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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) GENERAL MANDATE TO ISSUE SHARES;**
(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;
(3) PROPOSED RETIREMENT, RESIGNATION
AND APPOINTMENT OF DIRECTORS;
(4) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISOR;
(5) PROPOSED DECLARATION OF FINAL DIVIDEND;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

The notice dated 13 April 2016 convening the AGM to be held at 20/F., EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Monday, 30 May 2016 at 10:30 a.m. is set out on pages 17 to 20 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 Gaoxinzongsi Road, Nanshan District, Shenzhen, People's Republic of China (for holders of Domestic Shares), or the office of the Company's H Share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 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 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. 1619, 16th 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*

13 April 2016

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Appendix I — Particulars of the proposed elected Directors and Supervisor	13
Appendix II — Particulars of Proposal for Remuneration of the Newly Elected Directors and Supervisor	16
Notice of Annual General Meeting	17

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 20/F., EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Monday, 30 May 2016 at 10:30 a.m.
“AGM Notice ”	the notice dated 13 April 2016 convening the AGM as set out on pages 17 to 20 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
“CSRC”	China Securities Regulatory Commission of the PRC
“Director(s)”	Director(s) 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
“Group”	the Company and its subsidiaries
“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\$
“HK\$” or “HKD”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Latest Practicable Date”	8 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China

DEFINITIONS

“Record Date”	means 10 June 2016, being the record date for the purpose of determining the entitlement of Shareholders to the proposed final dividend for the year ended 31 December 2015
“RMB”	Renminbi the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
“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
Mr. Wen Bing
Mr. Dong Li Xin
Mr. Zhang Da Ming

Registered Office and

Principal Place of Business:
20/F.,
EVOC Technology Building,
No. 31 Gaoxinhongsi Avenue,
Nanshan District,
Shenzhen,
People's Republic of China

Liaison office in Hong Kong:

Unit No. 1619,
16th Floor, Star House,
3 Salisbury Road,
Tsimshatsui,
Kowloon, Hong Kong

13 April 2016

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATE TO ISSUE SHARES;
(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS;
(3) PROPOSED RETIREMENT, RESIGNATION
AND APPOINTMENT OF DIRECTORS;
(4) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISOR;
(5) PROPOSED DECLARATION OF FINAL DIVIDEND;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Board had on 30 March 2016 announced its recommendation of a final dividend for the year ended 31 December 2015 of RMB0.015 (including tax) per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date, subject to the approval of the Shareholders at the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM for (i) granting general mandate to the Directors to issue shares and increase the registered capital of the Company; (ii) granting general mandate to the Directors to issue debt financing instruments; (iii) the re-election of the retiring Director; (iv) the election of Director; (v) the re-election and appointment of supervisor; and (vi) the proposed declaration of final dividend for the year ended 31 December 2015.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue additional H Shares and Domestic Shares, a special resolution will be proposed at the AGM to give an unconditional general mandate to the Directors during the Relevant Period (as defined in the accompanying notice of the AGM), to separately or concurrently, allot, issue, and deal with additional Domestic Shares and/or H Shares of the Company and to make or grant offers, agreements or options in respect thereof, with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of each of the existing Domestic Shares and H Shares of the Company in issue as at the date of the relevant resolution to be proposed and passed at the AGM (the “**Share Issue Mandate**”). The Share Issue Mandate will lapse at the conclusion of the Relevant Period. The Company shall obtain the approval of the CSRC and other relevant authorities for any issue of new shares under the Share Issue Mandate.

The special resolution will also be proposed to give a conditional general mandate to the Directors to increase the registered capital of the Company to reflect the issuance of shares authorised under the Share Issue Mandate, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.

GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

1. Background

In order to meet the demand of the operation of the Company, adjust its debt structure, replenish its working capital and lower its financing costs, the Board has resolved to obtain a general mandate to issue debt financing instruments (the “**Debt Financing Instrument Issue Mandate**”), which shall be subject to the Shareholders’ approval by way of special resolution at the AGM.

