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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants 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(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

(I) GENERAL MANDATE TO ISSUE SHARES
(II) EXTENSION OF THE VALIDITY PERIOD OF
THE MAIN BOARD MIGRATION RESOLUTION
(III) PROPOSED ISSUE OF MEDIUM TERM NOTES IN THE PRC
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

The notices dated 9 April 2009 convening the AGM and separate Class Meetings of holders of H Shares and holders of Domestic Shares to be held at 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 29 May 2009 at 10:30 a.m., 10:50 a.m. and 11:10 a.m. are set out on pages 9 to 17 of 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 the relevant forms 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 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 and in any event not less than 24 hours before the respective time appointed for the holding of the separate Class Meetings of holders of H Shares and holders of Domestic Shares and the AGM. Completion and return of the forms of proxy will not preclude you from attending and voting at the meetings (or any adjournment thereof) should you so wish.

This circular, 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

* 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:

“2007 EGM”	the extraordinary general meeting of the Company held at 10:00 a.m. on 26 February 2007 at which the Main Board Migration Resolution was duly passed
“AGM”	the annual general meeting of the Company to be held at 17/F EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 29 May 2009 at 10:30 a.m.
“AGM Notice”	the notice dated 9 April 2009 for convening the AGM as set out on pages 9 to 13 of this circular
“APA”	Advanced Process Automation
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be held on 29 May 2009 at 10:50 a.m. and 11:10 a.m. respectively
“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, the H Shares of which are listed on GEM
“CSRC”	China Securities Regulatory Commission
“CSRC Notice”	《關於企業申請境外上市有關問題的通知》 (the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
“Directors”	directors of the Company
“Domestic Shares”	domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Shares”	the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$

* for identification purpose only

DEFINITIONS

“Issue Mandate”	a general unconditional mandate for the Board to allot, issue and deal with the Domestic Shares and/or H Shares not exceeding 20% of the issued shares of that class as at the date of passing of the relevant resolution
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Migration”	the migration of listing status of the H Shares from the GEM to the Main Board pursuant to the GEM Listing Rules
“Main Board Migration Resolution”	resolution in relation to the proposed Main Board Migration, the proposed Voluntary Withdrawal, the amendment to Articles of Association and the authorization of the Directors to take such steps as they consider necessary, desirable and expedient to make the application to the CSRC pursuant to the requirements of the CSRC Notice which was duly passed as special resolution of the Company
“Migration Class Meetings”	the respective class meetings of the holders of the H Shares and the Domestic Shares held on 26 February 2007
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) of the PRC
“Notes”	medium-term notes with an aggregate principal amount of not exceeding RMB500 million proposed to be issued by the Company
“PRC”	People’s Republic of China
“Registration Date”	the date of the Notice on Receiving of Registration (接受註冊通知書) issued by NAFMII
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Voluntary Withdrawal”	the voluntary withdrawal of the listing status of the H Shares from GEM
“%”	per cent.



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
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The People's Republic of China

Liaison office in Hong Kong

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10th Floor, Star House
3 Salisbury Road
Tsimshatsui
Kowloon, Hong Kong

9 April 2009

To the Shareholders

Dear Sir or Madam,

**(I) GENERAL MANDATE TO ISSUE SHARES
(II) EXTENSION OF THE VALIDITY PERIOD FOR
THE MAIN BOARD MIGRATION RESOLUTION
(III) PROPOSED ISSUE OF MEDIUM TERM NOTES IN THE PRC
AND
(IV) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed Issue Mandate, (ii) the proposal of extension of the validity period of the Main Board Migration Resolution, (iii) the proposed issue of the Notes and (iv) to seek your approval of the special resolutions relating to these matters at the AGM and the respective Class Meetings to be held on Friday, 29 May 2009.

* *for identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed at the AGM to obtain approval from the Shareholders to grant to the Board the Issue Mandate as set out in special resolution no. 6 in the AGM Notice. Pursuant to the proposed Issue Mandate, the Board is given a general unconditional mandate to allot, issue and deal with Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of passing of the resolution.

