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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 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;
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 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 announcement, the Board comprises three executive directors, namely Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and 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.

* *For identification purpose only*