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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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 and reply slip 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 the transferee(s).

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This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of EVOC Intelligent Technology Company Limited, nor is this circular calculated to invite offers for any shares or other securities of EVOC Intelligent Technology Company Limited.

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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 with limited liability)*

**(Stock Code: 2308)**

**(1) RE-ELECTION OF DIRECTOR,  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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The notice dated 11 April 2011 convening the AGM to be held at 17/F EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 27 May 2011 at 10:30 a.m. is set out on pages 7 to 10 of this circular. Whether or not you intend to attend the meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the form of proxy 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 time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

Shareholders who intend to attend the AGM by person or by proxy, are requested to complete and return the enclosed reply slip 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 not later than 20 days before the date of the AGM in accordance with the Articles of Association.

\* *for identification purpose only*

11 April 2011

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## DEFINITIONS

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

“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, 27 May 2011 at 10:30 a.m.
“AGM Notice”	the notice dated 11 April 2011 convening the AGM as set out on pages 7 to 10 of this Circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“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, the H Shares of which are listed on Stock Exchange
“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
“H Shares”	the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on the GEM and subscribed for and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Major Shareholder”	研祥高科技控股集團有限公司 (EVOC Hi-Tech Holding Group Co., Ltd*), a limited Company incorporated in PRC, and the largest substantial shareholder of the Company
“PRC”	People’s Republic of China
“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

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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 with limited liability)*

**(Stock Code: 2308)**

*Executive Directors:*

Mr. Chen Zhi Lie (*Chairman*)  
Mr. Tso Cheng Shun  
Mr. Zhu Jun

*Independent Non-Executive Directors:*

Mr. Ling Chun Kwok  
Ms. Dai Lin Ying  
Mr. Wang Zhao Hui  
Mr. An Jian

*Registered Office and*

*Principal place of Business:*  
EVOC Technology Building  
No. 31 Gaoxinhongsi Avenue  
Nanshan District  
Shenzhen  
The People's Republic of China

*Liaison office in Hong Kong:*

Unit No. 1014  
10th Floor, Star House  
3 Salisbury Road  
Tsimshatsui  
Kowloon, Hong Kong

11 April 2011

*To the Shareholders*

Dear Sir or Madam,

**(i) RE-ELECTION OF DIRECTOR**  
**(ii) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(iii) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the re-election of director and the proposed amendment to the Articles of Association; and to seek your approval of the resolution, relating to these matters at the AGM to be held on Friday, 27 May 2011.

**2. RE-ELECTION OF DIRECTOR**

According to Article 10.02 of the Articles of Association, any person appointed as a Director by the Board to fill a casual vacancy shall hold office only until the next annual general meeting and shall then be eligible for re-election.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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Mr. Ling Chun Kwok was appointed as an Independent Non-Executive Director to fill causal vacancy by a resolution of the Board of the Company passed on 3 June 2010. Pursuant to Article 10.02 of the Articles of Association, Mr. Ling shall hold office until the AGM. Being eligible, he will offer himself for re-election and will retire and be re-elected at the AGM. At the AGM, a resolution will be proposed to re-elect Mr. Ling as an Independent Non-Executive Director of the Company. The biographical details of Mr. Ling are set out in the Appendix to this circular.

### 3. PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION

#### Scope of Operations

The existing Article 2.02 of the Articles of Association provides that:

“Articles 2.02                      The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The scope of operations of the Company includes: research, development and manufacture of computer hardware, communication and information system network technology products, new technical devices to support the communication network, digital intersect connection devices, automatic control system and ancillary devices, modern electronic devices, electronic specific devices, instruments, moulds, computer software development, after-sales maintenance service of the above products, imports and exports operation, sales of tax control electronic cash registers (ETAX) products, technology innovation and related technical services, production of tax electronic cash registers (ETAX) products (operated by branch companies), property management, property leasing, car park management, advertising business and ordinary cargo transportation.”

The principle activities of the Company comprise the research, development, manufacture and distribution of APA “Advanced Powers Automobile” products and it is the intention of the Company to widen its scope of business operations. To this end, the Board proposes that the provision of Article 2.02 of the Articles of Association be altered to enable the Company to further expand the scope of some of the operations specified therein by deleting the existing Article 2.02 in its entirety and substituting therefor the following:–

“Articles 2.02                      The scope of operations of the Company shall be based on the items approved by the company registration authorities.

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## LETTER FROM THE BOARD

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The scope of operations of the Company includes: research, development and manufacture of special design computer (production to be operated by branch and subsidiary institutions), automatic control system and ancillary devices, modern electronic devices, electronic specific devices, instruments, moulds, after-sales maintenance service of the above products, imports and exports operation, industrial investment, property management, advertising business operation (laws and administrative regulations require advertising operation to be subject to approval and registration and advertising business can be operated after processing of approval and registration), self-owned property leasing, car park management, advertising business and ordinary cargo transportation (with valid transportation operating permit but not includes dangerous products transportation).”

### **Change of name of a promoter of the Company**

The Major Shareholder who was originally known as “深圳市研祥旺客實業有限公司” (Shenzhen Yanxiang Wangke Industry Co., Ltd\*) has changed its name to “研祥高科技控股集團有限公司” (EVOC Hi-Tech Holding Group Co., Ltd\*) on 21 July 2010.

