
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION,
ELECTION AND APPOINTMENT OF DIRECTORS,
ELECTION AND APPOINTMENT OF SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice dated 24 August 2009 convening the EGM 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, 9 October 2009 at 10:30 a.m. are set out on pages 11 to 13 of this circular. Whether or not you intend to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the relevant form 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 appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) 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, the following expressions shall have the following meanings, unless the context otherwise requires:

“Articles of Association”	The Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“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
“Directors”	the directors of the Company
“Domestic Shares”	ordinary domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 9 October 2009 at 10:30 a.m., for the purpose of approving amongst others, the proposed re-election and appointment of Directors and Supervisors, and the proposed amendment to the Articles of Association
“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
“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\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 August 2009, being the latest practicable date before the printing of this circular for ascertaining certain information contained in this circular
“PRC”	The People’s Republic of China, which for the propose of this circular excluding the regions of Hong Kong, Macau and Taiwan
“Shareholder(s)”	holder(s) of Share(s)

* *for identification purpose only*

DEFINITIONS

“Shares”	shares of the Company, including the Domestic Shares, the H Shares and all shares of other class(es) unless otherwise specified
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the members(s) of the supervisory committee of the 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 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 Gaoxinhongsi Avenue
Nanshan District
Shenzhen
The People's Republic of China

Liasion office in Hong Kong

Unit No. 1014
10th Floor, Star House
3 Salisbury Road
Tsimshatsui
Kowloon, Hong Kong

24 August 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION,
ELECTION AND APPOINTMENT OF DIRECTORS,
ELECTION AND APPOINTMENT OF SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM to be held on 9 October 2009 at 10:30 a.m., including (i) the special resolution proposing amendment to the Articles of Association, (ii) the ordinary resolution proposing election and appointment of Directors, (iii) the ordinary resolution proposing election and appointment of Supervisors; and to give you notice of the EGM and to seek your approval of the ordinary and special resolutions to be proposed at the EGM.

* *for identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

To increase the profitability and competitiveness of the Company, the Board proposes to expand the business of the Company to include ordinary cargo transportation. Therefore, the Board proposes to amend the Articles of Association in order to expand the scope of operation of the Company. Paragraph 2 of the existing Article 2.02 sets out the scope of business of the Company as follows:

“The scope of operation of the Company includes: research, development and manufacture of computer hardware, communication and information system network technology products, new technical devices to support the communication network, digital intersect connection devices, automatic control system and support devices, modern electronic devices, electrical specific devices, instruments, moulds, software development, after-sales maintenance service of the above products, imports and exports operation, sales of tax control electronic cash registers (ETAX) products, technology innovation and related technical services, production of tax electronic cash registers (ETAX) products (operated by branches and offices), property management, property leasing, car park management and advertising business.”

The proposed amendment is to delete the above paragraph 2 of the existing Article 2.02 in its entirety and replace it by the following:

“The scope of operation of the Company includes: research, development and manufacture of computer hardware, communication and information system network technology products, new technical devices to support the communication network, digital intersect connection devices, automatic control system and support devices, modern electronic devices, electrical specific devices, instruments, moulds, software development, after-sales maintenance service of the above products, imports and exports operation, sales of tax control electronic cash registers (ETAX) products, technology innovation and related technical services, production of tax electronic cash registers (ETAX) products (operated by branches and offices), property management, property leasing, car park management, advertising business and ordinary cargo transportation.”

The Board is of the opinion that the proposed amendment is in the best interests of the Company and the Shareholders as a whole.

3. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS

The Board currently consists of seven Directors, including three Executive Directors namely Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, and four independent non-executive Directors namely Mr. Wen Bing, Ms. Zhou Hong, Mr. Dong Lixin and Mr. Wang Tian Xiang.

In accordance with Article 10.02 of the Articles of Association, Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun and Mr. Wang Tian Xiang will retire upon the expiry of their term of office on 9 October 2009 and, being eligible, have offered themselves for re-election.

