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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 on GEM: 8285)

(Stock Code on Main Board: 2308)

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

Reference is made to the announcement issued by the Company dated 10 February 2010 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing.

The Board is pleased to announce that the approval for the Transfer of Listing has been granted by the CSRC on 4 June 2010, and the approval in principle for the Transfer of Listing has also been granted by the Stock Exchange on 2 July 2010. The last day of dealings in the H Shares on GEM (stock code: 8285) will be 9 July 2010. It is expected that dealings in the H Shares on the Main Board of the Stock Exchange (stock code: 2308) will commence at 9:30 a.m. on 12 July 2010.

All pre-conditions for the Transfer of Listing as set out in the Listing Rules have been fulfilled in relation to the Company and its H Shares.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes. No change is proposed to be made to the share certificate, the board lot size which is 4,000 H Shares each, the trading currency of the H Shares which is Hong Kong dollars, and the H Share registrar of the Company in Hong Kong which is Tricor Abacus Limited.

Reference is made to the announcement issued by the Company dated 23 December 2009 in relation to the application made to the CSRC for the Transfer of Listing, and the announcement issued by the Company dated 10 February 2010 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing pursuant to Chapter 9A of the Listing Rules.

TRANSFER OF LISTING

An application was made by the Company to the Stock Exchange for the listing of, and permission to deal in, 308,352,000 H Shares in issue on the Main Board by way of the Transfer of Listing.

The Board is pleased to announce that the approval for the Transfer of Listing has been granted by the CSRC on 4 June 2010, and the approval in principle for the Transfer of Listing has also been granted by the Stock Exchange on 2 July 2010. The last day of dealings in the H Shares on GEM (stock code: 8285) will be 9 July 2010. It is expected that dealings in the H Shares on the Main Board of the Stock Exchange (stock code: 2308) will commence at 9:30 a.m. on 12 July 2010.

All pre-conditions for the Transfer of Listing as set out in the Listing Rules have been fulfilled in relation to the Company and its H Shares.

REASONS FOR 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. The Transfer of Listing will not involve issue of any new Shares by the Company.

DEALINGS IN THE SHARES ON THE MAIN BOARD

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 10 October 2003, the date on which the H Shares were first listed on GEM. Subject to continued compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the H Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes. No change is proposed to be made to the share certificate, the board lot size which is 4,000 H Shares each, the trading currency of the H Shares which is Hong Kong dollars, and the share registrar of the Company in Hong Kong which is Tricor Abacus Limited.

COMPETING INTERESTS

As at the date of this announcement, none of the Directors, management Shareholders, controlling Shareholders nor their respective associates has any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group pursuant to Rule 9A.09(10) of the Listing Rules.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for viewing on the websites of the Company at <http://www.evoc.cn> and the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the articles of association of the Company;
- (b) the first quarterly report of the Company for the three months ended 31 March 2010;
- (c) the annual report of the Company for the financial year ended 31 December 2009;
- (d) the interim report of the Company for the six months ended 30 June 2009;
- (e) the circular of the Company dated 5 January 2009 in respect of the proposed new specific mandate to issue new H Shares;
- (f) the supplementary circular of the Company dated 29 January 2009 in respect of the reasons for the possible placing;
- (g) the circular of the Company dated 9 April 2009 for approving general mandate to issue Shares, the extension of the validity period of the Main Board Migration Resolution (as defined in that circular) and the proposed issue of medium term notes in the PRC;
- (h) the circular of the Company dated 24 August 2009 in respect of the proposed amendment to the articles of association, election and appointment of Directors and election and appointment of supervisors;
- (i) the circular of the Company dated 4 November 2009 in respect of the proposed amendment to the articles of association;
- (j) the circular of the Company dated 12 April 2010 for approving the extension of the validity period of the Main Board Migration Resolution (as defined in that circular), redesignation and appointments of supervisors and proposed amendments to the articles of association; and
- (k) a copy of each of the announcements and other corporate communications made by the Company as required under GEM Listing Rules and the Listing Rules.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS

The Company discloses below the biographical information of each current director and supervisor of the Company:

Executive Directors

Mr. Chen Zhi Lie, aged 46, has been the Chairman and an executive director of the Group since 22 December 1993 (date of establishment of the Company). He is the founder of the Company and is responsible for the overall strategy and planning for the business of the Company. Mr. Chen graduated with a bachelor degree of engineering in computer application from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He also obtained a master degree in computer science and computer engineering from the department of engineering in Northwestern Polytechnical University (西北工業大學) in 1990. Mr. Chen has over 21 years of experience in computer and automation of control systems. In February 2003, Mr. Chen was awarded the prize of Guangdong Province

Outstanding Entrepreneur of Domestic-owned Enterprises (廣東省優秀民營企業家) by Guangdong Province Government (廣東省人民政府). Mr. Chen was accredited as “Manager of Edges in Comprehensive Quality Control (全面質量管理優勢管理者)” by Quality Association of Shenzhen (深圳市質量協會) and as “Excellent Small Medium Enterprise of Shenzhen (深圳市優秀中小企業家)” by Association for Small Medium Enterprises of Shenzhen (深圳市中小企業協會) in 2004. In 2005, Mr. Chen was elected as a Member of the Executive Committee of the Fourth Chinese People’s Political Consultative Conference of Shenzhen (深圳市第四屆政協常委). In 2007, Mr. Chen was elected as a member of Guangdong Political Consultative Conference (廣東省政協委員). In 2008, Mr. Chen was accredited as 2007 CCTV’s Man of the Year in Chinese Economics (中國經濟年度人物) and awarded the prize of Innovation (年度創新獎) of the Year.

Mr. Chen does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, Shenzhen EVOC Hi-Tech Holding Group Company Limited (formally known as Shenzhen Yanxiang Wangke Industry Co., Ltd.) (“**Shenzhen Hi-Tech**”), a company which is owned as to 70% by Mr. Chen, is holding 878,552,400 Domestic Shares (representing 71.25% of the total issued share capital of the Company). As such, Mr. Chen is deemed to be interested in all the 878,552,400 Domestic Shares held by Shenzhen Hi-Tech under Part XV of the SFO.

The term of office of Mr. Chen as a Director is 3 years commencing from 10 October 2009. His annual salary is RMB80,000 and shall not be subject to more than 20% increase over the annual salary of the preceding year. Mr. Chen is also entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year.

Mr. Tso Cheng Shun, aged 81, the Vice Chairman and an executive director of the Group. Mr. Tso graduated from Nan Tong Institute (南通學院) in the PRC in 1950 and obtained a certificate in engineering in textile. Mr. Tso joined the Company on 1 June 1995 as an executive director and is responsible for corporate planning of the Company. He is also responsible for developing business strategy, preparing annual financial budget and monitoring financial status of the Group.

Mr. Tso does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Tso as a Director is 3 years commencing from 10 October 2009. His annual salary is RMB20,000.

Mr. Zhu Jun, aged 48, is an executive director, a member of remuneration and review committee, the compliance officer, the chief engineer and the head of R&D department of the Group. Mr. Zhu graduated from Zhejiang Radio & TV University in 1982 and obtained a Certificate in Electronics. He joined the Company on 7 October 1995 and is responsible for monitoring the R&D center of the Company. Mr. Zhu obtained the designation of Senior Programmer from China Computer Application Software Practitioner Examination Committee (中國計算機應用軟件人員水平考試委員會) in 1990. He has extensive research and development experience in computer engineering and integration of control systems. He is responsible for managing overall R&D strategy and operations of the Company. In 2000, Mr. Zhu was awarded Shenzhen Municipal Science and Technological Advancement First Class

Prize (深圳市科技進步一等獎) and Guangdong Province Technological Progress Second Runner-up Prize (廣東省科技進步三等獎). In 2003, Mr. Zhu was awarded Shenzhen Province Technological Progress First Class Prize (深圳市科技進步一等獎).

Mr. Zhu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Zhu as a Director is 3 years commencing from 10 October 2009. His annual salary is RMB80,000 and shall not be subject to more than 10% increase over the annual salary of the preceding year. Mr. Zhu is entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year.