The Issue Mandate is sought from Shareholders in order to ensure that in the event it becomes desirable for the Company to issue any new Shares, the Board is given the flexibility and discretion to allot and issue new Shares.

3. EXTENSION OF THE VALIDITY PERIOD OF THE MAIN BOARD MIGRATION RESOLUTION

Reference is made to the Company's circular dated 5 January 2007, the 2007 EGM and the Migration Class Meetings held on 26 February 2007 and the announcement of the Company dated 26 February 2007 in relation to, inter alia, the results of the 2007 EGM and the Migration Class Meetings. At the 2007 EGM and the Migration Class Meetings, the Main Board Migration Resolution was duly passed as special resolution of the Company.

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 Shareholders for one year from the date thereof. The validity period of the Main Board Migration Resolution was further refreshed and extended for another year pursuant to the approval granted by the Shareholders at the annual general meeting and class meetings of the Company held on 30 May 2008 commencing on the date of such approval. The validity period of such renewed Main Board Migration Resolution will lapse on 29 May 2009.

Due to the recent reform in the relevant PRC laws, as at the date of this circular, the Main Board Migration has not yet been approved by the relevant PRC authorities pending the new legal regime comes into effect. Further, according to the relevant PRC laws and in order to carry out the Main Board Migration smoothly, the Board considers that it is in the interest of the Company and the Shareholders to extend the validity period of the Main Board Migration Resolution for a further one year from the date of AGM and the respective Class Meetings. Please refer to the Company's circular dated 5 January 2007 for details of the proposed Main Board Migration.

Reasons for the proposed migration from GEM to Main Board

The Group is principally engaged in the research, development, manufacture and distribution of APA products in the PRC. Since the listing of the H Shares on the GEM on 10 October 2003, the business of the Group has grown steadily and the Group has improved its public profile. The Directors are of the view that a listing of the H Shares on the Main Board will facilitate an increase in the liquidity of the H Shares, further enhance the public profile of the Group and recognition from the investing public, including the institutional investors, which will be beneficial and complementary to the future growth and development of the Group. The Directors thus consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

LETTER FROM THE BOARD

Conditions

The possible Main Board Migration, the possible Voluntary Withdrawal and the possible amendment to Articles of Association will be conditional on, among other things, the following:

- (i) the fulfillment of all the listing requirements on the Main Board as stipulated in the CSRC Notice and the Listing Rules by the Company;
- (ii) the granting of the relevant approvals by the CSRC and other relevant PRC authorities in connection with the possible Main Board Migration and the possible Voluntary Withdrawal;
- (iii) the issue of a circular and listing document containing, among other things, further information in connection with the proposed Main Board Migration and the proposed Voluntary Withdrawal after the hearing held by the Listing Committee of the Stock Exchange;
- (iv) the passing of special resolution(s) by the Shareholders at a further extraordinary general meeting to approve the proposed Main Board Migration, the proposed Voluntary Withdrawal and the amendments to the Articles of Association (where applicable) after the hearing held by the Listing Committee of the Stock Exchange;
- (v) the passing of special resolution(s) by the holders of the Domestic Shares and the H Shares at respective further class meetings to approve the proposed Main Board Migration, the proposed Voluntary Withdrawal and the amendments to the Articles of Association (where applicable) after the hearing held by the Listing Committee of the Stock Exchange;
- (vi) the publication of a notice of the proposed Voluntary Withdrawal as required by the GEM Listing Rules after the approval from the Shareholders and the holders of the Domestic Shares and the H Shares have been obtained at the further extraordinary general meeting and class meetings, respectively; and
- (vii) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the existing H Shares on the Main Board and approving the proposed Voluntary Withdrawal.

