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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)

**(I) EXTENSION OF THE VALIDITY PERIOD OF
THE MAIN BOARD MIGRATION RESOLUTION**
(II) REDESIGNATION AND APPOINTMENTS OF SUPERVISORS
**(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND**
(IV) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

The notices dated 12 April 2010 convening the AGM and separate Class Meetings of holders of H Shares and holders of Domestic Shares to be held at 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 28 May 2010 at 10:30 a.m., 10:50 a.m. and 11:10 a.m. are set out on pages 12 to 21 of this circular. Whether or not you intend to attend the meetings, please complete the enclosed forms of proxy in accordance with the instructions printed thereon and return the relevant forms to the head 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 (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 respective time appointed for the holding of the separate Class Meetings of holders of H Shares and holders of Domestic Shares and the AGM. Completion and return of the forms of proxy will not preclude you from attending and voting at the meetings (or any adjournment thereof) 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*

12 April 2010

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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX — DETAILS OF SUPERVISORS	10
NOTICE OF AGM	12
NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES	18
NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES	20

DEFINITIONS

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

“2007 EGM”	the extraordinary general meeting of the Company held at 10:00 a.m. on 26 February 2007 at which the Main Board Migration Resolution was duly passed
“AGM”	the annual general meeting of the Company to be held at 17/F EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 28 May 2010 at 10:30 a.m.
“AGM Articles Amendments”	the proposed amendments to the Articles of Association to be considered, and if thought fit, approved, at the AGM, details of which are set out in section 4 of the “Letter from the Board” in this circular
“AGM Notice”	the notice dated 12 April 2010 for convening the AGM as set out on pages 12 to 17 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	shall have the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be held on 28 May 2010 at 10:50 a.m. and 11:10 a.m. respectively
“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
“CSRC”	China Securities Regulatory Commission
“CSRC Notice”	《關於企業申請境外上市有關問題的通知》 (the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
“Directors”	directors of the Company
“Domestic Shares”	domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange

* *for identification purpose only*

DEFINITIONS

“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\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 April 2010, being the latest practicable date before the printing of this circular for ascertaining certain information contained in this circular
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Main Board Migration”	the transfer of listing status of the H Shares from the GEM to the Main Board pursuant to the GEM Listing Rules and the Main Board Listing Rules
“Main Board Migration Resolution”	resolution in relation to the proposed Main Board Migration, the amendments to Articles of Association and the authorization of the Directors to take such steps as they consider necessary, desirable and expedient to make the application to the CSRC pursuant to the requirements of the CSRC Notice which was duly passed as special resolution of the Company
“Migration Articles Amendments”	the amendments to be made to the Articles of Association which have been approved at the 2007 EGM and the Migration Class Meetings held on 26 February 2007, which will be conditional on the fulfillment of the conditions set out under the paragraph headed “Conditions” in section 2 of the “Letter from the Board” in this circular
“Migration Class Meetings”	the respective class meetings of the holders of the H Shares and the Domestic Shares held on 26 February 2007

DEFINITIONS

“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) of the PRC
“PRC”	People’s Republic of China
“Registration Date”	the date of the Notice on Receiving of Registration (接受註冊通知書) issued by NAFMII
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the supervisory committee of the Company
“%”	per cent.



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:

Ms. Dai Lin Ying
Mr. Wang Zhao Hui
Mr. An Jian
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

12 April 2010

To the Shareholders

Dear Sir or Madam,

**(I) EXTENSION OF THE VALIDITY PERIOD OF
THE MAIN BOARD MIGRATION RESOLUTION
(II) REDESIGNATION AND APPOINTMENTS OF SUPERVISORS
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(IV) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding: (i) the proposal of extension of the validity period of the Main Board Migration Resolution; (ii) the proposed AGM Articles Amendments; (iii) the proposed redesignation and appointments of Supervisors; and (iv) to seek your approval of the resolutions relating to these matters at the AGM and the respective Class Meetings to be held on Friday, 28 May 2010.

