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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 Wednesday, 23 December 2009, to consider and, if thought fit, pass the following resolution, with or without amendment, as special resolution:

SPECIAL RESOLUTION

“**THAT** approval be and is hereby granted for the adding the following new Article 3.06C to the Articles of Association of the Company immediately under the existing Article 3.06B:

‘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.”

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

Shenzhen, the PRC, 4 November 2009

Notes:

1. 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.
2. 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.
3. 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 and principal place of business of the Company, at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China (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.
4. Shareholders or their proxies shall present proofs of identities when attending the 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 3 December 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. 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