
THIS SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary 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 supplementary circular 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)

**SUPPLEMENTARY CIRCULAR TO THE CIRCULAR
DATED 5 JANUARY 2009 REGARDING
PROPOSED NEW SPECIFIC MANDATE TO ISSUE NEW H SHARES
RELATING TO A POSSIBLE PLACING OF NEW H SHARES**

**REASONS FOR THE POSSIBLE PLACING
AND CHANGE IN PROPOSED USE OF NET PROCEEDS**

This supplementary circular should be read together with the Circular of which this supplementary circular forms part.

A notice convening the EGM and the Class Meetings to be held at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi 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 were set out on pages 9 to 17 of the Circular. A set of forms of proxy was enclosed with the 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 Gaoxinhongsi 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, 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 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 supplementary circular, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Circular”	the circular of the Company dated 5 January 2009
“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
“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 Rules”	the Rules Governing the Listing of Securities on the GEM and amendments thereto from time to time
“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 the spouse of Mr. Chen Zhi Lie
“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 supplementary circular excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

* For identification purpose only

DEFINITIONS

“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
“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 this supplementary 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.



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 Gaoxinzhongsi 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

29 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**

**REASONS FOR THE POSSIBLE PLACING
AND CHANGE IN PROPOSED USE OF NET PROCEEDS**

INTRODUCTION

This supplementary circular should be read together with the Circular of which this supplementary circular forms part.

As set out in the Circular, the Directors proposed to use all of the net proceeds from the Possible Placing for its investment/capital contribution into Jiang Nan Da Shi Jie. The purpose of this supplementary circular is to provide you with further information on the reasons for the Possible Placing and change in the proposed use of net proceeds from the Possible Placing.

* For identification purpose only

SUPPLEMENTAL LETTER FROM THE BOARD

REASONS FOR THE POSSIBLE PLACING AND CHANGE IN PROPOSED USE OF NET PROCEEDS

After due and careful consideration, the Directors propose to change the use of the net proceeds from the Possible Placing to be applied for the following purposes and in the following manner:

— Expansion of production and testing equipments	10%
— Development of oversea markets	10%
— Increase of sales networks and promotion of new products in the PRC	20%
— Investing in research and development and patentable technology	20%
— Additional working capital for financing new purchase orders	20%
— Possible acquisitions	20%
	<hr/>
	100%
	<hr/>

Given the current economic sentiment and the impact of the recent global financial turmoil, the Directors consider that to apply the net proceeds from the Possible Placing in the major business of the Company, in which the Company possesses strong industry experience and relevant expertise, will be more conducive to the business prospects of the Company, which would in turn facilitate the Company to carry out the Possible Placing.

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” in the Circular. 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 were set out on pages 9 to 17 of the Circular. At the EGM and the respective Class Meetings, resolutions will be proposed to approve the proposed New Specific Mandate. For the purpose of such notices, the term “Circular” as defined in the proposed resolution (a) in the respective notices shall be construed to mean the Circular and this supplementary circular.

According to the GEM Listing Rules, 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, and the Chairman of the EGM and the Class Meetings will therefore demand a poll at the meetings. The procedures for demanding a poll have been set out in the Circular.

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

SUPPLEMENTAL LETTER FROM THE BOARD

general meeting of the Company. So far as the Directors are aware, there are not any Shareholders and/or their associates (as defined in the GEM Listing Rules) who are required to abstain from voting at the EGM or the Class Meetings.

ACTION TO BE TAKEN

The respective forms of proxy for use at each of the EGM and the respective Class Meetings were enclosed with the Circular. Whether or not you intend to attend the meetings, please complete the 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, 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 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.

A reply slip for the purpose of informing the Company of 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 was also despatched to you with the 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.

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