 to 17 of this circular. A set of forms of proxy is enclosed with this circular. Whether or not you are able to attend the EGM and the Class Meetings, you are advised to read the relevant notice and to complete and return the enclosed relevant form of proxy, in accordance with the instructions printed thereon, to the head 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 the holders of Domestic Shares), or the office of the Company's H Share Registrar, Abacus Share Registrars Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), as soon as possible but in any event not less than 24 hours before the respective time appointed for the holding of the EGM and the Class Meetings or any adjourned meeting. The completion and return of the relevant form of proxy will not preclude you from attending and voting at the EGM and the Class Meetings or any adjourned meeting in person if you so wish.

* 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, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Class Meeting(s)”	the respective class meeting(s) of the holders of H Shares and holders of Domestic Shares to be convened and held for the purposes of approving the proposed New Specific Mandate
“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 with limited liability and the H shares of which are listed on GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the holders of Domestic Shares and holders of H Shares of the Company to be convened and held for the purpose of approving the proposed New Specific Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the board of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM and amendments thereto from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jiang Nan Da Shi Jie”	無錫市江南大世界投資發展有限公司 (Wuxi Jiang Nan Da Shi Jie Investment Development Company Limited), a company incorporated in the PRC which is indirectly owned as to 90% by Ms. Wang
“Latest Practicable Date”	2 January 2009, being the latest practicable date before the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Ms. Wang”	王蓉 (Ms. Wang Rong), the spouse of Mr. Chen Zhi Lie who is a director of the Company
“New Specific Mandate”	the new specific mandate proposed to be granted to the Directors by the Shareholders at the EGM and Class Meetings to issue up to 184,971,600 new H Shares
“Possible Placing”	the possible placing of the new H Shares pursuant to the proposed New Specific Mandate to be granted by the Shareholders to the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Shares
“Shares”	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
“Specific Mandate”	the specific mandate granted to the Directors by the Shareholders at the extraordinary general meeting and the respective class meetings for the holders of H Shares and the Domestic Shares held on 6 November 2007 to issue up to 184,971,600 new H Shares, which has lapsed on 5 November 2008
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

Unless otherwise stated, the conversion of RMB into HK\$ is based on the exchange rate of HK\$1.00 = RMB0.97. Such conversion should not be construed as a representation that the amount in question has been, could have been or could be converted at any particular rate or at all.

In the circular, the English names of the PRC entities are translation of their Chinese names and included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



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. Wen Bing
Ms. Zhou Hong
Mr. Dong Lixin
Mr. Wang Tian Xiang

Registered Office and

principal place of business:
EVOC Technology Building
No. 31 Gaoxinzongsi 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

5 January 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED NEW SPECIFIC MANDATE TO ISSUE NEW H SHARES
RELATING TO A POSSIBLE PLACING OF NEW H SHARES**

**NOTICE OF EXTRAORDINARY GENERAL MEETING
NOTICE OF H SHAREHOLDERS CLASS MEETING
NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 29 December 2008. The Board proposes to convene the EGM and the Class Meetings for the grant of the proposed New Specific Mandate by the Shareholders to the Board to issue and allot up to 184,971,600 new H Shares. The purpose of this circular is to provide you with information regarding the proposed New Specific Mandate and to give the Shareholders notices of the EGM and the Class Meetings to be convened for the purpose of considering and, if thought fit, approving the proposed New Specific Mandate.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED RENEWAL OF SPECIFIC MANDATE TO ISSUE NEW H SHARES

