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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 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 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.
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.

*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 aspects 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.*

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\* For identification purpose only