* *for identification purpose only*

LETTER FROM THE BOARD

2. EXTENSION OF THE VALIDITY PERIOD OF THE MAIN BOARD MIGRATION RESOLUTION

Reference is made to (i) the Company's circular dated 5 January 2007, the 2007 EGM and the Migration Class Meetings held on 26 February 2007; and (ii) the announcement of the Company dated 26 February 2007 in relation to, inter alia, the results of the 2007 EGM and the Migration Class Meetings. At the 2007 EGM and the Migration Class Meetings, the Main Board Migration Resolution was duly passed as special resolution of the Company.

At each of the annual general meetings and class meetings of the Company held on 30 May 2007 and 30 May 2008, respectively, approvals for the refreshment of the validity period of the Main Board Migration Resolution were granted by the Shareholders for another year from each of the said dates. The validity period of the Main Board Migration Resolution was further refreshed and extended for another year pursuant to the approval granted by the Shareholders at the annual general meeting and class meetings of the Company held on 29 May 2009 commencing from the date of such approval. The validity period of such renewed Main Board Migration Resolution will lapse on 28 May 2010.

As announced by the Company on 23 December 2009, the Company had submitted an application to the CSRC for the proposed Main Board Migration and that the CSRC had issued the Notice on the Acceptance of the Application for the Administrative Permission of CSRC (中國證監會行政許可申請受理通知書) No. 091889 for the proposed Main Board Migration on 21 December 2009. On 10 February 2010, the Company further announced that an application for the transfer of listing of the H Shares from the 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 had been made with the Stock Exchange. The said applications are under review by the CSRC and the Stock Exchange.

As the validity period of the Main Board Migration Resolution will lapse on 28 May 2010, the Board considers that it is in the interest of the Company and the Shareholders to extend the validity period of the Main Board Migration Resolution for a further one year from the date of the AGM and the respective Class Meetings.

Reasons for the proposed migration from GEM to Main Board

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.

Conditions

The Main Board Migration and the Migration Articles Amendments will be conditional on, among other things, the following:

- (i) the fulfillment of all the listing requirements on the Main Board as stipulated in the CSRC Notice and the Main Board Listing Rules by the Company;

LETTER FROM THE BOARD

- (ii) the granting of the relevant approvals by the CSRC and other relevant PRC authorities in connection with the possible Main Board Migration; and
- (iii) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the existing H Shares on the Main Board.

Warning:

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

3. REDESIGNATION AND APPOINTMENT OF SUPERVISORS

At present, the supervisory committee of the Company consists of three Supervisors, comprising two Shareholders' representatives (external), namely Ms. Pu Jing, Zhang Zheng An, and a staff representative, Mr. Zhan Guo Nian.

Considering that Ms. Pu Jing is no longer the shareholder of the Shareholders, namely Shenzhen EVOC Hi-Tech Holding Group Company Limited (深圳市研祥高科技控股集團有限公司) (formerly known as 深圳市研祥旺客實業有限公司) (“**Shenzhen Hi-Tech**”) and Shenzhen Haoxuntong Industry Co., Ltd. (深圳市好訊通實業有限公司) (“**Shenzhen Haoxuntong**”), the Board proposes to redesignate the position of Ms. Pu Jing from being a Shareholders' representative Supervisor to a staff representative Supervisor. According to the Articles of Association, the cessation of her position as a Shareholders' representative Supervisor is subject to the approval of the Shareholders at the AGM, and her appointment as a staff representative Supervisor is subject to election by the Company's staff.

The Board also proposes to appoint two new independent Supervisors (external), namely Mr. Wen Bing and Mr. Dong Lixin. Their appointments are subject to the approval of the Shareholders at the AGM.

After the aforesaid redesignation and appointments of Supervisors, the Company will have a total of five Supervisors, comprising (i) Mr. Zhan Guo Nian as a staff representative Supervisor; (ii) Ms. Pu Jing as staff representative Supervisor; (iii) Mr. Zhang Zheng An as a Shareholders' representative Supervisor (external); (iv) Mr. Wen Bing as an independent Supervisor (external); and (v) Mr. Dong Lixin as an independent Supervisor (external).

The biographical details of Ms. Pu Jing, Mr. Wen Bing and Mr. Dong Lixin are set out in the Appendix to this circular.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Composition of the Supervisory Committee

The existing Article 13.02 of the Articles of Association provides that the designated number of members in the supervisory committee is three, out of which more than half of such members shall be external Supervisors, and at least two of them shall be independent Supervisors. The current Article 13.03 of the Articles of Association further provides that the supervisory committee shall consist of two Shareholders' representative Supervisors and one staff representative Supervisors.