1. The Proposed New Specific Mandate

The Board proposes to convene the EGM and the Class Meetings (i) for the grant of the proposed New Specific Mandate by the Shareholders to the Board to issue and allot up to 184,971,600 new H Shares and (ii) to authorise the Board to determine and deal with at its discretion and with full authority matters relating thereto (including but not limited to the specific timing of the issue, final number of new H Shares to be issued (not more than 184,971,600 new H Shares), offering mechanism, pricing mechanism, issue price, target subscribers, the number and proportion of the new H Shares to be issued to each subscriber, and the amount of commission payable to the placing agent(s) involved in the Possible Placing. The proposed New Specific Mandate to be sought from the Shareholders at the EGM and the Class Meetings is for the period from the passing of the relevant resolutions at the EGM and the Class Meetings up to the earliest of: (i) the expiration of the 12-month period following the passing of relevant resolution at the EGM and/or the Class Meetings; or (ii) the revocation or variation of the authority given under the relevant resolution(s) at the EGM and/or the Class Meetings by special resolution(s) of the Shareholders in a general or a class meeting. Issue of new H Shares pursuant to the proposed New Specific Mandate is subject to, among other things, the obtaining of the necessary approvals for the issue of the new H Shares from the relevant PRC regulatory authorities, including the CSRC. The relevant approval from the CSRC has been obtained by the Company on 12 June 2008. Depending on market conditions, the Directors may or may not exercise the proposed New Specific Mandate, if granted, to issue new H Shares.

2. The Possible Placing (if proceeded with)

(i) Structure of the Possible Placing

If, upon the grant of the proposed New Specific Mandate, the Directors proceed to place the new H Shares pursuant to the proposed New Specific Mandate, the Company may issue up to 184,971,600 new H Shares, which represent:

Maximum number of H Shares to be issued	Approximate percentage to the existing issued capital	Approximate percentage to the enlarged issued capital	Approximate percentage to the existing issued H Shares	Approximate percentage to the enlarged issued H Shares
184,971,600 H Shares	15%	13%	60%	37.5%

The actual size of funding raised from the Possible Placing will depend on the number of new H Shares to be issued and the issue price per new H Share, which may be at a premium or discount to the higher of (i) the closing price of the H Shares as quoted on the Stock Exchange on the date of signing of the relevant placing agreement; or (ii) the average closing price of the H Shares as quoted on the Stock Exchange for 5 trading days immediately prior to the signing of relevant placing agreement (the “**Benchmark Price**”). If the new H Shares are issued at a discount, the discount shall not be more than 20% of the Benchmark Price.

LETTER FROM THE BOARD

(ii) The estimated proceeds (for reference and illustration only)

For reference and illustration purposes only: the average closing price of the H Shares for the 5 trading days immediately prior to the Latest Practicable Date is approximately HK\$1.33 per H Share. On the assumption that the new H Shares are to be issued at a price of approximately HK\$1.06 per H Share (being 20% discount to the average closing price of the H Shares for 5 trading days immediately prior to the Latest Practicable Date), the gross proceeds from the issue of a maximum number of 184,971,600 new H Shares will be approximately HK\$197,401,692.

Investors should note that as at the date of this circular, no placing agreement has been signed. Accordingly, the particulars of the Possible Placing is for illustration purposes only and the actual price per H Share and the fund size to be raised by the issue of new H Shares under the Possible Placing may be different from the above indicative figures.

The Company will issue an announcement if the Possible Placing takes place. It is intended that the new H Shares under the Possible Placing will be placed to placees who are independent strategic, professional, institutional and/or individual investors who are not connected persons of the Company (as defined in the GEM Listing Rules) after approvals are obtained from the Shareholders at the EGM and the Class Meetings. In the event that the new H Shares under the Possible Placing are placed to less than six placees, the Company shall comply with the relevant requirements of the GEM Listing Rules to disclose the identity of the placees.

(iii) Conditions to the Possible Placing

If the Directors proceed to place new H Shares pursuant to the proposed New Specific Mandate, the Possible Placing will be conditional upon:

- (a) the grant of the proposed New Specific Mandate by the Shareholders to the Board having been obtained at the EGM and the Class Meetings;
- (b) the approval of the proposed issue of the new H Shares by the CSRC (which has already been obtained on 12 June 2008);
- (c) the entering into of a placing agreement by the Company and the placing agreement not being terminated in accordance with its terms, unless this condition is otherwise waived by the Company; and
- (d) the GEM Listing Committee granting the listing of and permission to deal in all of the new H Shares to be issued and placed pursuant to the Possible Placing.

