
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of EVOC Intelligent Technology Company Limited, nor is this circular calculated to invite offers for any shares or other securities of EVOC Intelligent Technology Company Limited.



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 RE-ELECTION OF RETIRING DIRECTOR,
(2) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

The notice dated 11 April 2014 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 Friday, 30 May 2014 at 10:30 a.m. is set out on pages 11 to 13 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*

11 April 2014

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Appendix I — Particulars of the Proposed Re-elected Director	9
Appendix II — Particulars of Proposal for Remuneration of the Newly Re-elected Director	10
Notice of Annual General Meeting	11

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 Friday, 30 May 2014 at 10:30 a.m.
“AGM Notice ”	the notice dated 11 April 2014 convening the AGM as set out on pages 11 to 13 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\$
“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”	9 April 2014, 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
“Record Date”	means 11 June 2014, being the record date for the purpose of determining the entitlement of Shareholders to the proposed final dividend for the year ended 31 December 2013
“RMB”	Renminbi the lawful currency of the PRC

* *for identification purpose only*

DEFINITIONS

“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



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 Gaoxinzongsi 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

11 April 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTOR,
(2) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Board had on 31 March 2014 announced its recommendation of a final dividend for the year ended 31 December 2013 of RMB0.015 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 give you notice of the AGM and to provide you with information in respect of the resolutions to be proposed at the AGM for, among other things, (i) the proposed re-election of retiring Director; and (ii) the proposed declaration of final dividend for the year ended 31 December 2013.

PROPOSED RE-ELECTION OF RETIRING DIRECTOR

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. Ling Chun Kwok (“**Mr. Ling**”) will retire upon the expiry of his term of office on 26 May 2014 and, being eligible, has offered himself for re-election at AGM.

Resolution will be proposed at the AGM to elect Mr. Ling as an independent non-executive director of the Company for a term of 2 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 2016.

Particulars of Mr. Ling are set out in appendix I to this circular.

PROPOSAL FOR REMUNERATION OF THE NEWLY RE-ELECTED DIRECTOR

Resolutions will be proposed at the AGM to consider and approve the proposal for remuneration of Mr. Ling and to authorize the Board to determine the remuneration of Mr. Ling and to enter into service contract with him.

Particulars of the proposal for remuneration of Mr. Ling are set out in appendix II to this circular.

PROPOSED DECLARATION OF FINAL DIVIDEND

According to the 2013 annual results announcement of the Company dated 31 March 2014, the Board proposed the payment of final dividend for the year ended 31 December 2013 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.

Subject to the approval of the Shareholders at the AGM, the payment of final dividend for the year ended 31 December 2013 aforesaid will be distributed and the final dividend cheques will be dispatched 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

LETTER FROM THE BOARD

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 2013.

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%.

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. The Company would withhold and pay the individual income tax at the tax rate of 10% on behalf of the non-resident individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having double tax treaties with China for personal income tax rate in respect of dividend of 10%. For non-resident individual H Shareholders who are residents of those countries having agreements with China for personal income tax rate in respect of dividend of lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Nonresidents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)). For non-resident individual H Shareholders who are residents of those countries having double tax treaties with China for personal income tax rate in respect of dividend of higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed-upon effective tax rate.

For non-resident individual H Shareholders who are residents of those countries without any double tax treaties with China or having double tax treaties with China for personal income tax rate in respect of dividend of 20% and other situations, the Company would withhold the individual income tax at a tax rate of 20%.

LETTER FROM THE BOARD

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 11 June 2014 and will withhold and pay the individual income tax based on the register of members of the Company as at 11 June 2014. 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 5 June 2014, for registration. If the individual H Shareholders do not provide the relevant supporting documents to the share registrar of the 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 11 June 2014.

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 11 June 2014 (Wednesday). 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.

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 2013, the register of members of the Company will be closed from Friday, 6 June 2014 to Wednesday, 11 June 2014, 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 2013, 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 Thursday, 5 June 2014. 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, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC no later than 4:30 p.m. on Thursday, 5 June 2014.

The final dividend is expected to be despatched on or before 18 July 2014.

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 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 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 so 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 believe that the proposed re-election of Director, approval of proposal for remuneration of the newly re-elected Director and proposed declaration of final dividend for the year ended 31 December 2013 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.

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;

LETTER FROM THE BOARD

- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (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 Director proposed to be re-elected at the AGM:

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ling Chun Kwok

Mr. Ling Chun Kwok(凌鎮國), aged 52 an independent non-executive director and the Chairman of the audit committee of the group. Mr. Ling graduated from the University of Hong Kong with a bachelor degree of Accounting in 2006. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Ling has over 23 years of experience in auditing, financial management and corporate finance in Hong Kong and in the People's Republic of China. Before joining the Company, he worked as the financial controller and company secretary in China Eco-Farming Ltd. (formerly known as Linefan Technology Holdings Limited) (stock code: 8166) and China Metal Resources Holdings Ltd. (stock code: 8071), which are both listed companies on Stock Exchange. He is currently working as a senior consultant in Wangrise Consultants Limited. Save as disclosed above, Mr. Ling did not hold any directorship in other listed public companies in the last 3 years.

As at the last practicable date prior to the printing of this circular, (i) Mr. Ling does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Ling 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. Ling 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. Ling is 2 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 2016. 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. For the year ended 31 December 2013, Mr. Ling received an annual salary of RMB30,000.

Save as disclosed above, Mr. Ling 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 the newly re-elected Director will enter into a service contract for a term of 2 years upon his appointment. 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 re-elected Director throughout his entire term of service is expected not to exceed RMB30,000 per annum, which is determined with reference to the duties and responsibilities of the Directors with the Company and the Company's remuneration policy, and is subject to Shareholder's approval at the AGM.

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 30 May 2014 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 2013;
2. To consider and approve the report of the supervisory committee for the year ended 31 December 2013;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2013;
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 2013;
5. To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors (the “**Board**”) to fix their remunerations;
6. To re-elect retiring director of the Company, Mr. Ling Chun Kwok (“**Mr. Ling**”), as an independent non-executive director of the Company for a period of 2 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 2016;
7. To consider and approve the proposal for remuneration of Mr. Ling and authorize the Board to fix the remuneration of Mr. Ling;
8. To authorize the Board to enter into, for and on behalf of the Company, a service contract with Mr. Ling 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

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2013.

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

Shenzhen, the PRC, 11 April 2014

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 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 Wednesday, 30 April 2014 to Friday, 30 May 2014, 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 Wednesday, 30 April 2014 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 Tuesday, 29 April 2014.

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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. 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 2014.

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.