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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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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) PROPOSED ELECTION OF DIRECTORS,
(2) PROPOSED ELECTION OF SUPERVISORS,
(3) PROPOSAL FOR REMUNERATION OF THE NEWLY
ELECTED DIRECTORS AND SUPERVISORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

The notice dated 12 April 2012 convening the AGM to be held at 17/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Tuesday, 29 May 2012 at 10:30 a.m. is set out on pages 14 to 16 of this circular. Whether or not you intend to attend the meeting, you are advised to read the notice and 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 Gaoxinhongsi Road, Nanshan District, Shenzhen, 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*

12 April 2012

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DEFINITIONS

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 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Tuesday, 29 May 2012 at 10:30 a.m.
“AGM Notice”	the notice dated 12 April 2012 convening the AGM as set out on pages 14 to 16 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 with limited liability, 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 Main Board and subscribed for and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

* For identification purpose only

DEFINITIONS

“Supervisors” members of the supervisory committee of the Company, including supervisor as representative of Shareholders, independent supervisors and supervisor as representative of Company’s staff



研祥智能科技股份有限公司
EVOG 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:
20/F., EVOG Technology Building
No. 31 Gaoxinhongsi Avenue
Nanshan District
Shenzhen
People's Republic of China

Liaison office in Hong Kong:

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

12 April 2012

To the Shareholders

Dear Sir or Madam,

**(i) PROPOSED ELECTION OF DIRECTORS,
(ii) PROPOSED ELECTION OF SUPERVISORS,
(iii) PROPOSAL FOR REMUNERATION OF THE NEWLY
ELECTED DIRECTORS AND SUPERVISORS
AND
(iv) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the (i) proposed election of Directors (ii) proposed election of Supervisors and to seek your approval of the resolution, relating to these matters at the AGM to be held on Tuesday, 29 May 2012.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF DIRECTORS

The Board currently consists of seven Directors, including three executive Directors namely Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, and four independent non-executive Directors namely Mr. Ling Chun Kwok, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian.

In accordance with Article 10.02 of the Articles of Association, Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian will retire upon the expiry of their term of office on 9 October 2012 and, being eligible, have offered themselves for re-election at the AGM.

Resolutions will be proposed at the AGM to elect the Directors for a term of 3 years which is proposed to commence from the date of the AGM to the date of the annual general meeting of the Company for the year of 2015.

Details of Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian, that are required to be disclosed under the Listing Rules are set out in appendix I to this circular.

3. PROPOSED ELECTION OF SUPERVISORS

The supervisory committee of the Company currently consists of five Supervisors, namely Ms. Pu Jing (Supervisor as representative of the Company's staff and the chairman of the supervisory committee), Mr. Zhan Guo Nian (Supervisor as representative of the Company's staff), Mr. Wen Bing (independent Supervisor), Mr. Dong Lixin (independent Supervisor) and Mr. Zhang Zheng An (Supervisor as representative of the Shareholders).

In accordance with Articles 13.02 and 13.03 of the Articles of Association, Mr. Zhang Zheng An being Supervisor as representative of Shareholders, will retire upon the expiry of his term of office on 9 October 2012 and, being eligible, has offered himself for re-election.

A resolution will be proposed at the AGM to elect the Supervisor as representative of Shareholders for a term of 3 years which is proposed to commence from the date of the AGM to the date of the annual general meeting of the Company for the year of 2015.

Mr. Zhan Guo Nian, the Supervisor as representative of the Company's staff will retire upon the expiry of his term of office on 9 October 2012 and, being eligible, has offered himself for re-election on or before the AGM.

The Supervisor as representative of the Company's staff will be elected democratically by the Company's staff at a separate meeting to be held on or before the date of AGM for a term of 3 years which is proposed to commence from the date on which he is elected to the date in 2015 on which a separate meeting will be held by the Company's staff for democratic election of the Supervisor as representative of the Company's staff for the next term of office.

Details of the above Supervisors are set out in the appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSAL FOR REMUNERATION OF THE NEWLY ELECTED DIRECTORS AND SUPERVISORS

Resolutions will be proposed at the AGM to consider and approve the proposal for remuneration of the newly elected Directors and Supervisors and to authorize the Board to determine the remuneration of each of the Directors and Supervisors and to enter into service contract with each of the newly elected Directors and to enter into service contract with each of the newly elected Supervisor as representative of the Shareholders and Supervisor as representative of the Company's staff.

Details of proposal for remuneration of the Directors and Supervisors are set out in appendix II to this circular.

