
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular, or as to the action to be taken, you should consult a 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 Limited**, you should at once hand this supplemental circular together with the enclosed second form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This supplemental 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 company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2308)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 11 APRIL 2014
AND
SUPPLEMENTAL NOTICE OF AGM

This supplemental circular should be read together with the circular of the Company in relation to, among other things, the AGM dated 11 April 2014.

A supplemental notice dated 15 May 2014 supplemental to the notice of AGM dated 11 April 2014 convening the AGM to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC on Friday, 30 May 2014 at 10:30 a.m., is set out on pages 11 to 14 of this supplemental circular.

Whether or not you intend to attend the AGM, you are advised to complete the second proxy form enclosed with this supplemental circular, in accordance with the instructions printed thereon and return the same 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 but in any event not less than 24 hours before the respective time fixed for holding the AGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

* *for identification purpose only*

15 May 2014

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DEFINITIONS

In this supplemental circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be convened and held at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the PRC on Friday, 30 May 2014 at 10:30 a.m.
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors of the Company
“Circular”	the circular issued by the Company to the Shareholders dated 11 April 2014
“Closing Time”	24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be)
“Company”	研祥智能科技股份有限公司 (EVOC Intelligent Technology Company Limited*), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on Stock Exchange
“Company Law”	the Company Law of the PRC
“Director(s)”	the 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
“Domestic Shareholders”	Holder(s) of the Domestic Shares
“First Form of Proxy”	the form of proxy accompanying the Circular
“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 of Stock Exchange and subscribed for and traded in HK\$
“H Shareholders”	Holder(s) of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice convening the AGM, as set out in the Circular

* *for identification purpose only*

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purposes of this supplemental circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Second Form of Proxy”	the form of proxy accompanying this supplemental circular
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“Supplemental Notice of AGM”	the supplemental notice supplemental to the notice of AGM dated 11 April 2014 convening the AGM, as set out on pages 11 to 14 of supplemental this supplemental circular



研祥智能科技股份有限公司
EVOG Intelligent Technology Company Limited*

(a joint stock 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 Gaoxinzhongsi 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

15 May 2014

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 11 APRIL 2014
AND
SUPPLEMENTAL NOTICE OF AGM**

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among other things, the details of the proposed re-election and appointment of Directors and the proposed declaration of final dividend.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with the information of additional resolutions to be proposed at the AGM relating to (1) the appointments of Mr. Wen Bing (“**Mr. Wen**”) and Mr. Dong Lixin (“**Mr. Dong**”), the independent supervisors of the Company, as independent non-executive Directors of the Company (2) the appointments of Mr. Ng Mun Hong (“**Mr. Ng**”) and Ms. Kwok Ka Man (“**Ms. Kwok**”) as independent supervisors of the Company at the AGM, and to provide Shareholders with the Supplemental Notice of AGM and the Second Form of Proxy. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

2. RESIGNATIONS AND APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND RESIGNATIONS OF INDEPENDENT SUPERVISORS

Resignations of Independent Non-Executive Directors

Reference is made to the Company’s poll result announcement dated 29 May 2012 in relation to the Company’s 2012 annual general meeting (“**2012 AGM**”). At the 2012 AGM held on 29 May 2012, Ms. Dai Lin Yin (“**Ms. Dai**”) and Mr. Wang Zhao Hui (“**Mr. Wang**”) were re-elected as independent non-executive Directors. The term of office of Ms. Dai and Mr. Wang were 3 years commencing from the date of the 2012 AGM until the date of the annual general meeting of the Company for the year of 2015.

The Board announces that:

- (1) Ms. Dai has tendered her resignation as an independent non-executive Director and a member of the nomination committee of the Company with effect from 30 May 2014 after the AGM due to her desire to devote more time to her other business commitments; and
- (2) Mr. Wang has tendered his resignation as an independent non-executive Director, a member of the audit committee, a member of nomination committee and the chairperson of the remuneration and review committee of the Company with effect from 30 May 2014 after the AGM.