LETTER FROM THE BOARD

Details of Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, Mr. Wang Tian Xiang, that are required to be disclosed under the GEM Listing Rules are set out in Appendix to this circular.

Mr. Wang Tian Xiang, being an independent non-executive Director eligible for re-election at the EGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. Wang meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

Mr. Wen Bing, Ms. Zhou Hong and Mr. Dong Lixin, all being independent non-executive Directors and will have served the Company for 6 years upon the expiry of their term of office on 9 October 2009, shall retire from their office on 10 October 2009 in accordance with Article 10.02 of the Articles of Association. The Board would disclose particulars of the other 3 new independent non-executive directors to be elected or appointed as soon as the Board has found the suitable persons or candidates.

4. PROPOSED ELECTION AND APPOINTMENT OF SUPERVISORS

The supervisory committee of the Company currently consists of three Supervisors, namely Ms. Pu Jing, Zhang Zheng An (both being representatives of shareholders) and Mr Zhan Guo Nian (being representative of the Company's staff). Their term of office will expire on 9 October 2009.

In accordance with Articles 13.02 and 13.03 of the Articles of Association, Ms. Pu Jing and Zhang Zheng An, being eligible, have offered themselves for re-election at the EGM by Shareholders, and the new term of appointment (subject to approval by Shareholders at the EGM) will be 3 years commencing from 10 October 2009.

Mr Zhan Guo Nian will retire on 9 October 2009 and, being eligible, has offered himself for re-election by the Company's staff.

Details of the above Supervisors are set out in the Appendix to this circular.

5. EXTRAORDINARY GENERAL MEETING

The EGM Notice convening the EGM to be held on 9 October 2009 at 10:30 a.m. is set out on pages 11 to 13 of this circular. At the EGM, resolutions will be proposed to approve, inter alia, the proposed amendment to the Articles of Association, the election and appointment of Directors and the election and appointment of Supervisors.

6. ACTION TO BE TAKEN

The form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's principal place of business at 20/F, EVO Technology Building, No. 31 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the PRC (for holders of Domestic Shares), or the Company's H Share

LETTER FROM THE BOARD

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 meeting or appointed time for voting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting 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 EGM is also despatched to you with this circular. Shareholders who intend to attend the EGM are requested to complete and send the reply slip to the Company not later than 20 days before the date of the meeting in accordance with the Articles of Associations

7. PROCEDURE FOR DEMANDING A POLL

Subject to the requirements under the GEM Listing Rules and pursuant to Article 8.19 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman of the meeting;
- (b) by at least two Shareholders present in person or by proxy and entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing in aggregate not less than (inclusive) one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting.

Pursuant to the GEM Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. The chairman of the EGM will therefore put all of the resolutions to be proposed at the EGM to be voted by way of a poll pursuant to the Articles of Association.

8. RECOMMENDATION

The Board considers that the proposed amendment to the Articles of Association, the election and appointment of Directors and Supervisors and all other resolutions set out in the EGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the resolutions as set out in the EGM Notice at the EGM.

Yours faithfully,
Chen Zhi Lie
Chairman

The following are the particulars of the Directors and Supervisors proposed to be elected at the EGM:

EXECUTIVE DIRECTORS

Mr. Chen Zhi Lie

Mr. Chen, aged 45, the Chairman and an executive director of the Group. He is the founder of the Company and is responsible for the overall strategy and planning for the business of the Company. Mr. Chen graduated with a bachelor degree of engineering in computer application from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He also obtained a master degree in computer science and computer engineering from the department of engineering in Northwestern Polytechnical University (西北工業大學) in 1990. Mr. Chen has over 21 years of experience in computer and automation of control systems. In February 2003, Mr. Chen was awarded the prize of Guangdong Province Outstanding Entrepreneur of Domestic-owned Enterprises (廣東省優秀民營企業家) by Guangdong Province Government (廣東省人民政府). Mr. Chen was accredited as “Manager of Edges in Comprehensive Quality Control (全面質量管理優勢管理者)” by Quality Association of Shenzhen and as “Excellent Small Medium Enterprise of Shenzhen (深圳市優秀中小企業家)” by Association for Small Medium Enterprises of Shenzhen in 2004. In 2005, Mr. Chen was elected as a Member of the Executive Committee of the Fourth Chinese People’s Political Consultative Conference of Shenzhen (深圳市第四屆政協常委). In 2007, Mr. Chen was elected as a member of Guangdong Political Consultative Conference (廣東省政協委員). In 2008, Mr. Chen was accredited as 2007 CCTV’s Man of the Year in Chinese Economics and awarded the price of Innovation of the Year.

Mr. Chen does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Chen is 3 years commencing from 10 October 2009. His annual salary will be RMB80,000 and shall not be subject to more than 20% increase over the annual salary of the preceding year. Mr. Chen is also entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year. For the year ended 31 December 2008, Mr. Chen received an annual salary of RMB77,000 and no bonus payment.

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. Tso Cheng Shun

Mr. Tso, aged 80, the Vice Chairman and an executive director of the Group. Mr. Tso graduated from Nan Tong Institute (南通學院) in the PRC and obtained a certificate in engineering in textile. He is responsible for corporate planning of the Company. Mr. Tso has been serving the Company since 1995. He is responsible for developing business strategy, preparing annual financial budget and monitoring financial status of the Group.

Mr. Tso does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Tso is 3 years commencing from 10 October 2009. His annual salary will be RMB20,000, for the year ended 31 December 2008, Mr. Tso received an annual salary of RMB20,000.

Save as disclosed above, there are no other matters concerning Mr. Tso that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. Zhu Jun

Mr. Zhu, aged 48, an executive director, a member of remuneration and review committee, the compliance officer, the chief engineer and the head of R&D department of the Group. He joined the Company in October 1995 and is responsible for monitoring the R&D center of the Company. Mr. Zhu obtained the designation of Senior Programmer from China Computer Application Software Practitioner Examination Committee (中國計算機應用軟件人員水平考試委員會) in 1990. He has extensive research and development experience in computer engineering and integration of control systems. He is responsible for managing overall R&D strategy and operations of the Company. In 2000, Mr. Zhu was awarded Shenzhen Municipal Science and Technological Advancement First Class Prize (深圳市科技進步一等獎) and Guangdong Province Technological Progress Second Runner-up Prize (廣東省科技進步三等獎). In 2003, Mr. Zhu was awarded Shenzhen Province Technological Progress First Class Prize.

Mr. Zhu does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Zhu is 3 years commencing from 10 October 2009. His annual salary will be RMB80,000 and shall not be subject to more than 10% increase over the annual salary of the preceding year. Mr. Zhu for entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year. For the year ended 31 December 2008, Mr. Zhu received an annual salary of RMB77,000 and no bonus payment.

Save as disclosed above, there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Wang Tian Xiang

Mr. Wang, aged 40, an independent non-executive director and a member of audit committee. Mr. Wang was graduated with Bachelor Degree in Economics at Hebei Geological College (河北地質學院) and is an accountant in the PRC. He has over 17 years of experience in accounting and financial management in the PRC and held various senior positions in state-owned enterprise as well as a company listed in Hong Kong. He is currently worked in the financial department of China Gas Holding Limited (中國燃氣控股有限公司).

Mr. Wang does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Wang is 3 years commencing from 10 October 2009. His annual salary will be RMB12,000, for the year ended 31 December 2008, he received annual director's fee of RMB12,000.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

SUPERVISORS

Pu Jing

Ms. Pu, aged 43, chairman of the supervisory committee of the Company. Ms. Pu graduated from Wuhan Iron and Steel University (武漢鋼鐵學院) in the PRC with a bachelor degree in engineering in electric automation in 1988. She has over 18 years of experience in industrial computer testing. Ms. Pu is a shareholder of Shenzhen Yanxiang Wangke Industry Company Limited and Shenzhen Haoxuntong Industry Company Limited and was appointed by the Company as a Supervisor in December 2000.