(iv) Possible application for listing

Should the Board, upon obtaining the proposed New Specific Mandate, proceed to exercise the proposed New Specific Mandate to issue new H Shares, the Company will apply to the GEM Listing Committee for the listing of and permission to deal in all of the new H Shares to be issued and placed pursuant to the Possible Placing.

LETTER FROM THE BOARD

(v) *Possible change in the share capital structure of the Company*

For reference and illustrative purposes only: assuming that: (i) the proposed New Specific Mandate is granted by the Shareholders to the Board at the EGM and the Class Meetings; (ii) the Board exercises the proposed New Specific Mandate to issue new H Shares; and (iii) all conditions for the issue and placing of new H Shares have been satisfied, the possible changes in the share capital of the Company will be as follows:

Class of Shares	Before the exercise of the proposed New Specific Mandate		Immediately after the exercise of the proposed New Specific Mandate	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
Domestic Shares				
— Shenzhen Yanxiang Wangke Industry Co., Ltd,	840,635,928	68.17	840,635,928	59.28
— Shenzhen Haoxuntong Industry Co., Ltd.	46,239,600	3.75	46,239,600	3.26
— Shenzhen Longrun Industry Development Co., Ltd	28,668,552	2.32	28,668,552	2.02
— Shenzhen Kelijian Electronic Industry Co., Ltd	4,623,960	0.38	4,623,960	0.33
— Beijing Hejixing Automation Complete Equipment Development Centre	4,623,960	0.38	4,623,960	0.33
H Shares				
— H Shares in issue	308,352,000	25.00	308,352,000	21.74
— new H Shares proposed to be issued under the Possible Placing	—	—	<u>184,971,600</u>	<u>13.04</u>
Total	<u>1,233,144,000</u>	<u>100.00</u>	<u>1,418,115,600</u>	<u>100.00</u>

Reasons for the Possible Placing and proposed use of proceeds

The Directors propose to use all of the net proceeds from the Possible Placing for its investment/capital contribution into Jiang Nan Da Shi Jie.

With the addition of such net proceeds into the financial resources of the Company, the Directors intend to apply the Company's excess working capital in the development and expansion of the business of the Company in the PRC and overseas as the Company has been actively exploring and identifying suitable new market opportunities which the Directors is of the opinion that would improve and strengthen the financial results of the Company and to finance the research and development capability of the Company's business.

LETTER FROM THE BOARD

In the event that the Board obtains the proposed New Specific Mandate from the Shareholders and if the Board proceeds to issue and place new H Shares pursuant to the Possible Placing, based on an assumed placing price of HK\$1.06 per H Share calculated for reference and illustrative purposes only, the gross proceeds from the issue of a maximum number of 184,971,600 new H Shares will be approximately HK\$197,401,692.

The Directors believe that the terms of the Possible Placing after finalization will be fair and reasonable and will be in the interests of the Company and the Shareholders as a whole.

WARNING

Investors should be aware that the proposed New Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the proposed New Specific Mandate is granted to the Board, the Possible Placing may or may not be proceeded with. If the Possible Placing is proceeded with, it is subject to the satisfaction of a number of conditions which are more particularly set out in the section headed “Conditions to the Possible Placing” above. There is no assurance that any of the conditions to the Possible Placing will be fulfilled. Therefore, the Possible Placing may or may not proceed. Investors should therefore exercise caution when dealing in the H Shares.

EGM AND CLASS MEETINGS

Notices convening the EGM and the respective Class Meetings of the holders of the H Shares and Domestic Shares are set out on pages 9 to 17 of this circular. At the EGM and the respective Class Meetings, resolutions will be proposed to approve the proposed New Specific Mandate. The vote of the Shareholders at the EGM and the holders of the H Shares and Domestic Shares at the respective Class Meetings shall be taken by poll.