2. Particulars of Debt Financing Instruments

- (i) Issuer: the Company and/or its wholly-owned or controlled subsidiary
- (ii) Placing arrangement: no preferential placement to the Shareholders

LETTER FROM THE BOARD

- (iii) Issue size: the amount or total balance of the Debt Financing Instruments outstanding will fall within the requirements under relevant laws and regulations as well as those specified by regulatory authorities
- (iv) Term and type: not more than 15 years for one single-term instrument or a portfolio of instruments with various terms
- (v) Use of proceeds: the proceeds to be raised from the issuance are intended to be used towards meeting the demand of the Company's operations, adjusting its debt structure, replenishing its working capital and/or funding its capital investments, among others
- (vi) Term of validity of the resolution: from the date of the passing of the resolution at the AGM to the date of the annual general meeting of the Company for the year ending 31 December 2016

If the Board and/or its authorised person have resolved to issue the Debt Financing Instruments within the term of the Debt Financing Instrument Issue Mandate and the Company has obtained the approval, permission or registration for the issuance from the relevant regulatory authorities within the same period, the Company may complete the issuance within the validity period of such approval, permission or registration.

3. Authorisation to the Board

3.1 It is proposed to the Shareholders at the AGM to authorise the Board, generally and unconditionally, to deal with the followings in accordance with the specific needs of the Company and market conditions:

- (i) to determine the issuer, issue size, type, specific instruments, detailed terms, conditions and other matters relating to the issuance (including, but not limited to, the issue size, principle amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue place, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase or redemption terms, credit rating, guarantee, repayment term, specific fund-raising arrangements within the scope approved at a general meeting, detailed placing arrangements, underwriting arrangements and all other matters relating to the issuance);
- (ii) to carry out all necessary and ancillary actions and procedures (including, but not limited to, select and engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issuance on behalf of the Company, execute all necessary documents, select bonds trustee manager for the issuance, formulate rules for the bondholders' meeting and handle any other matters relating to the issuance and trading);

LETTER FROM THE BOARD

- (iii) to approve, confirm and ratify any action or procedure relating to the issuance as mentioned above already taken by the Company;
 - (iv) to make adjustments to the specific proposals for the issuance in accordance with the comments from the relevant regulatory authorities or the market conditions within the authority granted at a general meeting, in the case of any change in policies of regulatory bodies in relation to the issuance, or any change of market conditions, except where voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;
 - (v) to determine and handle all relevant matters relating to the listing of the Debt Financing Instruments upon the completion of the issuance, where applicable;
 - (vi) in the case of issuance of corporate bonds, to determine not to distribute dividends to the Shareholders to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or coupon interests of such bonds as they fall due; and
 - (vii) to approve, execute and dispatch any announcements or circulars relating to the issuance and make any related disclosure in accordance with the listing rules of the relevant jurisdictions where the shares of the Company are listed.
- 3.2 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisations set forth in items (i) to (vi) of paragraph 3.1 above to the president and/or the general accountant of the Company.
- 3.3 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisation set forth in item (vii) of paragraph 3.1 above to the secretary of the Company.

PROPOSED RETIREMENT, RESIGNATION AND APPOINTMENT 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, Mr. Wen Bing, Mr. Dong Li Xin and Mr. Zhang Da Ming.

Mr. Ling Chun Kwok (“**Mr. Ling**”) who has serviced the Company since 3 June 2010 will retire as an independent non-executive Director and chairman of audit committee with effect from 30 May 2016 after the AGM. As independent non-executive Directors may not serve consecutive terms exceeding six years pursuant to Article 10.02 of the Articles of Association, Mr. Ling will not be eligible for re-election as independent non-executive

LETTER FROM THE BOARD

Director upon his retirement. Therefore, Mr. Yu Tat Chi (“**Mr. Yu**”) will be proposed to be appointed as independent non-executive Director and chairman of audit committee to take the place of Mr. Ling with effect from the date of the AGM.

Further, Mr. Geng Wen Qiang (“**Mr. Geng**”) will be proposed to be appointed as an executive Director for a term of 3 years with effect from the date of the AGM.

Subject to the passing of the ordinary resolution approving Mr. Geng’s appointment as an executive Director, Mr. Zhu Jun (“**Mr. Zhu**”) will resign as executive Director with effect from the date of the AGM. Mr. Zhu has confirmed that he has no disagreement with the Board and there are no matter with his proposed resignation is requires to be brought to the attention of the Shareholders or the Stock Exchange. Further announcement regarding Mr. Zhu’s resignation will be made by the Company as and when appropriate in accordance with the Listing Rules.

