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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 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 Gaoxinzongsi 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 relation to the Proposed Main Board Migration which was valid for one year from the date of the 2007 EGM and 2007

\* *for identification purpose only*

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.*

*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.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page, for at least 7 days from the date of its posting.*

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