Independent Non-executive Directors

Mr. Ling Chun Kwok, aged 49, joined the Company as an independent non-executive Director and a member of audit committee of the Company on 3 June 2010. Mr. Ling graduated from the University of Hong Kong with a bachelor degree of Accounting in 2006. He is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants. Mr. Ling has over 20 years of experience in auditing, financial management and corporate finance in Hong Kong and in the People's Republic of China. Before joining the Company, he worked as the financial controller and company secretary in China Eco-Farming Ltd. (formerly known as Linefan Technology Holdings Limited) (stock code: 8166) and China Metal Resources Holdings Ltd. (stock code: 8071), which are both listed companies on Stock Exchange. He is currently working as a senior consultant in Wangrise Consultants Limited.

Mr. Ling does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Ling as a Director is from 3 June 2010 to the date of the Company's 2011 annual general meeting, and he will be eligible for re-election by the Shareholders at the Company's 2011 annual general meeting. His annual salary is RMB20,000 per annum. His annual salary will be adjusted to RMB30,000 per annum if he has been re-elected by the Shareholders at the 2011 annual general meeting.

Ms. Dai Lin Ying, aged 47, joined the Company as an independent non-executive Director on 10 October 2009. She graduated from Heilongjiang Business School (黑龍江商學院) in 1985 with a bachelor degree in Economics, and obtained her EMBA degree from China Europe International Business School (中歐國際工商學院) in 2006. Ms. Dai possesses more than 17 years of experience in strategic planning and corporate management. Ms. Dai joined Shenzhen China Resources Supermarket Company in 1991 as manager of its procurement department. Subsequently, she took up the position of deputy general manager in the Mainland and Hong Kong divisions of China Resources Vanguard Company Limited. She is currently general manager of the Olé Lifestyle Center of China Resources Vanguard Company Limited.

Ms. Dai does not have any relationship with any other Directors, senior management, or substantial or controlling Shareholders. As at the date of this announcement, she is interested in 632,000 H Shares (representing approximately 0.051% of the total issued share capital of the Company). The term of office of Ms. Dai as a Director is 3 years commencing from 9 October 2009. The remuneration of Ms. Dai is RMB12,000 per annum.

Mr. Wang Zhao Hui, aged 42, joined the Company as an independent non-executive Director on 10 October 2009. He graduated from Chongqing University in 1989 in Precise Electrical Measurement in the Department of Electrical Engineering, and obtained his EMBA degree from China Europe International Business School (中歐國際工商學院) in 2006. Mr. Wang possesses more than 15 years of experience in marketing and corporate management. He had held positions of sales manager and general manager in various companies in Shenzhen, the PRC. He is currently an executive director and general manager of Shenzhen HYP Industries Limited.

Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Wang as a Director is 3 years commencing from 9 October 2009. The remuneration of Mr. Wang is RMB12,000 per annum.

Mr. An Jian, aged 42, joined the Company as an independent non-executive Director on 10 October 2009. He graduated from Shanghai East China University of Political Science and Law (上海華東政法學院) in 1990 with a bachelor degree in Law, and obtained a master degree in Law from Wuhan Zhongnan University of Economics and Law (武漢市中南政法學院) in 1993. Mr. An possesses more than 16 years of experience in practising PRC law. He has worked in the legal system division of Shenzhen Public Security Bureau (深圳市公安法制處) in 1993, and is currently a senior partner of De Heng Law Offices.

Mr. An does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. An is 3 years commencing from 9 October 2009. The remuneration of Mr. An is RMB12,000 per annum.

SUPERVISORS

Ms. Pu Jing, aged 44, joined the Company as a Shareholders' representative Supervisor on 9 December 2000. She is the chairperson 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. Since 28 May 2010, Ms. Pu Jing's position has been redesignated to a staff representative Supervisor.

Ms. Pu does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. As at the date of this announcement, she does not have any interests in Shares within the meaning of Part XV of the SFO. The term of Ms. Pu's office as a staff representative Supervisor is 3 years commencing from 28 May 2010. Her annual salary is RMB20,000.

Mr. Zhan Guo Nian, aged 38, joined the Company for management and administration work in March 2001 and was appointed by the Company as a Supervisor on 10 October 2006. He is a member of the supervisory committee of the Company. Mr. Zhan graduated from Chengdu Geological College (中國成都地質學院) in the PRC with a bachelor degree in engineering in 1991. He has over 17 years of experience in management and administration.

Mr. Zhan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Zhan as a Supervisor is 3 years commencing from 10 October 2009. His annual salary is RMB20,000.