Ms. Pu does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. She does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Ms. Pu is 3 years commencing from 10 October 2009. Her annual salary will be RMB20,000, for the year ended 31 December 2008, she received an annual salary of RMB20,000.

Save as disclosed above, there are no other matters concerning Ms. Pu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Zhan Guo Nian

Mr. Zhan, aged 38, a member of the supervisory committee of the Company. Mr. Zhan graduated from Chengdu Geological College (中國成都地質學院) in the PRC with a bachelor degree in engineering in 1991. He has over 17 years of experience in management and administration. Mr. Zhan joined the Company for management and administration work in March 2001 and was appointed by the Company as a Supervisor in October 2006.

Mr. Zhan does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Zhan is 3 years commencing from 10 October 2009. His annual salary will be RMB20,000, for the year ended 31 December 2008, he received an annual salary of RMB20,000.

Save as disclosed above, there are no other matters concerning Mr. Zhan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Zhang Zheng An

Mr. Zhang, aged 33, was graduated from high school, a member of the supervisory committee of the Company. Mr. Zhang is a shareholder of Shenzhen Haoxuntong Industry Co., Ltd and has over 11 years of experience in management and administration and was appointed by the Company as a Supervisor in October 2006.

Mr. Zhang does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The Domestic Shares of the Company are held by Shenzhen Haoxuntong Industry Co. Ltd. which is owned as to 30% by Zhu Jun, an executive Director, 30% by Pu Jing, a Supervisor and 40% by Zhang Zheng An. By virtue of Zhang Zheng An's holding of more than one-third interest in Shenzhen Haoxuntong Industry Co. Ltd. Zhang Zheng An is deemed to be interested in all the Domestic Shares held by Shenzhen Haoxuntong Industry Co. Ltd. pursuant to Part XV of the SFO.

The term of office of Mr. Zhang is 3 years commencing from 10 October 2009. His annual salary will be RMB20,000, for the year ended 31 December 2008, he received an annual salary of RMB20,000.

Save as disclosed above, there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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, 9 October 2009 for the following purposes:

I. ORDINARY RESOLUTIONS

1. To elect directors of the Company (the “**Directors**”) and to authorize the board of Directors to fix the remuneration of the Directors.
2. To elect supervisors of the Company (the “**Supervisors**”) and to authorize the Board to fix the remuneration of Supervisors.

II. SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution, with or without amendment, as Special Resolution:

3. “**THAT** the Articles of Association of the Company be and hereby amended as follows:

Article 2.02

By deleting the existing paragraph 2 of Article 2.02 in its entirety and replacing thereby the following new paragraph 2:

The scope of operation of the Company includes: research, development and manufacture of computer hardware, communication and information system network technology products, new technical devices to support the communication network, digital intersect connection devices, automatic control system and support devices, modern electronic devices, electrical specific devices, instruments, moulds, software development, after-sales maintenance service of the above products, imports and exports operation, sales of tax control electronic cash registers (ETAX) products, technology

* *for identification purpose only*

NOTICE OF EGM

innovation and related technical services, production of tax electronic cash registers (ETAX) products (operated by branches and offices), property management, property leasing, car park management, advertising business and ordinary cargo transportation.”

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

Shenzhen, the PRC, 24 August 2009

Notes:

1. Any member entitled to attend and vote at the above 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.
2. 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 Company's registered office (in case of the proxy forms of 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 (in case of proxy forms of 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.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of members of the Company will be closed from 9 September 2009 to 9 October 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 4:30 p.m. on 8 September 2009 will be entitled to attend and vote at the EGM. 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 4:30 p.m. on 8 September 2009.

* *for identification purpose only*

NOTICE OF EGM

5. Shareholders entitled to attend the EGM 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 19 September 2009.
6. 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.