Both of Ms. Dai and Mr. Wang have confirmed that they have no disagreement with the Board and the Company and there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with their resignation.

The Company wishes to express its appreciation for the contributions of Ms. Dai and Mr. Wang during their term of appointment.

LETTER FROM THE BOARD

Appointments of Independent Non-Executive Directors and Resignations of Independent Supervisors

In order to fill the vacancies resulting from the resignations of Ms. Dai and Mr. Wang, the Board proposes to:

1. appoint Mr. Wen Bing, an independent supervisor of the Company, as an independent non-executive Director and a member of the nomination committee of the Company with effect from passing of the ordinary resolutions approving the appointment thereof at the AGM; and
2. appoint Mr. Dong Lixin, an independent supervisor of the Company, as an independent non-executive Director, a member of the audit committee, a member of nomination committee and the chairperson of the remuneration and review committee of the Company with effect from passing of the ordinary resolutions approving the appointment thereof at the AGM.

Given that both of Mr. Wen and Mr. Dong are independent supervisors of the Company, the Board considers that Mr. Wen and Mr. Dong will continue to be independent after their appointment as independent non-executive Directors and they have satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules.

Should the appointments of Mr. Wen and Mr. Dong as the independent non-executive Directors (the “**Proposed Appointment of Directors**”) be approved by the Shareholders at the AGM, Mr. Wen and Mr. Dong will resign as the independent supervisors of the Company. Pursuant to the Articles and the Company Law, independent supervisors of the Company shall be elected and dismissed at the Company’s general meeting. As such, resolutions will be proposed at the AGM to approve the resignations of Mr. Wen and Mr. Dong as independent supervisors of the Company (the “**Proposed Resignation of Supervisors**”) with effect from the passing of the relevant ordinary resolutions approving the resignations thereof at the AGM.

(1) Mr. Wen Bing

Wen Bing (聞冰), aged 52, is an independent Supervisor of the Company. Mr. Wen obtained a bachelor degree in computer studies from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He has over 27 years of experience in computer engineering and had held various senior positions in state-owned enterprises and transnational corporation. He is currently an executive director and the general manager of ETechsoft Co., Ltd. (深圳市欣軼天科技有限公司) as well as the general manager and chief technical officer of Televoice China (Shenzhen) Limited (聲訊亞洲中國公司).

Mr. Wen did not hold any directorship in the past 3 years in any other listed companies. As at the last practicable date prior to the printing of this circular, Mr. Wen is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wen did not have any interest in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Subject to the approval of the resolutions at the AGM and in accordance with the Articles, it is proposed that the appointment of Mr. Wen as an independent non-executive Director will take effect from the conclusion of the AGM. The Company proposes to enter into a service contract with Mr. Wen for a term commencing from the date of the passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2017. Mr. Wen will receive an annual fee of RMB12,000. The proposed remuneration of Mr. Wen is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, that there are no other matters relating to Mr. Wen's appointment 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.

(2) Mr. Dong Lixin

Dong Lixin (董立新), aged 54, an independent Supervisor of the Company. Mr. Dong graduated from Tsinghua University (清華大學) in the PRC with a bachelor degree in automation in 1984 and he currently holds a managerial position in the engineering department in Shenzhen World Miniature Co. Ltd. in the PRC.

Mr. Dong did not hold any directorship in the past 3 years in any other listed companies. As at the last practicable date prior to the printing of this circular, Mr. Dong is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Dong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval of the resolutions at the AGM and in accordance with the Articles, it is proposed that the appointment of Mr. Dong as an independent non-executive Director will take effect from the conclusion of the AGM. The Company proposes to enter into a service contract with Mr. Dong for a term commencing from the date of passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2017. Mr. Dong will receive an annual fee of RMB12,000. The proposed remuneration of Mr. Dong is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Mr. Dong's appointment 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.