Mr. Zhang Zheng An, aged 33, joined the Company as a Supervisor on 10 October 2006. He is a member of the supervisory committee of the Company. He was graduated from Hu Nan Province Yi Yang No.3 high school (湖南省益陽縣第三中學) in 1994. Mr. Zhang has over 11 years of experience in management and administration and had been appointed by the Company as a Supervisor in October 2006.

Mr. Zhang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, Shenzhen Haoxuntong Industry Co., Ltd. (“**Shenzhen Haoxuntong**”), a company owned as to 40% by Mr. Zhang, is holding 46,239,600 Domestic Shares (which represents 3.75% of the total issued share capital of the Company). As such, Mr. Zhang is deemed to be interested in the Domestic Shares held by Shenzhen Haoxuntong pursuant to Part XV of the SFO. The term of office of Mr. Zhang as a Supervisor is 3 years commencing from 10 October 2009. His annual salary is RMB20,000.

Mr. Wen Bing, aged 48, joined the Company 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 ceased to hold such directorship since 9 October 2009. He was appointed as a Supervisor of the Company on 28 May 2010. 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 ETechsoft 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).

Mr. Wen does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of Mr. Wen’s office as an independent Supervisor (external) is 3 years commencing from 28 May 2010. His annual salary is RMB12,000.

Mr. Dong Lixin, aged 50, joined the Company as an independent non-executive Director on 9 October 2003 and ceased to hold such directorship since 9 October 2009. He was appointed as a Supervisor of the Company on 28 May 2010. 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.

Mr. Dong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, he does not have any interests in Shares within the meaning of Part XV of the SFO. The term of office of Mr. Dong as an independent Supervisor (external) is 3 years commencing from 28 May 2010. His annual salary is RMB12,000.

Save as disclosed above, none of the Directors nor the Supervisors (i) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) has held any position with the Company or its subsidiaries; (iii) as at the date of this announcement, has any interest in Shares which required to be disclosed under Part XV of the SFO; and (iv) has any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no information relating to the Directors or the Supervisors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders in relation to their directorship/supervisorship.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the research, development, manufacture and distribution of APA products in the PRC. APA is a computer system built to allow users to adopt hardware and software applications to perform a dedicated function or a range of dedicated functions such as data processing, generating, interpreting and executing control signals, etc. and is embedded into a product, device or a larger system. APA products manufactured and distributed by the Group are widely applied in areas of tele-communication, industrial, military, electricity generation, video frequency control, transportation, Internet, commerce and finance, etc.

WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

Rule 8.12 of the Listing Rules provides that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. By virtue of Rule 19A.15 of the Listing Rules, the requirements under Rule 8.12 of the Listing Rules shall apply to the Company which is a PRC issuer (as defined in the Listing Rules) except as otherwise permitted by the Stock Exchange in its discretion.

Given that, inter alia, the Company is a joint stock limited company incorporated in the PRC, and the operations and business of the Group are substantially carried out in and managed in the PRC, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of Rule 8.12 and Rule 19A.15 of the Listing Rules on the conditions that the Company has the following arrangement in place:

1. Mr. Tso Cheng Shun, an executive Director, Mr. Tsui Chun Kuen and Mr. Chen Zhi Lie (an executive Director), both being the authorised representatives of the Company appointed pursuant to Rule 5.24 of the GEM Listing Rules, together with Mr. Ling Chun Kwok, an independent non-executive Director, will act as the Company's principal channel of communication with the Stock Exchange. Since Mr. Tso, Mr. Ling and Mr. Tsui are ordinarily residents of Hong Kong, they will be available to meet up with the

representatives of the Stock Exchange in Hong Kong on reasonable notice. Further, each of the existing authorised representatives of the Company, Mr. Chen and Mr. Tsui, will be readily contactable by telephone, facsimile and email and is authorised to communicate on behalf of the Company with the Stock Exchange. Mr. Tso has also been authorised to accept service of process and notices in Hong Kong on behalf of the Company;

