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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **EVOC Intelligent Technology Company Limited**, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of EVOC Intelligent Technology Company Limited, nor is this circular calculated to invite offers for any shares or other securities of EVOC Intelligent Technology Company Limited.

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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)**

**(1) GENERAL MANDATE TO ISSUE SHARES,**  
**(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS,**  
**(3) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS,**  
**(4) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS,**  
**(5) PROPOSED DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

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The notice dated 10 April 2015 convening the AGM to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 29 May 2015 at 10:30 a.m. is set out on pages 14 to 16 of this circular. Whether or not you intend to attend the meeting, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon and return the form of proxy to the head office and principal place of business of the Company at 20/F, EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, People's Republic of China (for holders of Domestic Shares), or the office of the Company's H Share registrar and transfer office, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

Shareholders who intend to attend the AGM by person or by proxy, are requested to complete and return the enclosed reply slip to the liaison office of the Company in Hong Kong at Unit No. 1619, 16th Floor, Star House, 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong not later than 20 days before the date of the AGM in accordance with the Articles of Association.

\* For identification purpose only

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## DEFINITIONS

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

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|---------------------------|--|
| “AGM”                     | the annual general meeting of the Company to be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People’s Republic of China on Friday, 29 May 2015 at 10:30 a.m. |
| “AGM Notice”              | the notice dated 10 April 2015 convening the AGM as set out on pages 14 to 16 of this Circular   |
| “Articles of Association” | the articles of association of the Company as may be amended from time to time   |
| “Board”                   | the board of directors   |
| “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 with limited liability, the H Shares of which are listed on Stock Exchange                      |
| “CSRC”                    | China Securities Regulatory Commission of the PRC  |
| “Directors”               | directors of the Company   |
| “Domestic Shares”         | domestic share(s) of RMB0.10 each in the share capital of the Company which are subscribed for in RMB  |
| “Group”                   | the Company and its subsidiaries   |
| “H Shares”                | the overseas listed foreign invested share(s) of RMB0.10 each in the share capital of the Company which are listed on the Main Board and subscribed for and traded in HK\$   |
| “HK\$” or “HKD”           | Hong Kong Dollar, the lawful currency of Hong Kong   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of PRC   |
| “Latest Practicable Date” | 8 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “PRC”                     | People’s Republic of China   |
| “Record Date”             | means 10 June 2015, being the record date for the purpose of determining the entitlement of Shareholders to the proposed final dividend for the year ended 31 December 2014  |
| “RMB”                     | Renminbi the lawful currency of the PRC  |
| “SFO”                     | the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time  |
| “Shareholder(s)”          | holder(s) of Share(s)  |
| “Shares”                  | H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company                       |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |

\* For identification purpose only

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LETTER FROM THE BOARD

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研祥智能科技股份有限公司  
**EVOG Intelligent Technology Company Limited\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2308)**

*Executive Directors:*

Mr. Chen Zhi Lie (*Chairman*)  
Mr. Tso Cheng Shun  
Mr. Zhu Jun

*Independent Non-Executive Directors:*

Mr. Ling Chun Kwok  
Mr. Wen Bing  
Mr. Dong Li Xin  
Mr. An Jian

*Registered Office and Principal Place of Business:*

20/F.,  
EVOG Technology Building,  
No. 31 Gaoxinzongsi Avenue,  
Nanshan District,  
Shenzhen,  
People's Republic of China

*Liaison office in Hong Kong:*

Unit No. 1619,  
16th Floor, Star House,  
3 Salisbury Road,  
Tsimshatsui,  
Kowloon, Hong Kong

10 April 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES,  
(2) GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS,  
(3) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS,  
(4) PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS,  
(5) PROPOSED DECLARATION OF FINAL DIVIDEND  
AND  
(6) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Board had on 30 March 2015 announced its recommendation of a final dividend for the year ended 31 December 2014 of RMB0.015 (including tax) per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date, subject to the approval of the Shareholders at the AGM.

