



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We ^(note 1) _____

of ^(note 1) _____

being the registered holder(s) of ^(note 2) _____

Domestic Shares/H Shares of RMB0.10 each in the share capital of EVOC Intelligent Technology Company Limited (the "Company"), HEREBY APPOINT ^(note 3) _____

Of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the Annual General Meeting (the "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 at 10:30 a.m. on Friday, 29 May 2015 (or at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolution(s) set out in the notice convening the Meeting and to vote for me/us at the Meeting (or at any adjournment thereof) in respect of the resolution(s) as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS ^(note 4)		For ^(note 5)	Against ^(note 5)
1.	To consider and approve the report of the directors of the Company (the "Directors") for the year ended 31 December 2014.		
2.	To consider and approve the report of the supervisory committee for the year ended 31 December 2014.		
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2014.		
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 2014.		
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. Chen Zhi Lie ("Mr. Chen"), as an executive director 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 2018;		
7.	To consider and approve the proposal for remuneration of Mr. Chen and authorize the Board to fix the remuneration of Mr. Chen;		
8.	To re-elect retiring director of the Company, Mr. Tso Cheng Shun ("Mr. Tso"), as an executive director 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 2018;		
9.	To consider and approve the proposal for remuneration of Mr. Tso and authorize the Board to fix the remuneration of Mr. Tso;		
10.	To re-elect retiring director of the Company, Mr. Zhu Jun ("Mr. Zhu"), as an executive director 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 2018;		

ORDINARY RESOLUTIONS ^(note 4)		For ^(note 5)	Against ^(note 5)
11.	To consider and approve the proposal for remuneration of Mr. Zhu and authorize the Board to fix the remuneration of Mr. Zhu;		
12.	To appoint Mr. Zhang Da Ming (“Mr. Zhang”), as an independent non-executive director, a member of the audit committee and a member 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 2018;		
13.	To consider and approve the proposal for remuneration of Mr. Zhang and authorize the Board to fix the remuneration of Mr. Zhang;		
14.	To elect Supervisors, Mr. Zhang Zheng An (“Mr. Zhang”), as representative of the shareholders (the “Shareholders”) 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 2018;		
15.	To consider and approve the proposal for remuneration of Mr. Zhang and authorize the Board to fix the remuneration of Mr. Zhang;		
16.	To authorize the Board to enter into, for and on behalf of the Company, a service contract with the newly elected Directors upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;		
17.	To authorize the Board to enter into, for and on behalf of the Company, a service contract with each of the newly elected Supervisors as representative of the Shareholders and as representative of the Company’s staff upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters;		
18.	To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2014.		
SPECIAL RESOLUTIONS ^(note 4)		For ^(note 5)	Against ^(note 5)
19.	To authorise the Board of the Company to exercise the powers to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and option which might require the exercise of such powers in connection with not exceeding 20% of each of the existing Domestic Shares and H Shares (as the case may be) in issue at the date of passing this resolution, and to authorise the Board of the Company to increase the registered capital and amend the Articles of Association of the Company to reflect such increase in the registered capital of the Company under the general mandate.		
20.	To consider and approve the resolution in relation to the grant of a general mandate to the Board of the Company to issue debt financing instruments.		

Dated this _____ day of _____ 2015

Signature(s)^(note 6): _____

Notes:

1. Please insert full name(s) (in Chinese and in English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. Please insert the number and class of shares in the Company registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. The full text of the resolution(s) is set out in the notice of the Meeting contained in the circular issued by the Company dated 10 April 2015 which is sent to the shareholders of the Company together with this Form of Proxy.
5. Important: If you wish to vote for any resolution, please tick (“√”) the relevant box marked “For”. If you wish to vote against any resolution, please tick (“√”) the relevant box marked “Against”. Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorized in writing.
7. To be valid, this Form of Proxy and, if such Form of Proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited 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 as soon as possible and in any event not less than 24 hours before the time for holding the Meeting or appointed time of voting or any adjournment thereof.
8. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. In the case of joint holding, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of member in respect of the joint holding.
10. Any alternation made to this Form of Proxy must be initialed by the person(s) who sign(s) it.

* For Identification purpose only