2. both authorised representatives have means to contact all members of the Board (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the Directors for any matters. To enhance the communication between the Stock Exchange, the authorised representatives and the Directors, the Company has implemented a policy that (a) each executive Director will have to provide (and has already provided) their respective mobile phone numbers, office phone numbers, fax numbers and email addresses to the authorised representatives; (b) in the event that an executive Director expects to travel and be out of office, he will have to provide the phone number of the place of his accommodation to the authorised representatives; and (c) all the Directors will provide their mobile phone numbers, office phone numbers, fax numbers and email addresses to the Stock Exchange;
3. all of the directors of the Company who are not ordinarily residents in Hong Kong have confirmed that they possess valid travelling documents and they would be able to come to Hong Kong and meet up with the representatives of the Stock Exchange within reasonable period;
4. if the Company is required to appoint alternate authorised representatives, it will ensure that such alternates will be either ordinarily residents in Hong Kong or possess valid travelling documents in order to be able to meet with the Stock Exchange in Hong Kong on reasonable notice. Upon the appointment of any alternate authorised representatives, their mobile phone numbers, residential phone numbers, office phone numbers, fax numbers and email addresses will be provided to the Stock Exchange. The Company will also ensure that any authorised representatives and their alternates should only terminate their role after first notifying the Stock Exchange of the proposed termination with reasons, and the termination shall not be effective until the Company has appointed a replacement pursuant to Rule 3.06 of the Listing Rules; and
5. Mr. Tso, an ordinarily resident of Hong Kong, will have the mobile phone numbers, office phone numbers, fax numbers and email addresses of the Directors.

The reasons for application for the waiver are, inter alia, as follows:

1. the Group's headquarters is based in Shenzhen, the PRC;
2. the majority of the Group's senior management is ordinarily residents of the PRC and is located in the PRC;
3. the majority of the Directors are based in Shenzhen, which is located close to Hong Kong which allows easy-travelling of such directors between the two places;
4. the Group's business and operation are substantially carried out in the PRC;
5. the Company has already established a liaison office in Hong Kong at Unit No. 1014, 10th Floor, Star House, 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong. The Stock Exchange can from time to time contact the Company and its representatives via such office;

6. Mr. Tso, the vice chairman and executive director of the Group and Mr. Ling, an independent non-executive Director, both ordinarily residents of Hong Kong, will be a contact persons whom the Stock Exchange can contact in relation to matters and/or queries regarding the Company. In addition, the Company has appointed Mr. Tsui, an ordinarily resident in Hong Kong, as its chief financial controller, company secretary, qualified accountant and authorised representative, and he will be stationed at the liaison office in Hong Kong. Mr. Tso, Mr. Ling and Mr. Tsui will continue to monitor the affairs of the Company which may arise in Hong Kong from time to time, including communicating and/or meeting with the Stock Exchange for and on behalf of the Company on reasonable notice;
7. for the purposes of the management and operations of the Group, appointment of additional executive directors who are ordinarily residents of Hong Kong would not only increase the administrative expenses of the Group, but would also reduce the effectiveness and responsiveness of the Board in making decisions for the Group;
8. if additional executive Directors who are ordinarily residents in Hong Kong are to be appointed, as they will not be physically present in the PRC all the time, they will not be able to fully understand the daily operations of the core business of the Group or fully appreciate the circumstances surrounding or affecting the core business operations and development of the Group from time to time. As such, such executive Directors may not be able to exercise their decision in a fully informed basis, or make appropriate business decisions or judgments that are most beneficial to the operation and development of the Group; and
9. relocation of any of the remaining of the two existing executive Directors of the Company to Hong Kong will not be in the interests of the Company which operations are substantially managed and conducted in the PRC. Application for residency in Hong Kong requires time, and will be burdensome and costly for the Company.

Due to the above, it is considered that appointment of additional executive Directors who are ordinarily residents of Hong Kong to the Company is not beneficial to or appropriate for the Group. The Directors also believe that it would be practically difficult and commercially unfeasible for the Company to appoint a Hong Kong resident as an additional executive Director, or to relocate the Company's existing executive Directors who are resident in the PRC to Hong Kong merely for the purpose of complying with Rule 8.12 and Rule 19A.15 of the Listing Rules.

DEFINITIONS

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

“APA”	Advanced Process Automation
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	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
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	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\$
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“PRC”	People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap 571) of the Laws of Hong Kong

“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
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Transfer of Listing”	the proposed transfer of the listing of the H Shares from GEM to Main Board

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

Shenzhen, the PRC, 2 July 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. Ling Chun Kwok, 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 and the 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: (i) the information contained in this announcement 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 announcement misleading; (iii) 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