According to the articles of association of the Company and the GEM Listing Rules, any Shareholder who has material interest in an arrangement or transaction of the Company shall abstain from voting on the resolution(s) approving the arrangement or transaction at the relevant general meeting of the Company. As all of the net proceeds of the Possible Placing may be applied for the investment/capital contribution towards Jiang Nan Da Shi Jie, a company indirectly owned as to 90% by Ms. Wang, Ms. Wang is considered to have a material interest in the Possible Placing. Therefore, Ms. Wang and her associates (as defined in the GEM Listing Rules) shall abstain from voting at the EGM and the Class Meetings.

ACTION TO BE TAKEN

The respective forms of proxy for use at each of the EGM and the respective Class Meetings are enclosed with this circular. Whether or not you intend to attend the meetings, please complete the enclosed forms of proxy in accordance with the instructions printed thereon and return them to the Company’s 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, Abacus Share Registrars 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 for holding of the relevant meeting or appointed time for voting. Completion and return of the forms of proxy will not preclude you from attending and voting at the meetings 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 and the separate Class Meetings for each of the EGM and the respective Class Meetings is also despatched to you with this circular. Shareholders who intend to attend the EGM and/or the Class Meetings are requested to complete and send the reply slip to the Company not later than 20 days before the date of the relevant meeting in accordance with the articles of association of the Company. In the event that the written replies received from the Shareholders indicating that they intend to attend the EGM or the Class Meetings represent less than half of the total number of Shares with voting rights of that relevant meeting, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the relevant meeting and the date and venue of the relevant meeting. The relevant meeting may be convened after such announcement has been published.

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 of the Company, 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.

According to the GEM Listing Rules, all resolutions passed at general meetings of the Company shall be taken by poll. The chairman of the EGM and the Class Meetings will therefore demand a poll at the EGM and the Class Meetings.

RECOMMENDATION

The Directors believe that the proposed New Specific Mandate is fair, reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the resolutions set out in the notices of EGM and Class Meetings.

Yours faithfully,
For and on behalf of the Board
EVOC Intelligent Technology Company Limited*
Chen Zhi Lie
Chairman

* For identification purpose only

NOTICE OF EGM



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 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 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China at 10:30 a.m. on Friday, 20 February 2009 for the purpose of considering and, if thought fit, approving (with or without amendments) the following special resolution:

SPECIAL RESOLUTION

“THAT:

- (a) the Directors be and are hereby granted a specific mandate (information relating to the proposed specific mandate is set out in a circular dated 5 January 2009 despatched to the shareholders of the Company (the “**Circular**”)) to allot, issue and deal in additional H shares in the share capital of the Company (the “**H Shares**”), to make or grant offers, agreements and options in respect thereof, and to determine and deal with at its discretion and with full authority matters relating thereto (including but not limited to the specific timing of the issue, final number of new H Shares to be issued, offering mechanism, pricing mechanism, issue price, target subscribers, the number and proportion of the new H Shares to be issued to each subscriber, and the amount of commission payable to the placing agent(s) involved in the Possible Placing), subject to the following terms:
- (i) such specific mandate shall not extend beyond the Relevant Period (as defined below), save that the Directors may during the Relevant Period make or grant offers or options or enter into agreements which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) the aggregate number of H Shares to be issued and allotted (whether pursuant to an option or otherwise) by the Directors shall not be more than 184,971,600 new H Shares;
 - (iii) the board of Directors be at liberty to issue and allot the new H Shares under the specific mandate at a premium or a discount to the then market price of the H Shares at the time of such issue and allotment provided that if the new H Shares are to be issued and allotted at a discount, the issue price per new H Share shall not be more than 20% discount to (i) the closing price of the H Shares as quoted on The Stock

* For identification purpose only

NOTICE OF EGM

Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of signing of the relevant placing agreement; or (ii) the average closing price of the H Shares as quoted on the Stock Exchange for 5 trading days immediately prior to the signing of the relevant placing agreement;

- (iv) the board of Directors will only exercise its power under such specific mandate in accordance with the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange and only if the necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities have been obtained;
- (v) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution up to: (i) the expiration of the 12-month period following the passing of this resolution; or (ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company in a general meeting or a class meeting, whichever is the earliest;
- (b) the net proceeds from the issue of the H Shares under the specific mandate contemplated in this resolution shall only be used for the proposed use of proceeds set out in the Circular; and
- (c) the Directors be and are hereby authorized to make such necessary amendments to the articles of association of the Company to increase the registered share capital of the Company and to reflect changes in the share capital of the Company arising out of the issue of the new H Shares pursuant to the specific mandate.”

