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研祥智能科技股份有限公司
EVOC Intelligent Technology Company Limited*

(a foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8285)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles in respect of the changes in the shareholding structure of the Company pursuant to the transfer of the Transfer Shares under the Share Transfer Agreements. The proposed amendment to the Articles is subject to the approval of the shareholders of the Company by way of special resolution at the EGM.

A circular containing, inter alia, further details of the proposed amendment to the Articles and a notice convening the EGM will be despatched to the shareholders of the Company as soon as practicable.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board noted that, pursuant to the share transfer agreements (the “**Share Transfer Agreements**”) entered into by Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd. and Beijing Hejixing Automation Complete Equipment Development Centre as transferors (collectively the “**Transferors**”) (each holding 28,668,552 Shares, 4,623,960 Shares and 4,623,960 Shares respectively (collectively the “**Transfer Shares**”)) with Shenzhen Yanxiang Wangke Industry Co., Ltd. (the “**Transferee**”), respectively, all dated 28 October 2009, each of the Transferors have agreed to transfer and the Transferee has agreed to acquire the Transfer Shares. Upon completion of the transfer, the Transferee will hold a total of 878,552,400 Shares.

The Board proposes to amend the Articles in respect of the changes in the shareholding structure of the Company pursuant to the transfer of the Transfer Shares under the Share Transfer Agreements by adding a new Article 3.06C under the existing Article 3.06B in the Articles as follows:

“Article 3.06C Pursuant to the shares transfer agreements dated 28 October 2009 entered into by the shareholders of the Company, namely Shenzhen Longrun Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd., Beijing Hejixing Automation Complete Equipment Development Centre with Shenzhen Yanxiang Wangke Industry Co., Ltd., respectively, each of Shenzhen Longrun

Industry Development Co., Ltd., Shenzhen Kelijian Electronic Industry Co., Ltd. and Beijing Hejixing Automation Complete Equipment Development Centre had transferred the 28,668,552 shares (representing 2.32% of the total number of ordinary shares of the Company in issue), 4,623,960 shares (representing 0.38% of the total number of ordinary shares of the Company in issue) and 4,623,960 Shares (representing 0.38% of the total number of ordinary shares of the Company in issue) held by each of them respectively in the Company by way of agreement to Shenzhen Yanxiang Wangke Industry Co., Ltd.. The changes to the shareholding structure of the Company are as follows:

- (1) Shenzhen Yanxiang Wangke Industry Co., Ltd., a promoter, is holding 878,552,400 shares, which represents 71.25% of the total number of ordinary shares of the Company in issue;
- (2) Shenzhen Haoxuntong Industry Co., Ltd., a promoter, is holding 46,239,600 shares, which represents 3.75% of the total number of ordinary shares of the Company in issue;
- (3) Holders of the overseas listed foreign shares (H shares) are holding not less than 308,352,000 shares, which represents not less than 25% of the total number of ordinary shares of the Company in issue.”

The proposed amendment to the Articles is subject to the approval of the shareholders of the Company by way of special resolution at the EGM.

GENERAL

A circular containing, inter alia, further details of proposed amendment to the Articles and the notice convening the EGM will be despatched to the shareholders of the Company as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles”	the Articles of Association of the Company
“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 with limited liability and the H Shares of which are listed on GEM
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB

“EGM”	the extraordinary general meeting to be convened and held by the Company for the purposes of approving the proposed amendment to the Articles as mentioned in this announcement
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“H Share(s)”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“PRC”	The People’s Republic of China, which for the purpose of this announcement, excludes the regions of Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or re-classification thereof from time to time in the share capital of the Company
“%”	per cent.

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

Shenzhen, the PRC, 2 November 2009

As at the date hereof, the executive Directors are Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Zhu Jun; the independent non-executive Directors are Mr. Wang Tian Xiang, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian.

This announcement, for which the Directors 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