Warning:

The possible Main Board Migration, the possible Voluntary Withdrawal and the possible amendments to the Articles of Association are the intentions of the Directors and no applications relating thereto have been made to the Stock Exchange and the CSRC. Shareholders should note that the special resolutions to be proposed at the AGM and the Class Meetings are for the sole purpose of obtaining approval from the Shareholders to enable the Company to make the application to CSRC upon fulfillment of the listing requirements as stipulated in the CSRC Notice and the Listing Rules. Upon fulfillment of the listing requirements on the Main Board as stipulated in the CSRC Notice and the Listing Rules, the Company will then submit an application to the CSRC pursuant to the requirements of the CSRC Notice and subsequently make a formal application to the Stock Exchange in relation to the proposed Main Board Migration and the proposed Voluntary Withdrawal and a further shareholders' meeting and respective class meetings

LETTER FROM THE BOARD

for the holders of the Domestic Shares and the H Shares will be convened to approve, among others, the proposed Main Board Migration, the proposed Voluntary Withdrawal and the amendments to the Articles of Association (where applicable) after obtaining the approval of the CSRC and the hearing held by the Listing Committee of the Stock Exchange.

Shareholders and potential investors should be aware that the implementation of the possible Main Board Migration and the possible Voluntary Withdrawal are subject to, among others, the fulfillment of the listing requirements as stipulated in the CSRC Notice and the Listing Rules, the market sentiment, the granting of relevant approvals by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company, and thus may or may not become effective. Consequently, the possible Main Board Migration and the possible Voluntary Withdrawal may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

4. PROPOSED ISSUE OF MEDIUM-TERM NOTES

Reference is made to the announcement of the Company dated 9 April 2009, in which it was announced that the Board had resolved to seek the Shareholders' approval for the proposed issue of the Notes with an aggregate principal amount of not exceeding RMB500 million in the PRC at the AGM.

Particulars of the proposed issue of the Notes are as follows:

Aggregate principal amount:	Not exceeding RMB500 million, to be issued in lump sum or in several tranches subject to the prevailing market conditions at the time of issue
Term:	To be determined based on the prevailing market conditions at the time of issue, but it is expected that the term will be within the range of 3 to 7 years from the date of issue
Interest rate:	To be determined based on the prevailing market conditions at the time of issue, but in any event not higher than the best lending rate quoted by the People's Bank of China for the corresponding period
Target:	To the institutional investors in the inter-bank bond market in the PRC only, save for those prohibited by PRC laws or regulations from subscription (and not the general public)
Issue method:	To be arranged and underwritten by the financial institution(s) which have been filed with the People's Bank of China to be engaged by the Company
Use of proceeds:	It is proposed that the proceeds raised from the issue of the Notes will be applied towards the operational needs of the Group, including but not limited to the financing of capital expenditure, the supplementation of working capital and the repayment of existing bank loans

Conditions

According to the PRC law and the Articles of Association, the proposed issue of the Notes shall be subject to the Shareholders' approval by way of special resolution at the AGM and shall be conditional upon obtaining necessary approvals for the registration of the proposed issue of the Notes from the NAFMII.

LETTER FROM THE BOARD

Under the relevant PRC laws and regulations, the validity period of the registration is 2 years from the Registration Date. Within the validity period, the Notes may be issued in lump sum or in several tranches, provided that the initial issue of the Notes shall be completed within two months from the Registration Date, and the issuer shall file the proposed issue with the NAFMII two days prior to any subsequent issues for their record.

Warning:

As the proposed issue of the Notes may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.

Proposed Granting of Authorisation to the Board

In order to ensure that the proposed issue of the Notes will duly comply with the applicable legal and regulatory requirements, and to enable the Board to smoothly carry out the proposed issue of the Notes, it is proposed that the authorisation to be granted to the Board or any one Director by the Shareholders at the AGM shall include but not limited to the following:

- (a) to determine the terms of the issue of the Notes, including but not limited to the size of issue, issue price, term of the Notes, timing of issuance, maturity, method(s) of the issue, interest rate(s) and the method to determine the interest rate(s), security matters, etc.;
- (b) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging underwriting institution(s), credit rating authority(s) and legal representatives(s);
- (c) to undergo all necessary negotiations, amend and execute all relevant contracts, agreements and other necessary documents (including but not limited to the applications for approvals of the issue of the Notes, registration report(s), offering document(s), underwriting agreement(s), announcement(s) and document(s) for disclosures required under applicable legal and/or regulatory requirements);
- (d) to apply for all necessary approvals and conduct all necessary filings and registrations in connection with the proposed issue of the Notes, including but not limited to submitting the relevant application(s) for registration to relevant PRC authorities and making all necessary amendments to the application(s) and document(s) and making submissions to the relevant PRC authorities on any queries which they may have in relation to the Notes; and
- (e) to take all necessary actions and steps for and deal with or make decisions on all matters relevant to the issue of the Notes.