The Board proposes to amend Articles 13.02 and 13.03 of the Articles of Association to clarify that the designated number of members in the supervisory committee shall be five; and that, in view of the redesignation of Ms. Pu Jing from being a Shareholders' representative Supervisor to a staff representative Supervisor mentioned above, the supervisory committee shall consist of one Shareholders' representative Supervisor and two staff representative Supervisors.

Please refer to the special resolutions no. 11 and 12 as set out in the AGM Notice to be proposed at the AGM.

Directors' Material Interests

The current Articles of Association provides that, amongst others, a Director shall not vote on any Board resolution approving any contract or arrangement or any proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting. The Board proposes to amend Articles 10.08 and 14.09 of the Articles of Association to provide for the exceptions as permitted under Note 5 of Appendix 3 to the GEM Listing Rules in relation to such contract, arrangement or proposal.

The Board is of the view that the amendments will provide a higher degree of flexibility to the Board in considering commercial transactions within the permitted scope of the GEM Listing Rules. The Board also considers it to be in accordance with the current market practice.

Please refer to the special resolutions no. 10 and 13 as set out in the AGM Notice to be proposed at the AGM.

According to the Articles of Association and the relevant laws and regulations, the proposed AGM Articles Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Further, the proposed AGM Articles Amendments will become effective after the relevant procedures for the approval and/or registration or filing in the PRC have been completed.

LETTER FROM THE BOARD

5. AGM AND CLASS MEETINGS

Notices convening the AGM and the respective Class Meetings of the holders of the H Shares and Domestic Shares are set out on pages 12 to 21 of this circular. At the AGM and the Class Meetings, resolutions will be proposed to approve, inter alia, the (i) the proposed extension of the validity period of the Main Board Migration Resolution, (ii) the proposed AGM Articles Amendments; and (iii) the proposed redesignation and appointments of Supervisors.

The vote of the Shareholders at the AGM and the holders of the H Shares and Domestic Shares at the respective Class Meetings shall be taken by poll.

6. ACTION TO BE TAKEN

The respective forms of proxy for use at each of the AGM and the separate Class Meetings are enclosed with this circular. Whether or not you intend to attend the meetings, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's registered office and principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, the PRC (for 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 (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 relevant meeting or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting at the meetings (or any adjournment thereof) 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 AGM and the separate Class Meetings for each of the AGM and the separate Class Meetings are also despatched to you with this circular. Shareholders who intend to attend the AGM and/or the Class Meetings are requested to complete and send the reply slip to the Company not later than 20 days before the date of the relevant meeting in accordance with the Articles of Association.

In the event that the written replies received from the Shareholders indicating that they intend to attend the AGM or the Class Meetings represent less than half of the total number of Shares with voting rights of that relevant meeting, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the relevant meeting and the date and venue of the relevant meeting. The relevant meeting may be convened after such announcement has been published.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that the extension to the validity period of the Main Board Migration Resolution, the proposed AGM Articles Amendments, the proposed redesignation and appointments of Supervisors, and all other resolutions set out in the notices of AGM and the Class Meetings are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the resolutions set out in the notices of AGM and Class Meetings.

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

* *for identification purpose only*

The following are the particulars of the Supervisors proposed to be redesignated/appointed at the AGM:

MS. PU JING

Ms. Pu Jing, aged 44, is the 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 19 years of experience in industrial computer testing. Ms. Pu used to be a shareholder of Shenzhen Hi-Tech and Shenzhen Haoxuntong in 2008 and was appointed by the Company as a Shareholders' representative Supervisor in December 2000.

As at the date of this circular, Ms. Pu is a Shareholders' representative Supervisor. She entered into a service contract with the Company and her current term of office is 3 years commencing from 10 October 2009. Her current annual salary is RMB20,000.

It is proposed that Ms. Pu will cease to be a Shareholders' representative Supervisor to be approved at the AGM and will be appointed as a staff representative Supervisor by election of the Company's staff, and will enter into a new service contract with the Company for such redesignation and appointment. The proposed term of her office will be three years commencing from the date of her being elected by the Company's staff as a staff representative Supervisor. She will continue to be entitled to a fee of RMB20,000 per year, which is determined based on current service contract.

