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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.

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

- (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 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 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 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.

** for identification purpose only*