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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)**

**ANNOUNCEMENT OF POLL RESULTS OF  
THE ANNUAL GENERAL MEETING**

**RESIGNATION OF DIRECTORS,  
ELECTION OF DIRECTORS,  
RESIGNATION OF SUPERVISORS,  
ELECTION OF SUPERVISORS,  
AND**

**PROPOSALS FOR REMUNERATION OF THE RE-ELECTED DIRECTOR,  
THE NEWLY ELECTED DIRECTORS AND SUPERVISORS**

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

The Board also announces that, at the AGM, (i) Mr. Ling Chun Kwok has been re-elected as an independent non-executive director of the Company; (ii) Ms. Dai Lin Ying and Mr. Wang Zhao Hui have resigned as independent non-executive directors of the Company, and Mr. Wen Bing and Mr. Dong Lixin have been elected as independent non-executive directors of the Company; (iii) Mr. Wen Bing and Mr. Dong Lixin have resigned as independent supervisors of the Company; (iv) Mr. Ng Mun Hong and Ms. Kwok Ka Man have been elected as independent supervisors of the Company; (v) proposals for remuneration of the re-elected director and the newly elected directors and supervisors and (vi) the declaration and distribution of final dividend for the year ended 31 December 2013 have been approved by the Shareholders.

Reference is made to the circular of EVOC Intelligent Technology Company Limited (the “**Company**”) dated 11 April 2014 and the supplemental circular of the Company dated 15 May 2014 (collectively the “**Circulars**”) and the notice of the AGM dated 11 April 2014 and the supplemental notice of the AGM dated 15 May 2014 (collectively the “**Notices**”). Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circulars.

\* *for identification purpose only*

## 1. CONVENING AND ATTENDANCE OF THE AGM

### (i) Convening of the AGM

The AGM was held on Friday, 30 May 2014 at 10:30 a.m. at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the PRC.

### (ii) Attendance of the AGM

A poll was demanded by the chairman of the Board for voting on the proposed resolutions as set out in the Notices, 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 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 were no Shares 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 were no Shareholders that are 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 as set out in the Notices were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
1.	To consider and approve the report of the directors of the Company for the year ended 31 December 2013.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
2.	To consider and approve the report of the supervisory committee for the year ended 31 December 2013.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (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 2013.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (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 2013.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
5.	To re-appoint BDO Limited as auditors of the Company and to authorize the Board to fix their remunerations.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
6.	To re-elect retiring director of the Company, Mr. Ling Chun Kwok (“ <b>Mr. Ling</b> ”), as an independent non-executive director of the Company for a period of 2 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 2016.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
7.	To consider and approve the proposal for remuneration of Mr. Ling and authorize the Board to fix the remuneration of Mr. Ling.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
8.	To authorize the Board to enter into, for and on behalf of the Company, a service contract with Mr. Ling upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
9.	To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2013.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
10.	To appoint Mr. Wen Bing (“ <b>Mr. Wen</b> ”) as an independent non-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 2017.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
11.	To consider and approve the proposal for remuneration of Mr. Wen and authorize the Board to fix the remuneration of Mr. Wen.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
13.	To appoint Mr. Dong Lixin (“ <b>Mr. Dong</b> ”) as an independent non-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 2017.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
14.	To consider and approve the proposal for remuneration of Mr. Dong and authorize the Board to fix the remuneration of Mr. Dong.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
16.	To appoint Mr. Ng Mun Hong (“ <b>Mr. Ng</b> ”) 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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
17.	To consider and approve the proposal for remuneration of Mr. Ng and authorize the Board to fix the remuneration of Mr. Ng.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
19.	To appoint Ms. Kwok Ka Man (“ <b>Ms. Kwok</b> ”) 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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
20.	To consider and approve the proposal for remuneration of Ms. Kwok and authorize the Board to fix the remuneration of Ms. Kwok.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
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.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
22.	To consider and approve the resignation of Mr. Wen as an independent supervisor of the Company.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)
23.	To consider and approve the resignation of Mr. Dong as an independent supervisor of the Company.	930,368,160 (100.00%)	0 (0.00%)	930,368,160 (100.00%)

As more than one-half of the votes (including proxies) were cast in favour of the above resolutions at the AGM, the resolutions were duly passed as ordinary resolutions of the Company.

