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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 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 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.”

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

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 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), 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.
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.

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*