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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of EVOC Intelligent Technology Company Limited (the “Company”) will be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the People’s Republic of China at 10:30 a.m. on 30 January 2013 for the purpose of considering and, if thought fit, approving (with or without amendments) the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the agreement dated 12 November 2012 entered into between the Company and 拉薩市風水隆投資發展有限公司 (Lhasa Feng Shui Long Investment Development Company Limited*) (“Feng Shui Long”) in relation to the acquisition of 49% equity interest in 無錫深港國際服務外包產業發展有限公司 (Wuxi SHIOC International Outsourcing Industry Development Company Limited*) at a consideration of RMB319,000,000 (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, the “Agreement”), as mentioned in the circular (the “Circular”) of the Company dated 11 December 2012 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved; and

- (b) the directors of the Company (the “Directors”) be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and all other matters incidental thereto.”

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

Shenzhen, the PRC
11 December 2012

Notes:

1. Any member entitled to attend and vote at the above 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. 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 H share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of members of the Company will be closed from 28 December 2012 to 30 January 2013, both days inclusive, during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:00 p.m. 27 December 2012 will be entitled to attend and vote at the EGM. All transfers 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 December 2012.
5. Shareholders entitled to attend the EGM 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 9 January 2013.

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Zhu Jun as executive directors; Mr. Ling Chun Kwok, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian as independent non-executive directors.

* *For identification purpose only*