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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)

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 Gaoxinzongsi 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

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.

This announcement, 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 GEM of the Stock Exchange 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page, for at least 7 days from the date of its posting.

** For identification purpose only*