Save as aforesaid, (i) Ms. Pu does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; (ii) she did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) she did not hold any directorships or been a supervisor in other listed public companies in the last three years; and (iv) there are no other matters relating to her redesignation and appointment that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to paragraph 17.50(2) of the GEM Listing Rules.

MR. WEN BING

Mr. Wen Bing, aged 48, had been appointed as an independent non-executive Director, a member of audit committee and chairman of remuneration and review committee of the Company on 9 October 2003 and had ceased to hold such directorship on 9 October 2009. Mr. Wen obtained a bachelor degree in computer studies from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He has over 22 years of experience in computer engineering and had held various senior positions in state-owned enterprises Chang Zhou Jian Fei Computer Software Technology Company (常州建飛計算機軟件技術公司). He is currently an executive director and the general manager of E-Techsoft Co., Ltd. (深圳市欣軼天科技有限公司) as well as the general manager and chief technical officer of Televoice China (Shenzhen) Limited (聲訊亞洲中國公司).

It is proposed that Mr. Wen will be appointed as an independent Supervisor (external) at the AGM. The proposed term of his office will be three years commencing from the date of the AGM. He will be entitled to a fee of RMB12,000 per year.

Save as aforesaid, (i) Mr. Wen does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; (ii) he did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he did not hold any directorships or been a supervisor in other listed public companies in the last three years; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to paragraph 17.50(2) of the GEM Listing Rules.

MR. DONG LIXIN

Mr. Dong Lixin, aged 50, had been appointed as an independent non-executive Director on 9 October 2003 and had ceased to hold such directorship on 9 October 2009. Mr. Dong graduated from Tsinghua University (清華大學) in the PRC with a bachelor degree in automation in 1984 and he currently holds a managerial position in the engineering department in Shenzhen World Miniature Co. Ltd. in the PRC.

It is proposed that Mr. Dong will be appointed as an independent Supervisor (external) at the AGM. The proposed term of his office will be three years commencing from the date of the AGM. He will be entitled to a fee of RMB12,000 per year.

Save as aforesaid, (i) Mr. Dong does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; (ii) he did not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; (iii) he did not hold any directorships or been a supervisor in other listed public companies in the last three years; and (iv) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to paragraph 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) 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, 28 May 2010 for the following purposes:

I. ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors of the Company (the “**Directors**”) for the year ended 31 December 2009;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2009;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2009;
4. To consider and approve the resolution for making appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2009; and
5. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
6. To approve the cessation of the position of Ms. Pu Jing as a shareholders’ representative supervisor of the Company (“**Supervisor**”) for appointment as a staff representative Supervisor (which is subject to the election of the Company’s staff) and to authorise the Board to fix her remuneration and to, for and on behalf of the Company, enter into a service contract with Ms. Pu Jing upon such terms and conditions as the Board shall think fit, and to do such acts and things to give effect to such matters.

* *for identification purpose only*

NOTICE OF AGM

7. To appoint Mr. Wen Bing as an independent Supervisor and to authorise the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Wen Bing upon such terms and conditions as the Board shall think fit, and to do such acts and things to give effect to such matters.
8. To appoint Mr. Dong Lixin as an independent Supervisor and to authorise the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Dong Lixin upon such terms and conditions as the Board shall think fit, and to do such acts and things to give effect to such matters.

II. SPECIAL RESOLUTIONS

9. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

“THAT:

the validity period of all relevant resolutions relating to the Main Board Migration (as defined in the Circular) in the same structure and manner and in essentially identical terms as those considered and passed at the extraordinary general meeting (“**2007 EGM**”) and the class shareholders meetings of the Company for each of the holders of H shares and holders of domestic shares of the Company (“**2007 CSMs**”) held on 26 February 2007 be extended for a further one year commencing from the date of the passing of this special resolution and the authorization of the Board to make the final decision, do all acts and sign all such agreements and/or documents as the Board deems necessary for completing the Main Board Migration be and are hereby considered and approved.” (*Note 1*)

10. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

“THAT:

approval be and is hereby granted for the amendment of Article 10.08 of the Articles of Association of the Company (the “**Articles of Association**”) by inserting the following phrase as the first sentence to paragraph 3 of Article 10.08:

‘Save as the exceptional circumstances approved by the Stock Exchange and specified in the Articles of Association’,

NOTICE OF AGM

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

11. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

“THAT:

approval be and is hereby granted for the amendment of Article 13.02 of the Articles of Association by replacing the word ‘three’ to ‘five’ in the first sentence of the first paragraph, and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

12. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

“THAT:

approval be and is hereby granted for the amendment of Article 13.03 of the Articles of Association by replacing the first sentence of the Article by the following sentence:

‘The supervisory committee shall comprise one shareholders’ representative and two Company staff representative.’,

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

NOTICE OF AGM

13. To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

“THAT:

approval be and is hereby granted for the amendment of Article 14.09 of the Articles of Association by adding the following paragraphs immediately after the last paragraph of Article 14.09 of the Articles of Association:

‘Save as above, a Director shall avoid and shall not vote on any resolution of the Board in which he or any of his associates has a material interest nor be counted in the quorum of the meeting of the Board, provided that this restriction shall not apply to the following matters:

- (1) any contract or arrangement for the giving to such Director or his associates any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (2) any contract or arrangement for the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associate(s) has/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (3) any contract or arrangement in respect of any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is/are or is/are to be interested as participant(s) in the underwriting or sub-underwriting of the offer;
- (4) any contract or arrangement in which such Director or his associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (5) any contract or arrangement concerning any other company in which such Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director together with any of his associates is beneficially interested in (other than through his interest (if any) in the Company) five (5) per cent or

NOTICE OF AGM

more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest is derived); or

- (6) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.

In this Article, “**associate(s)**” has the same meaning as ascribed thereto under the GEM Listing Rules.’,

and the Board is hereby authorized to modify the wordings of the amendments as appropriate and to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”

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

Shenzhen, the PRC, 12 April 2010

Notes:

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the proposed Main Board Migration and the proposed Migration Articles Amendments (as defined in the circular of the Company dated 12 April 2010 (the “**Circular**”)) were considered and approved. The Board was authorized by way of the Company’s shareholders’ resolutions (the “**Main Board Migration Resolution**”) to make all decisions in relation to the Proposed Main Board Migration which was valid for one year from the date of the 2007 EGM and 2007 CSMs. At the annual general meeting and class meetings of the Company held on 30 May 2007, approval for the refreshment of the validity period of the Main Board Migration Resolution was granted by the Company’s shareholders for one year from the date thereof. Please refer to the Circular for the details of the further extensions of the validity period of the Main Board Migration Resolution approved at the previous annual general meetings and class meetings of the Company. The Board resolved to seek approval from the shareholders of the Company to refresh the validity period of the Proposed Main Board Migration and the authorization of the Board to do all act as the Board sees fit for a further period of one year from the date of the passing of special resolution No. 9.

* *for identification purpose only*

NOTICE OF AGM

2. The resolution(s) 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.
3. Any member entitled to attend and vote at the 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.
4. 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.
5. Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The register of members of the Company will be closed from 28 April 2010 to 28 May 2010, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 27 April 2010 will be entitled to attend and vote at the meeting. 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 27 April 2010.
7. Shareholders entitled to attend the meeting 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 8 May 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.



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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of the H Shares of EVOC Intelligent Technology Company Limited (the “**Company**”) will be convened and held at 10:50 a.m. (or immediately after the annual general meeting of the Company to be convened and held on the same date and at the same place) on Friday, 28 May 2010 at 17/F EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China, for the purpose of considering and, if thought fit, approving (with or without amendments) the following special resolutions:

“THAT:

the validity period of all relevant resolutions relating to the Main Board Migration (as defined in the Circular) in the same structure and manner and in essentially identical terms as those considered and passed at the extraordinary general meeting (“**2007 EGM**”) and the class shareholders meetings of the Company for each of the holders of H shares and holders of domestic shares of the Company (“**2007 CSMs**”) held on 26 February 2007 and the authorization of the board of directors of the Company (the “**Board**”) to make the final decision, do all acts and sign all such agreements and/or documents as the Board deems necessary for completing the Main Board Migration be extended for a further one year commencing from the date of the passing of this special resolution be and are hereby considered and approved.” *(Note 1)*