5. AGM

At the AGM, resolutions will be proposed in respect of ordinary business to be considered at the AGM including re-elections of Directors and Supervisors and approval of proposal for remuneration of newly elected Directors and Supervisors.

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

6. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are advised to read the notice and 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, 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

LETTER FROM THE BOARD

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.

7. RECOMMENDATION

The Directors believe that the proposed elections of Directors and Supervisors and approval of proposal for remuneration of the newly elected Directors and Supervisors set out in the AGM Notice is in the best interests of the Company and the 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

The following are the particulars of the Directors and Supervisors proposed to be elected at the AGM:

EXECUTIVE DIRECTORS

Mr. Chen Zhi Lie

Chen Zhi Lie (陳志列), aged 48, is the chairman, an executive Director and the Chairman of the nomination committee 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 24 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 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 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 and awarded the prize of Innovation of the Year. In 2010, Mr. Chen was elected as a Nation commissar of the Chinese People’s Political Consultative Conference (CPPCC).

As at the last practicable date prior to the printing of this circular, Mr. Chen does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Chen is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. His annual salary will be RMB150,000 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. For the year ended 31 December 2011, Mr. Chen received an annual salary of RMB114,000 and no bonus payment.

Save as disclosed above, Mr. Chan 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 rule 13.51(2) of the Listing Rules.

Mr. Tso Cheng Shun

Tso Cheng Shun (曹成生), aged 83, is the vice chairman and an executive Director of the Company. Mr. Tso graduated from Nan Tong Institute (南通學院) in the PRC and obtained a certificate in engineering in textile. He is responsible for corporate planning of the Company. Mr. Tso has been serving the Company since 1995. He is responsible for developing business strategy, preparing annual financial budget and monitoring financial status of the Group.

As at the last practicable date prior to the printing of this circular, Mr. Tso does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Tso is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. His annual salary will be RMB30,000. For the year ended 31 December 2011, Mr. Tso received an annual salary of RMB30,000.

Save as disclosed above, Mr. Tso 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 rule 13.51(2) of the Listing Rules.

Mr. Zhu Jun

Zhu Jun (朱軍), aged 50, is an executive Director, a compliance officer and a member of remuneration and review committee of the Company. He joined the Company in October 1995 and is responsible for monitoring the research and development 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 research and development 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.

As at the last practicable date prior to the printing of this circular, Mr. Zhu does not have any relationship with any other Directors, senior management of substantial or controlling shareholders of the Company. He does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The term of office of Mr. Zhu is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. His annual salary will be RMB150,000 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. For the year ended 31 December 2011, Mr. Zhu received an annual salary of RMB143,000 and no bonus payment.

Save as disclosed above, Mr. Zhu 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 rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Dai Lin Ying

Dai Lin Ying (戴琳瑛), aged 48, is an independent non-executive Director and a member of nomination committee of the Company. 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 in 2006. Ms. Dai possesses more than 19 years of experience in strategic planning and corporate management. Ms. Dai joined Shenzhen China Resources Supermarket Company Limited (深圳華潤超級市場有限公司) in 1991 as manager of its procurement department. Subsequently, she took up senior management positions 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.

As at the last practicable date prior to the printing of this circular, Ms. Dai is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Dai did not have any interest in the Shares within the meaning of Part XV of the Securities of Futures Ordinance.

The term of office of Ms. Dai is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015.. The proposed remuneration of Ms. Dai is RMB12,000 per annum.

Save as disclosed above, Ms. Dai confirmed that there are no other matters relating to her 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 rule 13.51(2) of the Listing Rules.

Mr. Wang Zhao Hui

Wang Zhao Hui (王昭輝), aged 43, is an independent non-executive Director, a member of audit committee, a member of nomination committee and the Chairman of remuneration and review committee of the Company. He graduated from Chongqing University (重慶大學) in 1989 in Precise Electrical Measurement (精密電測專科) in the Department of Electrical Engineering (電器工程系), and obtained his EMBA degree from China Europe International Business School in 2006. Mr. Wang possesses more than 17 years of

experience in marketing and corporate management. He is currently an executive director and a general manager of Shenzhen HYP Industries Limited (深圳市恆盈普泰實業有限公司).

As at the last practicable date prior to the printing of this circular, Mr. Wang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares within the meaning of Part XV of the Securities of Futures Ordinance.

The term of office of Mr. Wang is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. The proposed remuneration of Mr. Wang is RMB12,000 per annum.