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

Shenzhen, the PRC, 5 January 2009

* For identification purpose only

NOTICE OF EGM

Notes:

1. The special resolution to be considered at the EGM will be decided by a 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 EGM 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 H share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, 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. The register of members of the Company will be closed from 20 January 2009 to 20 February 2009, both days inclusive, during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:00 p.m. on 19 January 2009 will be entitled to attend and vote at the EGM. 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 4:00 p.m. on 19 January 2009.
6. 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 30 January 2009.

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. Wen Bing, Ms. Zhou Hong, Mr. Dong Lixin and Mr. Wang Tian Xiang.



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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of the H Shares of EVOC Intelligent Technology Company Limited (the “**Company**”) will be convened and held at 10:50 a.m. (or immediately after the extraordinary general meeting of the Company to be convened and held on the same date and at the same place) on Friday, 20 February 2009 at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China, for the purpose of considering and, if thought fit, approving (with or without amendments) the following special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) the Directors be and are hereby granted a specific mandate (information relating to the proposed specific mandate is set out in a circular dated 5 January 2009 despatched to the shareholders of the Company (the “**Circular**”)) to allot, issue and deal in additional H shares in the share capital of the Company (the “**H Shares**”), to make or grant offers, agreements and options in respect thereof, and to determine and deal with at its discretion and with full authority matters relating thereto (including but not limited to the specific timing of the issue, final number of new H Shares to be issued, offering mechanism, pricing mechanism, issue price, target subscribers, the number and proportion of the new H Shares to be issued to each subscriber, and the amount of commission payable to the placing agent(s) involved in the Possible Placing), subject to the following terms:
- (i) such specific mandate shall not extend beyond the Relevant Period (as defined below), save that the Directors may during the Relevant Period make or grant offers or options or enter into agreements which might require the exercise of such powers after the end of the Relevant Period;
- (ii) the aggregate number of H Shares to be issued and allotted (whether pursuant to an option or otherwise) by the Directors shall not be more than 184,971,600 new H Shares;
- (iii) the board of Directors be at liberty to issue and allot the new H Shares under the specific mandate at a premium or a discount to the then market price of the H Shares at the time of such issue and allotment provided that if the new H Shares are to be

* For identification purpose only

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

issued and allotted at a discount, the issue price per new H Share shall not be more than 20% discount to (i) the closing price of the H Shares as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of signing of the relevant placing agreement; or (ii) the average closing price of the H Shares as quoted on the Stock Exchange for 5 trading days immediately prior to the signing of the relevant placing agreement;

- (iv) the board of Directors will only exercise its power under such specific mandate in accordance with the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange and only if the necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities have been obtained;
- (v) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution up to: (i) the expiration of the 12-month period following the passing of this resolution; or (ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company in a general meeting or a class meeting, whichever is the earliest;
- (b) The net proceeds from the issue of the H Shares under the specific mandate contemplated in this resolution shall only be used for the proposed use of proceeds set out in the Circular; and
- (c) The Directors be and are hereby authorized to make such necessary amendments to the articles of association of the Company to increase the registered share capital of the Company and to reflect changes in the share capital of the Company arising out of the issue of the new H Shares pursuant to the specific mandate.”

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

Shenzhen, the PRC, 5 January 2009

* *For identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

Notes:

1. The special resolution to be considered at the class meeting will be decided by a 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 class 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 H share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, 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 class meeting.
5. The register of members of the Company will be closed from 20 January 2009 to 20 February 2009, both days inclusive, during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:00 p.m. on 19 January 2009 will be entitled to attend and vote at the class 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 4:00 p.m. on 19 January 2009.
6. Shareholders entitled to attend the class 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 30 January 2009.