Reasons for the Proposed Issue

The Board believes that the issue of the Notes will provide the Company with additional source of funds which interest rate will not be higher than the best lending rate quoted by the People's Bank of China for the corresponding period. The Board also believes that the issue of the Notes will lower then costs of the Company in seeking borrowings and finance, and will also improve the existing debt structure of the Company.

Therefore, the Board considers that the proposed issue of the Notes is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

5. AGM AND CLASS MEETINGS

Notices convening the AGM 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 AGM and the Class Meetings, resolutions will be proposed to approve, inter alia, the (i) proposed Issue Mandate, (ii) the proposed extension of the validity period of the Main Board Migration Resolution and (iii) the proposed issuance of the Notes.

The vote of the Shareholders at the AGM and the holders of the H Shares and Domestic Shares at the respective Class Meetings shall be taken by poll.

6. ACTION TO BE TAKEN

The respective forms of proxy for use at each of the AGM and the separate 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 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 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 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 (or any adjournment thereof) should you so wish.

A reply slip for the purpose of informing the Company whether you will be attending (in person or in proxy) the AGM and the separate Class Meetings for each of the AGM and the separate Class Meetings are also despatched to you with this circular. Shareholders who intend to attend the AGM 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. In the event that the written replies received from the Shareholders indicating that they intend to attend the AGM 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.

7. RECOMMENDATION

The Directors believe that the proposed Issue Mandate, the extension to the validity period of the Main Board Migration Resolution, the proposed issue of the Notes and all other resolutions set out in the notices of AGM and the Class Meetings are 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 AGM and Class Meetings.

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

* for identification purpose only



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, 29 May 2009 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 2008;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2008;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2008;
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 2008; and
5. To appoint BDO McCabe Lo Limited (to be renamed as BDO Limited with effect from 1 May 2009) as auditors of the Company and to authorise the board of Directors (the “Board”) to fix their remunerations. *(Note 1)*

II. SPECIAL RESOLUTIONS

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

“**THAT:**

- (A) there being granted to the Board an unconditional general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB0.10 each in the share capital of the Company (the “Domestic Shares”) and/or

* for identification purpose only

NOTICE OF AGM

overseas-listed foreign shares of nominal value of RMB0.10 each in the share capital of the Company (the “**H Shares**”), and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:

- (a) the aggregate number of Domestic Shares and/or H Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Board shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution;
 - (b) such mandate shall not extend beyond the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the 12-month period following the passing of this resolution; or
 - (iii) the date on which the authority as set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting;
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
- (B) contingent on the Board resolving to issue shares pursuant to (A) above, the Board be authorized to:
- (a) increase the registered capital of the Company in accordance with the issue of the Domestic Shares and/or H Shares aforesaid, and attend to the relevant registration procedures with the relevant authorities in the PRC and Hong Kong;
 - (b) amend the relevant articles in the articles of association of the Company (the “**Articles of Association**”) in relation to the registered capital of the Company and any other articles that require corresponding amendments so as to reflect the change in the registered capital and shareholding structure of the Company as a result of the allotment or issue of new shares and to submit the relevant amendments to the Articles of Association to the relevant authorities of the PRC and/or Hong Kong for approval (if applicable) and record; and
 - (c) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares.”

NOTICE OF AGM

7. 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 Proposed Main Board Migration (as defined below) 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 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 Proposed Main Board Migration.” (*Note 2*)

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

“THAT:

the Company be and is hereby approved and authorised to issue medium-term notes (the “**Notes**”) in the aggregate principal amount not exceeding RMB500 million in the PRC, details of which are set out in the circular of the Company dated 9 April 2009, and to authorise the directors or any one director of the Company to generally and unconditionally deal with all matters relating to and/or in connection with the issue of the Notes.”