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

Shenzhen, the PRC, 12 April 2010

Notes:

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the proposed Main Board Migration and the proposed Migration Articles Amendments (as defined in the circular of the Company dated 12 April 2010 (the “**Circular**”)) were considered and approved. The Board was authorized by way of the Company's shareholders' resolutions (the “**Main Board Migration Resolution**”) to make all decisions in

* *for identification purpose only*

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

relation to the Proposed Main Board Migration which was valid for one year from the date of the 2007 EGM and 2007 CSMs. At the annual general meeting and class meetings of the Company held on 30 May 2007, approval for the refreshment of the validity period of the Main Board Migration Resolution was granted by the Shareholders for one year from the date thereof. Please refer to the Circular for the details of the further extensions of the validity period of the Main Board Migration Resolution approved at the previous annual general meetings and class meetings of the Company. The Board resolved to seek approval from the shareholders of the Company to refresh the validity period of the Proposed Main Board Migration and the authorization of the Board to do all act as the Board sees fit for a further period of one year from the date of the passing of the special resolution.

2. The resolution(s) 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.
3. Any member entitled to attend and vote at the 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.
4. 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 office of 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, not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
5. Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The register of members of the Company will be closed from 28 April 2010 to 28 May 2010, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 27 April 2010 will be entitled to attend and vote at the meeting. 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 27 April 2010.
7. Shareholders entitled to attend the meeting 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 8 May 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.



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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of the Domestic Shares of EVOC Intelligent Technology Company Limited (the “**Company**”) will be convened and held at 11:10 a.m. (or immediately after the class meeting of the holders of H Shares of the Company to be convened and held on the same date and at the same place) on Friday, 28 May 2010 at 17/F EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China, for the purpose of considering and, if thought fit, approving (with or without amendments) the following special resolution:

“THAT

the validity period of all relevant resolutions relating to the Main Board Migration (as defined in the Circular) in the same structure and manner and in essentially identical terms as those considered and passed at the extraordinary general meeting and the class shareholders meetings of the Company for each of the holders of H shares and holders of domestic shares of the Company held on 26 February 2007 and the authorization of the board of directors of the Company (the “**Board**”) to make the final decision, do all acts and sign all such agreements and/or documents as the Board deems necessary for completing the Main Board Migration be extended for a further one year commencing from the date of the passing of this special resolution be and are hereby considered and approved.” *(Note 1)*

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

Shenzhen, the PRC, 12 April 2010

Notes:

1. At the 2007 EGM and the 2007 CSMs, the resolutions in relation to the proposed Main Board Migration and the proposed Migration Articles Amendments (as defined in the circular of the Company dated 12 April 2010 (the “**Circular**”)) were considered and approved. The Board was authorized by way of the Company’s shareholders’ resolutions (the “**Main Board Migration Resolution**”) to make all decisions in

* *for identification purpose only*

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

relation to the Proposed Main Board Migration which was valid for one year from the date of the 2007 EGM and 2007 CSMs. At the annual general meeting and class meetings of the Company held on 30 May 2007, approval for the refreshment of the validity period of the Main Board Migration Resolution was granted by the Company's shareholders for one year from the date thereof. Please refer to the Circular for the details of the further extensions of the validity period of the Main Board Migration Resolution approved at the previous annual general meetings and class meetings of the Company. The Board resolved to seek approval from the shareholders of the Company to refresh the validity period of the Proposed Main Board Migration and the authorization of the Board to do all act as the Board sees fit for a further period of one year from the date of the passing of the special resolution.

2. The resolution(s) 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
3. Any member entitled to attend and vote at the 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.
4. 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 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China, not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
5. Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The register of members of the Company will be closed from 28 April 2010 to 28 May 2010, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 27 April 2010 will be entitled to attend and vote at the meeting. 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 27 April 2010.
7. Shareholders entitled to attend the class meeting are requested to deliver the reply slip for attendance to at the Company's principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Avenue, Nanshan District, Shenzhen, the PRC, by hand, by post or by fax (the Company's fax no.: 86-755-86255995) on or before 8 May 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.