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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*

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.

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

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 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, EVOG 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) 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 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.

* *for identification purpose only*