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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 TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD OF THE STOCK EXCHANGE
OF HONG KONG LIMITED**

Further to the announcement of the Company dated 23 December 2009, the Board is pleased to announce that the Company has submitted an application to the Stock Exchange on 10 February 2010 for the transfer of listing of its H Shares from GEM to the Main Board under the transfer of listing arrangements pursuant to the relevant provisions of the GEM Listing Rules and Main Board Listing Rules. The Transfer of Listing will not involve the issue of any new Shares by the Company.

The Company would like to emphasize that (i) the Transfer of Listing is at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalised; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Stock Exchange and the CSRC. Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

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The Transfer of Listing will be conditional upon, amongst others:

1. the Listing Committee granting approval for the listing of, and permission to deal in, the 308,352,000 H Shares in issue on the Main Board; and
2. the granting of the relevant approvals by the CSRC and other relevant PRC authorities in connection with the Transfer of Listing.

The Directors believe that listing of the H Shares on the Main Board will enhance the profile of the Group and could improve trading liquidity of the H Shares. The Directors also consider that listing of the H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group. As at date of this announcement, no plan of change in nature of business of the Group following the Transfer of Listing is contemplated by the Directors.

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DEFINITIONS

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

“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
“CSRC”	China Securities Regulatory Commission
“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
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which for the propose of this announcement excluding 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing from GEM to the Main Board of the Stock Exchange of the listing of the Company’s H Share
“%”	per cent.

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

Shenzhen, the PRC, 10 February 2010

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