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 AND ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND INDEPENDENT SUPERVISORS**

The Board also announces that with effect from 30 May 2014 after the AGM:-

- (1) Ms. Dai Lin Ying has resigned as an independent non-executive director and a member of the nomination committee of the Company;
- (2) Mr. Wang Zhao Hui has resigned as an independent non-executive director, a member of the audit committee, a member of the nomination committee and the chairperson of the remuneration and review committee of the Company;
- (3) Mr. Wen Bing has been elected as an independent non-executive director of the Company and appointed as a member of the nomination committee of the Company;
- (4) Mr. Dong Lixin has been elected as an independent non-executive director and appointed as a member of the audit committee, a member of the nomination committee and the chairperson of the remuneration and review committee of the Company;
- (5) Mr. Ng Mun Hong and Ms. Kwok Ka Man have been elected as independent supervisors of the Company at the AGM.
- (6) the proposal for remuneration of the re-elected director and the newly elected directors and supervisors have been approved by the Shareholders at the AGM.

Particulars of the newly elected directors and supervisors of the Company are set out as follows:

#### **(1) Mr. Wen Bing**

Wen Bing (聞冰), aged 52, is an independent supervisor of the Company. Mr. Wen obtained a bachelor degree in computer studies from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He has over 27 years of experience in computer engineering and had held various senior positions in state-owned enterprises and transnational corporation. He is currently an executive director and the general manager of ETechsoft Co., Ltd. (深圳市欣軼天科技有限公司) as well as the general manager and chief technical officer of Televoice China (Shenzhen) Limited (聲訊亞洲中國公司).

Mr. Wen did not hold any directorship in the past 3 years in any other listed companies. As at the date of this announcement, Mr. Wen is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the date of this announcement, Mr. Wen did not have any interest in the Shares within the meaning of Part XV of the SFO.

Upon due appointment as an independent non-executive director of the Company, Mr. Wen has entered into a service contract with the Company for a term commencing from the date of the passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2017. Mr. Wen will receive an annual fee of RMB12,000. The remuneration of Mr. Wen is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, that there are no other matters relating to Mr. Wen's appointment 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 rule 13.51(2) of the Listing Rules.

## **(2) Mr. Dong Lixin**

Dong Lixin (董立新), aged 54, an independent supervisor of the Company. Mr. Dong graduated from Tsinghua University (清華大學) in the PRC with a bachelor degree in automation in 1984 and he currently holds a managerial position in the engineering department in Shenzhen World Miniature Co. Ltd. in the PRC.

Mr. Dong did not hold any directorship in the past 3 years in any other listed companies. As at the date of this announcement, Mr. Dong is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the date of this announcement, Mr. Dong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Upon due appointment as an independent non-executive director of the Company, Mr. Dong has entered into a service contract with the Company for a term commencing from the date of passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the Company in 2017. Mr. Dong will receive an annual fee of RMB12,000. The remuneration of Mr. Dong is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Save as disclosed above, there are no other matters relating to Mr. Dong's appointment 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 rule 13.51(2) of the Listing Rules.

## **(3) Mr. Ng Mun Hong**

Mr. Ng Mun Hong (吳滿康), aged 48. Mr. Ng obtained an Associateship in Textile Technology from Hong Kong Polytechnic in Hong Kong in 1992. He got Chartered and Associateship member qualification from The Textile Institute in U.K. in 1995. He is currently a director and project manager of Katz Limited in Hong Kong.

Upon due appointment as an independent supervisor of the Company, Mr. Ng has entered into a service contract with the Company to serve as a supervisor of the Company for a term commencing from the date of passing of the resolutions at the AGM until the conclusion date of the annual general meeting to be held by the

Company in 2017. Mr. Ng will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as his duties and responsibilities in the Company and the general market remuneration level.

Mr. Ng did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Mr. Ng (i) does not have any relationship with the directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Hong Kong Ordinances); and (iii) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Mr. Ng's appointment 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 rule 13.51(2) of the Listing Rules.

#### **(4) Ms. Kwok Ka Man**

Ms. Kwok Ka Man (郭家文) aged 44. Ms. Kwok was graduated from high school and has over 25 years of experience in management and administration.

Upon due appointment as an independent supervisor of the Company, Ms. Kwok has entered into a service contract with the Company to serve as a supervisor of the Company for a term commencing from the date of passing of the resolutions at the AGM until the date of the annual general meeting of the Company for the year of 2017. Ms. Kwok will receive an annual fee of RMB12,000, which is determined by the Board in accordance with factors such as her duties and responsibilities in the Company and the general market remuneration level.

Ms. Kwok did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Ms. Kwok (i) does not have any relationship with the directors, supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Hong Kong Ordinance); and (iii) does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Ms. Kwok's appointment 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 rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its gratitude to Ms. Dai and Mr. Wang for their valuable contribution to the Board during their tenure and its warm welcome to Mr. Wen, Mr. Dong, Mr. Ng and Ms. Kwok on their appointment.

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

Shenzhen, the PRC, 30 May 2014

*\* for identification purpose only*

*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 Lixin and Mr. An Jian.*