



**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 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

*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.*

\* *For identification purpose only*