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. Wen Bing, Ms. Zhou Hong, Mr. Dong Lixin and Mr. Wang Tian Xiang.



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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of the Domestic Shares of EVOC Intelligent Technology Company Limited (the “**Company**”) will be convened and held at 11:10 a.m. (or immediately after the class meeting of the holders of H Shares of the Company to be convened and held on the same date and at the same place) on Friday, 20 February 2009 at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China, for the purpose of considering and, if thought fit, approving (with or without amendments) the following special resolution:

SPECIAL RESOLUTION

“THAT:

- (a) the Directors be and are hereby granted a specific mandate (information relating to the proposed specific mandate is set out in a circular dated 5 January 2009 despatched to the shareholders of the Company (the “**Circular**”)) to allot, issue and deal in additional H shares in the share capital of the Company (the “**H Shares**”), to make or grant offers, agreements and options in respect thereof, and to determine and deal with at its discretion and with full authority matters relating thereto (including but not limited to the specific timing of the issue, final number of new H Shares to be issued, offering mechanism, pricing mechanism, issue price, target subscribers, the number and proportion of the new H Shares to be issued to each subscriber, and the amount of commission payable to the placing agent(s) involved in the Possible Placing), subject to the following terms:
- (i) such specific mandate shall not extend beyond the Relevant Period (as defined below), save that the Directors may during the Relevant Period make or grant offers or options or enter into agreements which might require the exercise of such powers after the end of the Relevant Period;
- (ii) the aggregate number of H Shares to be issued and allotted (whether pursuant to an option or otherwise) by the Directors shall not be more than 184,971,600 new H Shares;
- (iii) the board of Directors be at liberty to issue and allot the new H Shares under the specific mandate at a premium or a discount to the then market price of the H Shares at the time of such issue and allotment provided that if the new H Shares are to be

* For identification purpose only

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

issued and allotted at a discount, the issue price per new H Share shall not be more than 20% discount to (i) the closing price of the H Shares as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of signing of the relevant placing agreement; or (ii) the average closing price of the H Shares as quoted on the Stock Exchange for 5 trading days immediately prior to the signing of the relevant placing agreement;

- (iv) the board of Directors will only exercise its power under such specific mandate in accordance with the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange and only if the necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities have been obtained;
- (v) for the purpose of this resolution: “Relevant Period” means the period from the passing of this resolution up to: (i) the expiration of the 12-month period following the passing of this resolution; or (ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company in a general meeting or a class meeting, whichever is the earliest;
- (b) The net proceeds from the issue of the H Shares under the specific mandate contemplated in this resolution shall only be used for the proposed use of proceeds set out in the Circular; and
- (c) The Directors be and are hereby authorized to make such necessary amendments to the articles of association of the Company to increase the registered share capital of the Company and to reflect changes in the share capital of the Company arising out of the issue of the new H Shares pursuant to the specific mandate.”

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

Shenzhen, the PRC, 5 January 2009

* For identification purpose only

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

Notes:

1. The special resolution to be considered at the class meeting will be decided by a 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 class 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 principal place of business at 20/F, EVOG Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, the PRC 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 class meeting.
5. The register of members of the Company will be closed from 20 January 2009 to 20 February 2009 days inclusive, during which time no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:00 p.m. on 19 January 2009 will be entitled to attend and vote at the class meeting. All transfers of Domestic Shares together with the relevant share certificates must be delivered at the Company's principal place of business at 20/F, EVOG Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, PRC, no later than 4:00 p.m. on 19 January 2009.
6. Shareholders entitled to attend the class meeting are requested to deliver the reply slip for attendance to at the Company's principal place of business at 20/F, EVOG Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, the PRC, by hand, by post or by fax (the Company's fax no.: 86-755-86255995) on or before 30 January 2009.

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. Wen Bing, Ms. Zhou Hong, Mr. Dong Lixin and Mr. Wang Tian Xiang.