Resolutions will be proposed at the AGM to elect Mr. Yu and Mr. Geng as independent non-executive Director and executive Director, respectively. Particulars of Mr. Yu and Mr. Geng are set out in Appendix I to this circular.

PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISOR

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. Ng Mun Hong (independent Supervisor), Ms. Kwok Ka Man (independent Supervisor), Mr. Zhan Guo Nian (Supervisor as representative of the Company’s staff) 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, Ms. Pu Jing, being the Supervisor as representative of the Company’s staff and the chairman of the supervisory committee will retire upon the expiry of her term of office on 30 May 2016 and, being eligible, will offer herself for re-election at the AGM.

Ms. Pu Jing, being 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 she is elected to the date of the annual general meeting of the Company for the year 2019 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 Supervisor are set out in appendix I to this circular.

LETTER FROM THE BOARD

PROPOSAL FOR REMUNERATION OF THE NEWLY ELECTED DIRECTORS AND SUPERVISOR

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

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

PROPOSED DECLARATION OF FINAL DIVIDEND

According to the 2015 annual results announcement of the Company dated 30 March 2016, the Board proposed the payment of final dividend for the year ended 31 December 2015 of RMB0.015 (including tax) per Share to the Shareholders whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date. For distribution of such dividend, dividend for Domestic Shares will be paid in RMB while dividend for H Shares will be paid in Hong Kong dollars by reference to the exchange rate, which is the average of the closing exchange rate for converting RMB to HKD as quoted by the People's Bank of China (中國人民銀行) for five working days preceding the day on which the final dividend is declared which is the date of the AGM when the resolution approving the payment of final dividend was passed by the Shareholders.

Subject to the approval of the Shareholders at the AGM, the payment of final dividend for the year ended 31 December 2015 aforesaid will be distributed and the final dividend cheques will be despatched to the Shareholders whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date. As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for the year ended 31 December 2015.

TAXATION

Non-resident Corporate Shareholders

Pursuant to the "PRC Corporate Income Tax Law" (《中華人民共和國企業所得稅法》), the "PRC Implementation Regulations of the Corporate Income Tax Law" (《中華人民共和國企業所得稅法實施條例》), the "Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)" ([Guo Shui Fa 2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》([國稅發2009] 124號)) and other relevant laws and regulations in respect of holders of H Shares which are non-resident enterprises, the Company shall withhold and pay the enterprise income tax in respect of the dividends to which they are entitled in accordance with the tax rate of 10%.

LETTER FROM THE BOARD

Non-resident Individual Shareholders

Pursuant to the regulation promulgated by the State General Administration of Taxation of the PRC (Guo Shui Han [2011] No. 348), the Company is required to withhold and pay the non-resident individual income tax for the non-resident individual H Shareholders and the non-resident individual H Shareholders are entitled to certain tax preferential treatments according to (a) the double tax treaties between (i) those countries where the non-resident individual H Shareholders are residents and (ii) China and (b) the provisions in respect of double tax treaties between China and Hong Kong or Macau. If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them with PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% with PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld (the “**Extra Amount**”) due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to the share register of the Company within the relevant timeline. The Company will assist with the tax refund after the approval of the competent tax authority. Should the H Shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% with PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the H Shareholders are residents of the countries which had an agreed tax rate of 20% with PRC, or which has not entered into any tax agreement with PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Final Dividend (after relevant deductions, if applicable) declared for payment to holders of H shares. The Final Dividend will be paid by the Receiving Agent on or before Monday, 18 July 2016. The cheques will be despatched to holders of H Shares by ordinary post at their own risk.

The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of the Company (the “**Registered Address**”) on 10 June 2016 and will withhold and pay the individual income tax based on the register of members of the Company as at 10 June 2016. If the country of domicile of the individual H Shareholder is not the same as the Registered Address, the individual H Shareholder shall notify the Company’s H Share registrar and provide relevant supporting documents to the Company’s H Share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on 3 June 2016 for registration. If the individual H Shareholders do not provide the relevant supporting documents to the share registrar of the

LETTER FROM THE BOARD

Company's H Shares within the said time period, the Company will determine the country of domicile of the individual H Shareholders based on the recorded Registered Address on 10 June 2016.

