

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF
THE ANNUAL GENERAL MEETING AND CLASS MEETINGS
HELD ON 29 MAY 2009

The Board is pleased to announce that all the resolutions as set out in the notices of the AGM and the Class Meetings were duly passed at the AGM and the Class Meetings held on 29 May 2009.

Reference is made to the circular (the “**Circular**”) of the Company dated 9 April 2009 relating to, inter alia, (i) the proposed Issue Mandate; (ii) the proposal of extension of the validity period of the Main Board Migration Resolution; and (iii) the proposed issue of the Notes. Capitalised terms used in this announcement shall have the same meanings as those used in the Circular unless otherwise stated.

The AGM and the Class Meetings were held at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, the PRC on Friday, 29 May 2009.

As at the date of the AGM and the Class Meetings, (i) the issue share capital of the Company comprised 308,352,000 H Shares and 924,792,000 Domestic Shares; (ii) Shareholders holding a total of 1,233,144,000 Shares were entitled to attend and vote for or against all the resolutions at the AGM; and (iii) holders of 308,352,000 H Shares and 924,792,000 Domestic Shares were entitled to attend and vote for or against the special resolutions at the Class Meetings of the holders of the H Shares and the Domestic Shares respectively. There was no Share entitling the holder to attend and vote only against the resolutions at the AGM or the respective Class Meetings of the holders of the H Shares and the Domestic Shares.

The voting at the AGM and the Class Meetings were taken by poll. The Company’s H share registrar, Tricor Abacus Ltd., was appointed as the scrutineer at the AGM and the Class Meetings for the purpose of vote-taking.

The voting results in respect of the resolutions as set out in the notices of the AGM and the Class Meetings were as follows:

(i) THE AGM

ORDINARY RESOLUTIONS		Number of Votes (%)		Total number of votes cast
		For	Against	
1.	To consider and approve the report of the Directors for the year ended 31 December 2008;	928,667,200 (100%)	0 (0%)	928,667,200
2.	To consider and approve the report of the supervisory committee for the year ended 31 December 2008;	928,667,200 (100%)	0 (0%)	928,667,200
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;	928,667,200 (100%)	0 (0%)	928,667,200
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	928,667,200 (100%)	0 (0%)	928,667,200
5.	To appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remunerations.	928,667,200 (100%)	0 (0%)	928,667,200

SPECIAL RESOLUTIONS		Number of Votes (%)		Total number of votes cast
		For	Against	
6.	To grant to the Board the Issue Mandate as set out in special resolution no. 6 in the notice of the AGM;	928,667,200 (100%)	0 (0%)	928,667,200
7.	To consider and approve the extension of the validity period of the Main Board Migration Resolution as set out in special resolution no. 7 in the notice of the AGM; and	928,667,200 (100%)	0 (0%)	928,667,200
8.	To consider and approve the proposed issue of the Notes as set out in special resolution no. 8 in the notice of the AGM.	928,667,200 (100%)	0 (0%)	928,667,200

(ii) THE CLASS MEETING OF HOLDERS OF H SHARES

SPECIAL RESOLUTION	Number of Votes (%)		Total number of votes cast
	For	Against	
To consider and approve the extension of the validity period of the Main Board Migration Resolution as set out in the notice of the Class Meeting of the holders of the H Shares.	3,811,200 (100%)	0 (0%)	3,811,200

(iii) THE CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

SPECIAL RESOLUTION	Number of Votes (%)		Total number of votes cast
	For	Against	
To consider and approve the extension of the validity period of the Main Board Migration Resolution as set out in the notice of the Class Meeting of the holders of the Domestic Shares.	924,792,000 (100%)	0 (0%)	924,792,000

All of the above resolutions were duly passed at the AGM and the Class Meetings respectively.

Warning:

- (i) **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 or the CSRC. Shareholders should note that the relevant special resolutions 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 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.

(ii) 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.

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

Shenzhen, the PRC, 29 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 GEM Listing Rules 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.

* *For identification purpose only*