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

Shenzhen, the PRC, 9 April 2009

* *for identification purpose only*

NOTICE OF AGM

Notes:

1. The Company's auditors will change their name from Shu Lun Pan Horwath Hong Kong CPA Limited to Shu Lun Pan Hong Kong CPA Limited and will merge their business with BDO McCabe Lo Limited on 1 May 2009. On the same date, BDO McCabe Lo Limited will change their name to BDO Limited.
2. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the Company's possible listing of the H shares of the Company (the "**H Shares**") on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the possible voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange and the amendments to the Articles of Association in relation thereto (collectively the "**Proposed Main Board Migration**") were considered and approved. The Board was authorised 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 Shareholders for one year from the date thereof. The validity period of the Main Board Migration Resolution was further refreshed and extended for another year pursuant to the approval granted by the Shareholders at the annual general meeting and class meetings of the Company held on 30 May 2008 commencing on the date of such approval. As at the date hereof, the Main Board Migration Resolution has not been completed. 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. 7.
3. The special resolution 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.
4. 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.
5. 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 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 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), not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
6. Shareholders or their proxies shall present proofs of identities when attending the meeting.
7. The register of members of the Company will be closed from 29 April 2009 to 29 May 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 28 April 2009 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 4:00 p.m. on 28 April 2009.

NOTICE OF AGM

8. 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 9 May 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 annual general meeting of the Company to be convened and held on the same date and at the same place) on Friday, 29 May 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 resolutions:

"THAT:

the validity period of all relevant resolutions relating to the Proposed Main Board Migration (as defined below) 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 and the authorization of the board of directors of the Company (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 Proposed Main Board Migration be extended for a further one year commencing from the date of the passing of this special resolution be and is hereby considered and approved." *(Note 1)*

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

Shenzhen, the PRC, 9 April 2009

* for identification purpose only

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

Notes:

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the Company's possible listing of the H shares of the Company (the "**H Shares**") on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the possible voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange and the amendments to the Articles of Association in relation thereto (collectively the "**Proposed Main Board Migration**") were considered and approved. The Board was authorised 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 Shareholders for one year from the date thereof. The validity period of the Main Board Migration Resolution was further refreshed and extended for another year pursuant to the approval granted by the Shareholders at the annual general meeting and class meetings of the Company held on 30 May 2008 commencing on the date of such approval. As at the date hereof, the Main Board Migration Resolution has not been completed. 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 the special resolution.
2. The special resolution to be considered at the meeting will be decided by a 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.
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 office of the Company's H share registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, 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 29 April 2009 to 29 May 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 28 April 2009 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 4:00 p.m. on 28 April 2009.
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 9 May 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, 29 May 2009 at 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China, for the purpose of 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 Proposed Main Board Migration (as defined below) 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 and the authorization of the board of directors of the Company (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 Proposed Main Board Migration be extended for a further one year commencing from the date of the passing of this special resolution be and is hereby considered and approved." *(Note 1)*

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

Shenzhen, the PRC, 9 April 2009

* for identification purpose only

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

Notes:

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the Company's possible listing of the H shares of the Company (the "**H Shares**") on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the possible voluntary withdrawal of the listing of the H Shares from the Growth Enterprise Market of the Stock Exchange and the amendments to the Articles of Association in relation thereto (collectively the "**Proposed Main Board Migration**") were considered and approved. The Board was authorised 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 Shareholders for one year from the date thereof. The validity period of the Main Board Migration Resolution was further refreshed and extended for another year pursuant to the approval granted by the Shareholders at the annual general meeting and class meetings of the Company held on 30 May 2008 commencing on the date of such approval. As at the date hereof, the Main Board Migration Resolution has not been completed. 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 the special resolution.
2. The special resolution 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.
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 head office and principal place of business of the Company at 20/F, EVOG Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China, 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 29 April 2009 to 29 May 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 28 April 2009 will be entitled to attend and vote at the 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 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, PRC, no later than 4:00 p.m. on 28 April 2009.
7. 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 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the PRC, by hand, by post or by fax (the Company's fax no.: 86-755-86255995) on or before 9 May 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.