Save as disclosed above, Mr. Wang 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 rule 13.51(2) of the Listing Rules.

Mr. An Jian

An Jian (安健), aged 43, is an independent non-executive Director, a member of audit committee and a member of remuneration and review committee of the Company. He graduated from Shanghai East China University of Political Science and Law (上海市華東政法學院) 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 18 years of experience in practicing PRC law. He has worked in the legal system division of Shenzhen Public Security Bureau (深圳市公安局法制處) in 1993, and is currently a senior partner of De Heng Law Offices (德恒律師事務所).

As at the last practicable date prior to the printing of this circular, Mr. An is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. An did not have any interest in the Shares within the meaning of Part XV of the Securities of Futures Ordinance.

The term of office of Mr. An is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. The proposed remuneration of Mr. An is RMB12,000 per annum.

Save as disclosed above, Mr. An 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 rule 13.51(2) of the Listing Rules.

SUPERVISORS**Mr. Zhan Guo Nian**

Zhan Guo Nian (詹國年), aged 41, is a Supervisor as representative of Company's Staff 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 20 years of experience in management and administration. Mr. Zhan joined the Company for management and administration work in March 2001.

As at the last practicable date prior to the printing of this circular, Mr. Zhan is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhan did not have any interest in the Shares within the meaning of Part XV of the Securities of Futures Ordinance.

The term of office of Mr. Zhan is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. His annual salary will be RMB20,000. For the year ended 31 December 2011, he received an annual salary of RMB20,000.

Save as disclosed above, Mr. Zhan 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 rule 13.51(2) of the Listing Rules.

Mr. Zhang Zheng An

Zhang Zheng An (張正安), aged 36, is a Supervisor as representative of the Shareholders of the Company. Mr. Zhang was graduated from high school. He is a shareholder of Shenzhen Haoxuntong Industry Company Limited and has over 15 years of experience in management and administration.

As at the last practicable date prior to the printing of this circular, Mr. Zhang is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the Securities of Futures Ordinance.

The term of office of Mr. Zhang is 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015. His annual salary will be RMB20,000. For the year ended 31 December 2011, he received an annual salary of RMB20,000.

Save as disclosed above, Mr. Zhang 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 rule 13.51(2) of the Listing Rules.

It is expected that each of the newly elected Director and Supervisor will enter into a service contract for a term of 3 years upon their appointments. For the sake of the Company's further development plan and results growth of revenues, the Company suggests the remuneration proposal as follows:

The total annual remuneration for the newly elected Directors and Supervisors throughout their entire term of service is expected not to exceed RMB2,000,000 per annum (in which: the total annual remuneration before tax for the executive Directors is RMB750,000, the total annual remuneration before tax for the independent non-executive Directors is RMB200,000, the total annual remuneration before tax for Supervisor as representative of shareholders and Supervisor as representative of the Company' staff is RMB120,000, which is determined with reference to the duties and responsibilities of the Directors and Supervisors with the Company and the Company's remuneration policy, and is subject to the approval at the AGM.



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 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Tuesday, 29 May 2012 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 for the year ended 31 December 2011;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2011;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2011;
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 2011;
5. To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors (the “**Board**”) to fix their remuneration;
6. To elect directors of the Company (the “**Directors**”) for a period of 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015;
7. To elect Supervisors as representative of the shareholders (the “**Shareholders**”) for a period of 3 years which is proposed to commence from the date of the AGM until the date of the annual general meeting of the Company for the year of 2015;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the proposal for remuneration of the newly elected Directors and supervisors (the “**Supervisors**”) and authorize the Board to fix the remuneration of each of the newly elected Directors and Supervisors.
9. To authorize the Board to enter into, for and on behalf of the Company, a service contract with each of the newly elected Directors upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;
10. To authorize the Board to enter into, for and on behalf of the Company, a service contract with each of the newly elected Supervisors as representative of the Shareholders and Supervisor as representative of the Company’s staff upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters.

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

Shenzhen, the PRC, 12 April 2012.

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 Gaoxinzongsi Road, Nanshan District, Shenzhen, 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. For the purpose of ascertaining Shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 29 April 2012 to 29 May 2012, both days inclusive, during which period no transfer of shares will be

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NOTICE OF ANNUAL GENERAL MEETING

effected. Shareholders whose names appear on the register of members of the Company on 29 April 2012 will be entitled to attend and vote at the meeting. In order to be eligible to attend and vote at the AGM, all transfers relating to H Shares 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 2012.

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 4:00 p.m. 9 May 2012.

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.