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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)

(I) RE-ELECTION OF DIRECTOR,
(II) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
(III) CLOSURE OF REGISTER OF MEMBERS

According to Article 10.02 of the Articles of Association, any person appointed as a Director by the Board to fill a casual vacancy shall hold office only until the next annual general meeting and shall then be eligible for re-election. Mr. Ling Chun Kwok was appointed as an Independent Non-Executive Director to fill casual vacancy by a resolution of the Board of the Company passed on 3 June 2010. Pursuant to Article 10.02 of the Articles of Association, Mr. Ling shall hold office until the AGM. Being eligible, he will offer himself for re-election and will retire and be re-elected at the AGM. At the AGM, a resolution will be proposed to re-elect Mr. Ling as an Independent Non-Executive Director of the Company.

The principle activities of the Company comprise the research, development, manufacture and distribution of APA "Advanced Powers Automobile" products and it is the intention of the Company to widen its scope of business operations. To this end, the Board proposes that the provision of Article 2.02 of the Articles of Association be altered to enable the Company to further expand the scope of some of the operations specified therein.

The Major Shareholder who was originally known as "深圳市研祥旺客實業有限公司" (Shenzhen Yanxiang Wangke Industry Co., Ltd*) has changed its name to "研祥高科技控股集團有限公司" (EVOC Hi-Tech Holding Group Co., Ltd*) on 21 July 2010.

The Major Shareholder is one of the promoters of the Company. In order to ensure easy identification of the Major Shareholder as a promoter, the Board proposes that Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C of the Articles of Association to be altered by adding immediately after the original name of the promoter the description of its present name.

The register of members of the Company will be closed from Wednesday, 27 April 2011 to Friday, 27 May 2011, both days inclusive, during which period no transfer of shares of the Company will be effected.

A circular containing, among other things, details of re-election of director and the amendments in the Articles of Association and the notice of AGM will be despatched to Shareholders as soon as practicable.

RE-ELECTION OF DIRECTOR

According to Article 10.02 of the Articles of Association, any person appointed as a Director by the Board to fill a casual vacancy shall hold office only until the next annual general meeting and shall then be eligible for re-election.

Mr. Ling Chun Kwok was appointed as an Independent Non-Executive Director to fill casual vacancy by a resolution of the Board of the Company passed on 3 June 2010. Pursuant to Article 10.02 of the Articles of Association, Mr. Ling shall hold office until the AGM. Being eligible, he will offer himself for re-election and shall retire and be re-elected at the AGM. At the AGM, a resolution will be proposed to re-elect Mr. Ling as an Independent Non-Executive Director of the Company.

The biographical details of Mr. LING Chun Kwok are as follows:

Mr. Ling Chun Kwok, aged 49, is an independent non-executive director of the Company appointed on 3 June 2010 and is also a chairman of the audit committee of the Company. Mr. Ling was 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, the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants. Mr. LING has over 20 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 Limited (formerly known as Linefan Technology Holdings Limited) (Stock code: 8166) and Glory Future Group Limited (Stock Code: 8071), which are both listed companies on the Stock Exchange. He is currently working as a senior consultant in Wangrise Consultants Limited. Save as disclosed above, Mr. Ling has not held any directorship in other listed public companies in the last three years or any other positions with the Company or other members of the Group.

As at the date of this announcement, Mr. Ling did not have any interest in the Shares of the Company within the meaning of Part XV of the Securities Futures Ordinance.

Mr. Ling does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to the Articles of Association of the Company, as Mr. Ling was appointed to fill casual vacancy of the Board as an independent non-executive director of the Company until the date of the AGM, he will be subject to re-election by the shareholders of the Company at the AGM for another 3 years term of office. His remuneration is determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. His annual remuneration is RMB20,000 and will be adjusted to RMB30,000 upon his re-election as director at the AGM.

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 Article 13.51(2) of the Listing Rules.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Scope of Operations

The existing Article 2.02 of the Articles of Association reads as follows:

“Articles 2.02 The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The scope of operations of the Company includes: research, development and manufacture of computer hardware, communication and information system network technology products, new technical devices to support the communication network, digital intersect connection devices, automatic control system and ancillary devices, modern electronic devices, electronic specific devices, instruments, moulds, computer software development, after-sales maintenance service of the above products, imports and exports operation, sales of tax control electronic cash registers (ETAX) products, technology innovation and related technical services, production of tax electronic cash registers (ETAX) products (operated by branch companies), property management, property leasing, car park management, advertising business and ordinary cargo transportation.”

The principle activities of the Company comprise the research, development, manufacture and distribution of APA “Advanced Powers Automobile” products and it is the intention of the Company to widen its scope of business operations. To this end, the Board proposes that the provision of Article 2.02 of the Articles of Association be altered to enable the Company to further expand the scope of some of the operations specified therein by deleting the existing Article 2.02 in its entirety and substituting therefore the following:-

“Articles 2.02 The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The scope of operations of the Company includes: research, development and manufacture of special design computer (production to be operated by branch and subsidiary institutions), automatic control system and ancillary devices, modern electronic devices, electronic specific devices, instruments, moulds, after-sales maintenance service of the above products, imports and exports operation, industrial investment, property management, advertising business operation (laws and administrative regulations require advertising operation to be subject to approval and registration and advertising business can be operated after processing of approval and registration), self-owned property leasing, car park management, advertising business and ordinary cargo transportation (with valid transportation operating permit but not includes dangerous products transportation).”

Change of name of a promoter of the Company

The Major Shareholder who was originally known as “深圳市研祥旺客實業有限公司” (Shenzhen Yanxiang Wangke Industry Co., Ltd*) has changed its name to “研祥高科技控股集團有限公司” (EVOC Hi-Tech Holding Group Co., Ltd*) on 21 July 2010.

The Major Shareholder is one of the promoters of the Company and its original name is stated as a promoter in Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C of the Articles of Association. In order to ensure easy identification of the Major Shareholder as a promoter, the Board proposes that Articles 1.01, 3.05, 3.06, 3.06A, 3.06B and 3.06C of the Articles of Association be altered by adding immediately after the original name of the promoter “深圳市研祥旺客實業有限公司” wherever it appears in such Articles the description of its present name “(now known as 研祥高科技控股集團有限公司)”.

According to the Articles of Association and the relevant laws and regulations, the proposed amendments to the Articles of Association shall be subject to the approval of the Shareholders by way of a special resolution at the AGM and shall be registered with the relevant authorities of the PRC in order to become effective.

CLOSURE OF REGISTER OF MEMBER

The register of members of the Company will be closed from Wednesday, 27 April 2011 to Friday, 27 May 2011, both days inclusive, during which period no transfer of shares of the Company will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 27 April 2011 are entitled to attend and vote at the AGM. All transfers accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Tricor Abacus Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 26 April 2011.

GENERAL

A circular containing, among other things, details of re-election of director and the amendments in the Articles of Association and the notice of the AGM will be despatched to Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“AGM”	The forthcoming annual general meeting of the Company
“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors of the Company
“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, the H Shares of which are listed on Stock Exchange
“Director(s)”	the director(s) of the Company

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Major Shareholder”	研祥高科技控股集團有限公司 (EVOC Hi-Tech Holding Group Co., Ltd*), a limited Company incorporated in PRC, and the largest substantial shareholder of the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement exclude the regions of Hong Kong, Macau and Taiwan
“Shareholder(s)”	holder(s) of share(s) of the Company

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

Shenzhen, the PRC, 7 April 2011.

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*