

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

ANNOUNCEMENT OF
(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING;
(2) RESIGNATION AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS; AND
(3) RE-ELECTION OF SUPERVISOR AS REPRESENTATIVE OF
THE COMPANY'S STAFF

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 29 May 2015.

The Board is also pleased to announce that, at the AGM, (i) Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Zhu Jun have been re-elected as executive Director of the Company; (ii) Mr. Zhang Da Ming has been appointed as independent non-executive Director of the Company; (iii) Mr. Zhang Zheng An has been re-elected as the Supervisor as representative of the Shareholders; (iv) proposals for remuneration of the re-elected directors and supervisor and the newly elected director have been approved by the Shareholders, and (v) the declaration and distribution of final dividend for the year ended 31 December 2014 have been approved by the Shareholders.

The Board regrets to announce that Mr. An Jian has resigned as an independent non-executive Director of the Company, a member of the audit committee and a member of the remuneration and review committee with effect from 29 May 2015 after the conclusion of the AGM.

The Board would like to take this opportunity to express its gratitude to Mr. An for his valuable contribution to the Board during his tenure.

Reference is made to the circular of EVOC Intelligent Technology Company Limited (the "Company") dated 10 April 2015 ("Circular") and the notice of the AGM dated 10 April 2015 (the "AGM Notice"). Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE AGM

(i) Convening of the AGM

The AGM was held on Friday, 29 May 2015 at 10:30 a.m. at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC.

(ii) Attendance of the AGM

A poll was demanded by the chairman of the AGM for voting on the proposed resolutions as set out in the AGM Notice, and the resolutions were approved by the Shareholders by way of poll. As at the date of the AGM, the total number of Shares issued by the Company was 1,233,144,000, which comprised 308,352,000 overseas listed H Shares and 924,792,000 Domestic Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 1,233,144,000, representing 100% of the total issued share capital of the Company. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there was no Shareholder required under the Listing Rules to abstain from voting at the AGM.

There was no restriction on the Shareholders casting votes on any of the proposed resolutions at the AGM.

2. VOTING RESULTS OF THE AGM

The poll results in respect of the resolutions proposed at the AGM and as set out in the AGM Notices are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
1.	To consider and approve the report of the directors of the Company (the “Directors”) for the year ended 31 December 2014.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
2.	To consider and approve the report of the supervisory committee for the year ended 31 December 2014.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
5.	To re-appoint BDO Limited as auditors of the Company and to authorize the board of Directors (the “ Board ”) to fix their remuneration.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
7.	To consider and approve the proposal for remuneration of Mr. Chen and authorize the Board to fix the remuneration of Mr. Chen.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
9.	To consider and approve the proposal for remuneration of Mr. Tso and authorize the Board to fix the remuneration of Mr. Tso.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
11.	To consider and approve the proposal for remuneration of Mr. Zhu and authorize the Board to fix the remuneration of Mr. Zhu.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
13.	To consider and approve the proposal for remuneration of Mr. Zhang and authorize the Board to fix the remuneration of Mr. Zhang.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
14.	To elect Supervisor, 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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
15.	To consider and approve the proposal for remuneration of Mr. Zhang and authorize the Board to fix the remuneration of Mr. Zhang.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
18.	To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2014.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
As more than 50% of the votes (including proxies) were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.				

SPECIAL RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
19.	To authorise the Board to exercise the powers to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers in connection with not exceeding 20% of each of the existing Domestic Shares and H Share (as the case may be) in issue at the date of passing this resolution, and to authorise the Board 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.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)
20.	To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments.	929,272,000 (100.00%)	0 (0.00%)	929,272,000 (100.00%)

As more than two-thirds of the votes (including proxies) were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.

Tricor Abacus Limited, the Company's H share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

3. RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that:-

Resignation of independent non-executive Director

Mr. An Jian ("Mr. An") has resigned as an independent non-executive Director of the Company, a member of the audit committee and a member of the remuneration and review committee with effect from 29 May 2015 after the conclusion of the AGM. Mr. An confirmed that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Appointment of independent non-executive Director

Since the resolution 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 was duly passed as ordinary resolution at the AGM, Mr. Zhang was appointed as an independent non-executive Director, a member of the audit committee and a member of the remuneration and review committee of the Company with effect from the conclusion of the AGM.

The term of office of Mr. Zhang is 3 years which is proposed to commence from the conclusion of the AGM until the date of the annual general meeting of the Company for the year 2018. His annual salary will be RMB12,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company.

Particulars of the newly appointed independent non-executive Director of the Company are set out as follows:

Zhang Da Ming(張大鳴), aged 41, an independent non-executive director, a member of audit committee and a member of remuneration and review committee of the Group. Mr. Zhang graduated from the Xiamen University in 2001 with a Master degree in law and graduated from Cheung Kong Graduate School of Business (長江商學院) in 2012 with a Master degree in business administration. Mr. Zhang has provided legal services for the banks in Shenzhen and Hong Kong and for state-owned assets management companies and he has rich experience in internal corporate governance. He is currently a senior partner of Beijing Jincheng Tongda & Neal (Shenzhen) offices (金城同達(深圳)律師事務所).

As at the date of this announcement, Mr. Zhang does not hold any other position in the Company or any of its subsidiaries. Mr. Zhang 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 date of this announcement, Mr. Zhang did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang confirmed that there are no other matters relating to his appointment that needs 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.

The Board would like to take this opportunity to express its gratitude to Mr. An for his valuable contribution to the Board during his tenure and its warm welcome to Mr. Zhang on his appointment.

4. RE-ELECTION OF SUPERVISOR AS REPRESENTATIVE OF THE COMPANY'S STAFF

Mr. Zhan Guo Nian is re-elected democratically by the Company's staff as the Supervisor as representative of the Company's staff at a separate meeting held on 29 May 2015 for a term of 3 years commencing from 29 May 2015 to the date of the annual general meeting of the Company for the year of 2018.

For and on behalf of the Board
EVOC Intelligent Technology Company Limited*
Chen Zhi Lie
Chairman

Shenzhen, the PRC, 29 May 2015

As at the date of this announcement, 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, Mr. Wen Bing, Mr. Dong Li Xin and Mr. Zhang Da Ming.

* *For identification purpose only*