The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment such appropriate income tax and the final dividend will only be payable to the Shareholders whose names appear on the Company's H Share register of members on 10 June 2016 (Friday). The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination, of the status of the Shareholders or any disputes over the mechanism of withholding.

Mainland Investors

According to "The Notice Concerning the Tax Treatment for the Pilot Programme of Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) 《關於滬港股票市場交易互聯網互通機制試點有關稅收政策的通告》(財稅[2014] 81號)": for mainland investors receiving dividends from H shares investment through Shanghai-HongKong Stock Connect, the Company will withhold and pay income tax on behalf of individual investors and securities investment funds at a rate of 20%. The Company will not withhold or pay income tax for dividends on behalf of enterprise investors and such enterprise investors should declare and pay appropriate income tax by themselves.

BOOK CLOSURE PERIOD

Subject to the approval of the Shareholders at the AGM and for the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend for the year ended 31 December 2015, the register of members of the Company will be closed from Monday, 6 June 2016 to Friday, 10 June 2016, both dates inclusive, during which period no transfers of Shares will be effected. In order to be qualified for the payment of proposed final dividend for the year ended 31 December 2015, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares with the Company's H Share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 3 June 2016. All transfer of Domestic Shares together with the relevant share certificates must be delivered at the Company's registered office and principal place of business at 20/F., EVOG Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the PRC no later than 4:30 p.m. on Friday, 3 June 2016.

The final dividend is expected to be despatched on or before 18 July 2016.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM in accordance with the Articles of Associations and the Listing Rules. An announcement on the poll results will be made by the Company in accordance with the Listing Rules.

LETTER FROM THE BOARD

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 Gaoxinzhongsi 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 Level 22, Hopewell Centre, 183 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) in person 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.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and

LETTER FROM THE BOARD

- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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 Supervisor proposed to be elected at the AGM:

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Yu Tat Chi**

Yu Tat Chi (余達志) (“**Mr. Yu**”), aged 51, holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu has over 22 years of experience in finance, accounting and management. He has held senior management positions such as executive director, chief financial officer and company secretary in listed companies in Hong Kong. Mr. Yu was also a responsible officer in asset management, advising on securities and advising on corporate finance for a fund management company under the Securities and Futures Ordinance of Hong Kong. He is currently an independent non-executive director of Golden Resources Development International Limited (stock code: 0677).

As at the Latest Practicable Date prior to the printing of this circular, (i) Mr. Yu does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Yu is not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, other than the relationship arising from his proposed directorship with the Company. As at the Latest Practicable Date, Mr. Yu did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Yu 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 2019. His annual salary will be RMB30,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Yu confirmed that there are no other matters relating to his 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.

EXECUTIVE DIRECTOR**Mr. Geng Wenqiang**

Geng Wenqiang (耿穩強) (“**Mr. Geng**”), aged 60, is a professor-level senior engineer. He joined the Company in August 2007 and currently is the general manager of the Company’s production center. Mr. Geng graduated with master degree in automation from Xi’an University of Technology (西安科技大學) in 1983. Mr. Geng has over 32 years in computer and automation of control system. In 2012, Mr. Geng was elected as executive vice president of Shenzhen Computer Industry Association and the representative of

Shenzhen Nanshan National People's Congress. In July 2015, Mr. Geng was awarded Shenzhen Primary Computer Technology Contribution Award (深圳市一級計算機科技貢獻獎章).

As at the Latest Practicable Date, (i) Mr. Geng does not hold any other position in the Company or any of its subsidiaries or hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) Mr. Geng is and was not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, other than the relationship arising from his directorship with the Company. As at the Latest Practicable Date, Mr. Geng did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Geng is 3 years which is proposed to commence from the date of the AGM. His annual salary will be RMB130,000 and shall be subject to no more than 10% increase over the annual salary of the preceding year. Mr. Geng 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 2015, Mr. Geng received an annual salary of RMB122,000 and no bonus payment.

Save as disclosed above, Mr. Geng 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.

SUPERVISOR

Ms. Pu Jing

Pu Jing (濮靜) (“**Ms. Pu**”), aged 50, is a staff representative Supervisor and the Chairman 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 25 years of experience in industrial computer testing.

