研祥智能股份

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)

FORM OF PROXY FOR USE AT THE CLASS MEETING OF HOLDERS OF H SHARES

I/We(note 1) _____

of(note 1) _____

being the registered holder(s) of(note 2) _____

H Shares of RMB0.10 each in the share capital of EVOC Intelligent Technology Company Limited (the "**Company**"),

HEREBY APPOINT(note 3) _____

of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the Class Meeting of Holders of H Shares (the "**Meeting**") of the Company to be held at 17/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on 20 February 2009 at 10:50 a.m. (or immediately after the extraordinary general meeting of the Company to be convened and held on same date and at the same place)(or at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolution(s) set out in the notice convening the Meeting and to vote for me/us at the Meeting (or at any adjournment thereof) in respect of the resolution(s) as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

SPECIAL RESOLUTION(note 4)		**For**(note 5)	**Against**(note 5)
1.	Special Resolution		

Dated this _____ date of _____, 2009 Signature(s)(note 6): _____

Notes:

1. Please insert full name(s) (in Chinese and in English) and address(es) (as shown in the register of members) in BLOCK CAPITALS.
2. Please insert the number of all the H shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the H shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
4. The full text of this resolution is set out in the notice of the Meeting contained in the circular issued by the Company dated 5 January 2009 which is sent to the shareholders of the Company together with this Form of Proxy.
5. Important: If you wish to vote for any resolution, please tick ("√") the relevant box marked "For". If you wish to vote against any resolution, please tick ("√") the relevant box marked "Against". Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorized in writing.
7. To be valid, this Form of Proxy and, if such Form of Proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other 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, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
8. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. In the case of joint holding, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
10. Any alternation made to this Form of Proxy must be initialed by the person(s) who sign(s) it.

* *For identification purpose only*