LETTER FROM THE BOARD

3. APPOINTMENT OF INDEPENDENT SUPERVISORS

In order to fill the vacancies in the post of 2 independent supervisors of the Company resulting from the Proposed Appointment of Directors and the Proposed Resignation of Supervisors, the Supervisory Committee proposes to appoint Mr. Ng Mun Hong as an independent supervisor of the Company and appoint Ms. Kwok Ka Man as an independent supervisor of the Company (“**Proposed Appointment of Supervisors**”).

Pursuant to the Articles and the Company Law, independent supervisors of the Company shall be elected and dismissed at the Company’s general meeting. As such, the appointments of Mr. Ng and Ms. Kwok will come into effect from passing of the relevant ordinary resolutions approving the appointments thereof at the AGM.

(1) Mr. Ng Mun Hong

Mr. Ng Mun Hong (吳滿康), aged 48. Mr. Ng obtained an Associateship in Textile Technology from Hong Kong Polytechnic in Hong Kong in 1992. He got Chartered and Associateship member qualification from The Textile Institute in U.K. in 1995. He is currently a director and project manager of Katz Limited in Hong Kong.

Subject to the approval of the resolutions at the AGM and in accordance with the Articles, Mr. Ng will enter into service contracts with the Company for a term commencing from the date of passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2017. Mr. Ng will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Mr. Ng did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Mr. Ng (i) does not have any relationship with the directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Hong Kong Ordinances); and (iii) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Mr. Ng’s appointment 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.

(2) Ms. Kwok Ka Man

Ms. Kwok Ka Man (郭家文) aged 44. Ms. Kwok was graduated from high school and has over 25 years of experience in management and administration.

LETTER FROM THE BOARD

Subject to the approval of the resolutions at the AGM and in accordance with the Articles, Ms. Kwok will enter into a service contract with the Company to serve as a Supervisor of the Company for a term of three years from the date of passing of the resolutions at the AGM until the date of the annual general meeting of the Company for the year of 2017. Ms. Kwok will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as her duties and responsibilities in the Company and the general market remuneration level.

Ms. Kwok did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Ms. Kwok (i) does not have any relationship with the directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Hong Kong Ordinance); and (iii) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Ms. Kwok's appointment 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.

4. SUPPLEMENTAL NOTICE OF AGM

As set out in the Circular, the AGM will be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC at 10:30 a.m. on Friday, 30 May 2014. Given that the Notice of AGM and the First Form of Proxy do not contain the proposed resolutions for the Proposed Appointment of Directors, the Proposed Resignation of Supervisors and the Proposed Appointment of Supervisors, the Supplemental Notice of AGM has been set out on pages 11 to 14 of this supplemental circular, and the Second Form of Proxy has been prepared and is enclosed with this supplemental circular. Both of the Supplemental Notice of AGM and the Second Form of Proxy are also published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.evoc.com/>) and contain the proposed resolutions for the Proposed Appointment of Directors, the Proposed Resignation of Supervisors and the Proposed Appointment of Supervisors.

5. SECOND FORM OF PROXY

Whether or not you intend to attend the AGM, you are requested to complete the enclosed Second Form of Proxy in accordance with the instructions printed thereon and return the same 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 practicable and in any event not less than 24 hours before the respective time fixed for holding the AGM or at any adjournment thereof. Completion and return of the Second Form of Proxy will not

LETTER FROM THE BOARD

preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the First Form of Proxy with the share registrars of the Company is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the share registrars of the Company.