The Major Shareholder is one of the promoters of the Company and its original name is stated as a promoter in Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C of the Articles of Association. In order to ensure easy identification of the Major Shareholder as a promotor, the Board proposes that Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C of the Articles of Association be altered by adding immediately after the original name of the promoter “深圳市研祥旺客實業有限公司” wherever it appears in such Articles the description of its present name “(now known as 研祥高科技控股集團有限公司)”.

The Board confirms that there is nothing unusual about the Proposed Amendments to Articles of Association. Save as disclosed in this circular, all other provisions in the Articles of Association will remain unchanged. According to the Articles of Association and the relevant laws and regulations, the proposed Amendments to the Articles of Association shall be subject to the approval of the Shareholders by way of a special resolution at the AGM and shall be registered with the relevant authorities of the PRC in order to become effective.

\* *for identification purpose only*

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## LETTER FROM THE BOARD

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### 4. AGM

The AGM Notice is set out on pages 7 to 10 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the proposed re-election of director, and (ii) the proposed amendments to the Articles of Association.

The vote of the Shareholders at the AGM shall be taken by poll.

### 5. ACTION TO BE TAKEN

The form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, 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 Gaoxinzongsi 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 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you wish.

A reply slip for the purpose of informing the Company whether you will be attending (in person or in proxy) the AGM is also dispatched to you with this circular. Shareholders who intend to attend the AGM are requested to complete and send the reply slip to the liaison office of the Company in Hong Kong not later than 20 days before the date of the AGM 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 representing less than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such announcement has been published.

### 6. RECOMMENDATION

The Directors believe that the proposed re-election of director and the proposed Amendment to the Articles of Association set out in the AGM Notice is 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 relevant resolutions set out in the AGM Notice.

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

\* *for identification purpose only*

The biographical details of Mr. LING Chun Kwok are as follows:

Mr. Ling Chun Kwok, aged 49, is an independent non-executive director of the Company appointed on 3 June 2010 and is also the chairman of the audit committee of the Company. Mr. Ling was 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, 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 Limited (formerly known as Linefan Technology Holdings Limited) (Stock code: 8166) and Glory Future Group Limited (Stock Code: 8071), which are both listed companies on the Stock Exchange. He is currently working as a senior consultant in Wangrise Consultants Limited. Save as disclosed above, Mr. Ling has not held any directorship in other listed public companies in the last three years or any other positions with the Company or other members of the Group.

As at the last practicable date prior to the printing of this circular, Mr. Ling did not have any interest in the Shares of the Company within the meaning of Part XV of the Securities Futures Ordinance.

Mr. Ling does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the Articles of Association of the Company, as Mr. Ling was appointed to fill casual vacancy of the Board as an independent non-executive director of the Company until the date of the AGM, he will be subject to re-election by the shareholders of the Company at the AGM for another 3 years term of office. His remuneration is determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. His annual remuneration is RMB20,000 and will be adjusted to RMB30,000 upon his re-election as director at the AGM.

Save as disclosed above, Mr. Ling confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any of the requirements of Article 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 with limited liability)*  
**(Stock Code: 2308)**

### 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 on Friday, 27 May 2011 at 10:30 a.m. 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 2010;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2010;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2010;
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 2010;
5. To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors (the “**Board**”) to fix their remuneration; and
6. To re-elect Mr. Ling Chun Kwok, as an independent non-executive director, and to authorize the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Ling Chun Kwok 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*

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## NOTICE OF ANNUAL GENERAL MEETING

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### II. SPECIAL RESOLUTION

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

“**THAT:**

approval be and is hereby granted for the amendments of the Articles of Association of the Company in the following manner:

- (1) by deleting the existing Article 2.02 in its entirety and substituting therefor the following:–

“Articles 2.02                      The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The scope of operations of the Company includes: research, development and manufacture of special design computer (production to be operated by branch and subsidiary institutions), automatic control system and ancillary devices, modern electronic devices, electronic specific devices, instruments, moulds, after-sales maintenance service of the above products, imports and exports operation, industrial investment, property management, advertising business operation (laws and administrative regulations require advertising operation to be subject to approval and registration and advertising business can be operated after processing of approval and registration), self-owned property leasing, car park management, advertising business and ordinary cargo transportation (with valid transportation operating permit but not includes dangerous products transportation).”; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) by adding immediately after the original name of the promoter “深圳市研祥旺客實業有限公司” wherever it appears in Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C the description of its present name “(now known as 研祥高科技控股集團有限公司)”,

and THAT, subject to the approval of the relevant authorities of the PRC (if necessary), 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 approval of the relevant authorities of the PRC or 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, 11 April 2011

### Notes:

1. 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.
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. 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 (in case of the proxy forms of holders of Domestic Shares) or at 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 form of holder of H shares), not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of identity when attending the meeting.
5. The register of members of the Company will be closed from 27 April 2011 to 27 May 2011, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on 27 April 2011 will be entitled to attend and vote at the meeting. All transfers accompanied

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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by the relevant share certificates must be lodged with Company's H share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 April 2011.

6. 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 7 May 2011.

*As at the date of this notice, 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.*