As at the Latest Practicable Date prior to the printing of this circular, (i) Ms. Pu does not hold any other position in the Company or any of its subsidiaries; and (ii) Ms. Pu is and was not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, other than the relationship arising from his directorship with the Company. As at the Latest Practicable Date, Ms. Pu did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Ms. Pu 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 2019. Her annual salary will be RMB12,000, which is determined by the Board with reference to her responsibilities and performance of duties to the Company. For the year ended 31 December 2015, Ms. Pu received an annual salary of RMB12,000.

Save as disclosed above, Ms. Pu 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.

It is expected that the newly elected Directors and Supervisor will enter into service contracts 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 general remuneration proposal as follows:

The total annual remuneration for the newly elected Directors and Supervisor 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 RMB1,000,000, the total annual remuneration before tax for the independent non-executive Director is RMB300,000 and the total annual remuneration before tax for Supervisor as representative of staff and chairman of the supervisory committee is RMB200,000), which is determined with reference to the duties and responsibilities of the Director and Supervisor 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 20/F., EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Monday, 30 May 2016 at 10:30 a.m. for the following purposes:

I. ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors (“**Directors**”) of the Company for the year ended 31 December 2015;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2015;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2015;
4. To consider and approve the making of appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2015;
5. To consider and approve the re-appointment of BDO Limited as auditors of the Company and to authorize the board of Directors (the “**Board**”) to fix their remuneration;
6. To consider and approve:
 - (a) the election of Mr. Yu Tat Chi (“**Mr. Yu**”) as an independent non-executive Director and Chairman of the audit committee of the Company 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 2019, the Chairman of the Board to sign the relevant service contract on behalf of the Company with Mr. Yu and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company; and

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the election of Mr. Geng Wen Qiang (“**Mr. Geng**”) as an executive Director for a term of 3 years which is proposed to commence from the date of the AGM, the Chairman of the Board to sign the relevant service contract on behalf of the Company with Mr. Geng and the Board to determine his remuneration with reference to the recommendation of the remuneration committee of the Company.
7. To authorize the Board to enter into, for and on behalf of the Company, a service contract with the newly elected Supervisor as representative of the Company’s staff and as chairman of the supervisory committee upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters; and
8. To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2015.

II. SPECIAL RESOLUTIONS

To consider and approve the following resolutions as special resolutions (items 9 to 10):

9. “**THAT**

- (a) the authorisation of the Board of the Company to allot, issue and deal with additional shares of the Company be and is hereby approved:
1. subject to paragraph (3) of this resolution, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (4) of this resolution) of all the powers of the Company to allot, issue and deal with additional Domestic Shares and/or H Shares of the Company (hereinafter referred to as “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 2. this approval shall authorise the Board of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 3. the amount of additional Domestic Shares and H Shares (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board of the Company pursuant to the approval in paragraph (1) of this resolution shall not exceed 20% of each of the Company’s existing Domestic Shares and H Shares (as the case may be) in issue at the date of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

4. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the 12 months period following the passing of this resolution; and
 - (iii) the revocation or variation of the authority given to the Board of the Company under this resolution by a special resolution of the Company’s shareholders in general meetings; and
- (b) the Board of the Company be and is hereby authorised to increase the registered capital of the Company to reflect the issue of Shares authorised under this resolution, and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.”

10. “**THAT** the Board of the Company be and is hereby authorised, generally and unconditionally, to issue, in one or multiple tranche(s), debt financing instruments within the permissible size under the applicable laws and regulations. Debt financing instruments include but are not limited to corporate bonds, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, domestic non-public targeted debt financing instruments, overseas non-public targeted debt financing instruments and overseas bonds/notes denominated in Renminbi or foreign currencies.”

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

Shenzhen, the PRC, 13 April 2016

* *For identification purpose only*

Notes:

- 1. Any member entitled to attend and vote at the AGM 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.

NOTICE OF ANNUAL GENERAL MEETING

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, 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 Level 22, Hopewell Centre, 183 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 Friday, 29 April 2016 to Monday, 30 May 2016, 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 Friday, 29 April 2016 will be entitled 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 Thursday, 28 April 2016.
6. Shareholders entitled to attend the AGM are requested to deliver the reply slip for attendance to the liaison office of the Company in Hong Kong at Unit No. 1619, 16th 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 2016.

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, Mr. Wen Bing, Mr. Dong Li Xin and Mr. Zhang Da Ming.