A Shareholder who has already lodged the First Form of Proxy with the share registrars of the Company should note that:

- (a) If no Second Form of Proxy is lodged with the share registrars of the Company, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the AGM other than those referred to in the Notice of AGM and the First Form of Proxy, including the resolutions for the proposed Issue Mandate set out in the Revised Notice of AGM and the Second Form of Proxy.
- (b) If the Second Form of Proxy is lodged with the share registrars of the Company before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (c) If the Second Form of Proxy is lodged with the share registrars of the Company after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings 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 and the Listing Rules. An announcement on the poll result will be made by the Company in accordance with the Listing Rules.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is of the view that the Proposed Appointment of Directors, the Proposed Resignation of Supervisors and Proposed Appointment of Supervisors is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions in respect thereof to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this supplemental 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 supplemental circular misleading; and
- (c) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration.

Yours faithfully,
By order of the Board
EVOC Intelligent Technology Company Limited
Chen Zhi Lie
Chairman



研祥智能科技股份有限公司
EVOC Intelligent Technology Company Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2308)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Initial Notice**”) of annual general meeting (“**AGM**”) dated 11 April 2014, by which the Company convenes the AGM to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC on Friday, 30 May 2014 at 10:30 a.m. and this supplemental notice shall be read together with the Initial Notice.

THIS SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the following proposed resolutions will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company at the AGM, in addition to the proposed resolutions set out in the Initial Notice:

ORDINARY RESOLUTIONS

10. To appoint Mr. Wen Bing (“**Mr. Wen**”), as an independent non-executive director and a member of the nomination 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 2017;
11. To consider and approve the proposal for remuneration of Mr. Wen and authorize the Board to fix the remuneration of Mr. Wen;
12. To authorize the Board to enter into, for and on behalf of the Company, a service contract with Mr. Wen upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;
13. To appoint Mr. Dong Lixin (“**Mr. Dong**”), as an independent non-executive director, a member of the audit committee, a member of nomination committee and the chairperson of the remuneration and review 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 2017;
14. To consider and approve the proposal for remuneration of Mr. Dong and authorize the Board to fix the remuneration of Mr. Dong;

* *for identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

15. To authorize the Board to enter into, for and on behalf of the Company, a service contract with Mr. Dong upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;
16. To appoint Mr. Ng Mun Hong (“**Mr. Ng**”) as an independent supervisor 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 2017;
17. To consider and approve the proposal for remuneration of Mr. Ng and authorize the Board to fix the remuneration of Mr. Ng;
18. To authorize the Board to enter into, for and on behalf of the Company, a service contract with Mr. Ng upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;
19. To appoint Ms. Kwok Ka Man (“**Ms. Kwok**”) as an independent supervisor 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 2017;
20. To consider and approve the proposal for remuneration of Ms. Kwok and authorize the Board to fix the remuneration of Ms. Kwok;
21. To authorize the Board to enter into, for and on behalf of the Company, a service contract with Ms. 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;
22. To consider and approve the resignation of Mr. Wen as an independent supervisor of the Company; and
23. To consider and approve the resignation of Mr. Dong as an independent supervisor of the Company.

15 May 2014
Shenzhen, the PRC

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether they are members of the Company or not) to attend and vote on his/her/its behalf at the meeting(s).
2. The proxy form must be signed by a shareholder, or his attorney duly authorised in writing. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the head office and principal place of business of the Company at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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) not later than 24 hours before the time of the meeting or any adjourned meeting.

3. Since the proxy form (the "**First Proxy Form**") sent together with the Initial Notice does not contain the proposed resolution for the refreshment of the scheme mandate limit of the share option scheme set out in this supplemental notice, a new proxy form (the "**Second Proxy Form**") has been prepared and is sent together with the Company's supplemental circular of which this supplemental notice of AGM forms part.
4. Shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the head office and principal place of business of the Company at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi 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) not later than 24 hours before the time of the meeting or any adjourned meeting.
5. A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.
6. A shareholder who has already lodged the First Proxy Form with the Company should note that:
 - (i) if no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the resolution for, among other matters, the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme, as set out in this supplemental notice of AGM.
 - (ii) if the Second Proxy Form is lodged with the Company 24 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - (iii) if the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

7. Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.
8. Shareholders are reminded to refer to other notes contained in the Initial Notice.

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.