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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)**

**ANNOUNCEMENT OF POLL RESULTS OF  
THE ANNUAL GENERAL MEETING  
RE-ELECTION OF DIRECTOR  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM.

The Board is also pleased to announce that (i) Mr. Ling Chun Kwok has been re-elected as an independent non-executive director of the Company at the AGM, and (ii) the amendments to the Articles of Association have been approved by the Shareholders at the AGM and shall be registered with the relevant authorities of the PRC in order to become effective.

Reference is made to the circular of the Company dated 11 April 2011 (the “**Circular**”) relating to, inter alia, (i) the proposed re-election of Director; and (ii) the proposed Amendments to the Articles of Association.

Capitalised terms used in this announcement shall have the same meanings as those used in the Circular unless otherwise stated.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The AGM was held at 17/F, EVOC Technology Building, No. 31 Gaoxinzongsi Avenue, Nanshan District, Shenzhen, the PRC on Friday, 27 May 2011.

As at the date of the AGM, the issue share capital of the Company was 1,233,144,000 Shares, which comprised 308,352,000 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 Shares. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the AGM.

The voting at the AGM was taken by poll. Tricor Abacus Ltd., the Company’s H share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of the resolutions as set out in the AGM Notice were as follows:

| ORDINARY RESOLUTIONS  | Number of Votes (%)      |                    | Total                    |
|---|--------------------------|--------------------|--------------------------|
|   | For                      | Against            |                          |
| 1. To consider and approve the report of the directors of the Company (the “ <b>Directors</b> ”) for the year ended 31 December 2010.   | 926,188,000<br>(99.99%)  | 120,000<br>(0.01%) | 926,308,000<br>(100.00%) |
| 2. To consider and approve the report of the supervisory committee for the year ended 31 December 2010.   | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(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 2010.  | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(100.00%) |
| 4. To consider and approve the resolution for making appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2010.   | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(100.00%) |
| 5. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors (the “ <b>Board</b> ”) to fix their remuneration.   | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(100.00%) |
| 6. To re-elect Mr. Ling Chun Kwok, as an independent non-executive director, and to authorize the Board to fix his remuneration and to, for and on behalf of the Company, enter into a service contract with Mr. Ling Chun 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. | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(100.00%) |
| SPECIAL RESOLUTION  | Number of Votes (%)      |                    | Total                    |
|   | For                      | Against            |                          |
| 7. To approve amendments of the Articles of Association as follows:<br>1. to widen the scope of operations in Article 2.02; and<br>2. to change the name of a promoter of the Company (full text of the special resolution no.7 is set out in the AGM Notice).  | 926,308,000<br>(100.00%) | 0<br>(0.00%)       | 926,308,000<br>(100.00%) |

As more than one-half of the votes were cast in favour of ordinary resolution nos. 1 to 6, the ordinary resolutions were duly passed as the ordinary resolutions of the Company.

As more than two-third of the votes were cast in favour of special resolution no. 7, the special resolution was duly passed as the special resolution of the Company.

#### **RE-ELECTION OF DIRECTOR**

The Board is also pleased to announce that Mr. Ling Chun Kwok has been re-elected as an independent non-executive director of the Company at the AGM.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is also pleased to announce that the amendments to the Articles of Association have been approved by the Shareholders at the AGM and shall be registered with the relevant authorities of the PRC in order to become effective.

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

Shenzhen, the PRC, 27 May 2011

*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, Ms. Dai Lin Ying, Mr. Wang Zhao Hui and Mr. An Jian.*

\* *For identification purpose only*