The purpose of this circular is to give you notice of the AGM and to provide you with information in respect of the resolutions to be proposed at the AGM to, among other things, (i) give general mandates to the Directors to issue shares and increase the registered capital of the Company; (ii) give a general mandate to the Directors to issue debt financing instruments; (iii) to propose re-election and appointment of Directors, (iv) to propose re-election of supervisors; and (v) to propose declaration of final dividend for the year ended 31 December 2014.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any shares, a special resolution will be proposed at the AGM to give an unconditional general mandate to the Directors during the Relevant Period (as defined in the accompanying notice of the AGM), to separately or concurrently, allot, issue, and deal with additional Domestic Shares and/or H Shares of the Company and to make or grant offers, agreements or options in respect thereof, with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of each of the existing Domestic Shares and H Shares of the Company in issue as at the date of the relevant resolution to be proposed and passed at the AGM (the “Share Issue Mandate”). The Share Issue Mandate will lapse at the conclusion of the Relevant Period. The Company shall obtain the approval of the CSRC and other relevant authorities for any issue of new shares under the Share Issue Mandate.

The special resolution will also be proposed to give a conditional general mandate to the Directors to increase the registered capital of the Company to reflect the issuance of shares authorised under the Share Issue Mandate, and to make such appropriate and necessary amendments to the Articles of Association as they think fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company.

### GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

#### 1. Background

In order to meet the demand of the operation of the Company, adjust its debt structure, replenish its working capital and lower its financing costs, the Board has resolved to obtain a general mandate to issue debt financing instruments (the “Debt Financing Instrument Issue Mandate”), which shall be subject to the Shareholders’ approval by way of special resolution at the AGM.

#### 2. Particulars of Debt Financing Instruments

- (i) Issuer: the Company and/or its wholly-owned or controlled subsidiary
- (ii) Placing arrangement: no preferential placement to the Shareholders
- (iii) Issue size: the amount or total balance of the Debt Financing Instruments outstanding will fall within the requirements under relevant laws and regulations as well as those specified by regulatory authorities
- (iv) Term and type: not more than 15 years for one single-term instrument or a portfolio of instruments with various terms
- (v) Use of proceeds: the proceeds to be raised from the issuance are intended to be used towards meeting the demand of the Company’s operations, adjusting its debt structure, replenishing its working capital and/or funding its capital investments, among others
- (vi) Term of validity of the resolution: from the date of the passing of the resolution at the AGM to the date of the annual general meeting of the Company for the year ending 31 December 2015

If the Board and/or its authorised person have resolved to issue the Debt Financing Instruments within the term of the Debt Financing Instrument Issue Mandate and the Company has obtained the approval, permission or registration for the issuance from the relevant regulatory authorities within the same period, the Company may complete the issuance within the validity period of such approval, permission or registration.

#### 3. Authorisation to the Board

- 3.1 It is proposed to the Shareholders at the AGM to authorise the Board, generally and unconditionally, to deal with the following in accordance with the specific needs of the Company and market conditions:
  - (i) to determine the issuer, issue size, type, specific instruments, detailed terms, conditions and other matters relating to the issuance (including, but not limited to, the issue size, principle amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue place, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase or redemption terms, credit rating, guarantee, repayment term, specific fund-raising arrangements within the scope approved at a general meeting, detailed placing arrangements, underwriting arrangements and all other matters relating to the issuance);

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## LETTER FROM THE BOARD

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- (ii) to carry out all necessary and ancillary actions and procedures (including, but not limited to, select and engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issuance on behalf of the Company, execute all necessary documents, select bonds trustee manager for the issuance, formulate rules for the bondholders' meeting and handle any other matters relating to the issuance and trading);
  - (iii) to approve, confirm and ratify any action or procedure relating to the issuance as mentioned above already taken by the Company;
  - (iv) to make adjustments to the specific proposals for the issuance in accordance with the comments from the relevant regulatory authorities or the market conditions within the authority granted at a general meeting, in the case of any change in policies of regulatory bodies in relation to the issuance, or any change of market conditions, except where voting at a general meeting is required by any relevant laws and regulations and the articles of association of the Company;
  - (v) to determine and handle all relevant matters relating to the listing of the Debt Financing Instruments upon the completion of the issuance, where applicable;
  - (vi) in the case of issuance of corporate bonds, to determine not to distribute dividends to the Shareholders to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or coupon interests of such bonds as they fall due; and
  - (vii) to approve, execute and dispatch any announcements or circulars relating to the issuance and make any related disclosure in accordance with the listing rules of the relevant jurisdictions where the shares of the Company are listed.
- 3.2 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisations set forth in items (i) to (vi) of paragraph 3.1 above to the president and/or the general accountant of the Company.
- 3.3 Upon the approval of paragraph 3.1 above at the AGM, it is proposed that the Shareholders shall authorise the Board to delegate the authorisation set forth in item (vii) of paragraph 3.1 above to the secretary of the Board.

### PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

The Board currently consists of seven Directors, including three executive Directors namely Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, Mr. Zhu Jun, and four independent non-executive Directors namely Mr. Ling Chun Kwok, Mr. Wen Bing, Mr. Dong Li Xin and Mr. An Jian.

In accordance with Article 10.02 of the Articles of Association, each of Mr. Chen Zhi Lie, Mr. Tso Cheng Shun, and Mr. Zhu Jun will retire upon the expiry of his term of office on 29 May 2015 and, being eligible, has offered himself for re-election at AGM.

Subject to Article 10.02, independent non-executive Directors shall not serve consecutive terms exceeding six years. Mr. An Jian who had serviced the Company since 10 October 2009 will retire as an independent non-executive Director, a member of audit committee and a member of remuneration and review committee with effect from 29 May 2015 after the AGM and Mr. Zhang Da Ming will be proposed to be appointed as independent non-executive Director, a member of audit committee and a member of remuneration and review committee with effect from passing of the ordinary resolution approving the appointment thereof at the AGM.

Resolutions will be proposed at the AGM to elect the Directors for a term of 3 years which is proposed to commence from the date of the AGM to the date of the annual general meeting of the Company for the year 2018.

Particulars of the above Directors being proposed for re-election and appointment are set out in the appendix I to this circular.

### PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS

The supervisory committee of the Company currently consists of five Supervisors, namely Ms. Pu Jing (Supervisor as representative of the Company's staff and the chairman of the supervisory committee), Mr. Ng Mun Hong (independent Supervisor), Ms. Kwok Ka Man (independent Supervisor), Mr. Zhan Guo Nian (Supervisor as representative of the Company's staff) and Mr. Zhang Zheng An (Supervisor as representative of the Shareholders).

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In accordance with Articles 13.02 and 13.03 of the Articles of Association, Mr. Zhang Zheng An being Supervisor as representative of Shareholders, will retire upon the expiry of his term of office on 29 May 2015 and, being eligible, will offer himself for re-election at the AGM.

A resolution will be proposed at the AGM to elect Mr. Zhang Zheng An as the Supervisor as representative of Shareholders for a term of 3 years which is proposed to commence from the date of the AGM to the date of the annual general meeting of the Company for the year 2018.

Mr. Zhan Guo Nian, the Supervisor as representative of the Company's staff will retire upon the expiry of his term of office on 29 May 2015 and, being eligible, will offer himself for re-election at the AGM.

Mr. Zhan Guo Nian, being the Supervisor as representative of the Company's staff will be elected democratically by the Company's staff at a separate meeting to be held on or before the date of AGM for a term of 3 years which is proposed to commence from the date on which he is elected to the date of the annual general meeting of the Company for the year 2018 on which a separate meeting will be held by the Company's staff for democratic election of the Supervisor as representative of the Company's staff for the next term of office.

Details of the above Supervisors are set out in appendix I to this circular.

### PROPOSAL FOR REMUNERATION OF THE NEWLY ELECTED DIRECTOR AND SUPERVISORS

Resolutions will be proposed at the AGM to consider and approve the proposal for remuneration of the newly elected Directors and Supervisors and to authorize the Board to determine the remuneration of each of the Directors and Supervisors and to enter into service contract with each of the newly elected Directors and each of the newly elected Supervisors as representative of the Shareholders and representative of the Company's staff respectively.

Details of proposal for remuneration of the Directors and Supervisors are set out in appendix II to this circular.

### PROPOSED DECLARATION OF FINAL DIVIDEND

According to the 2014 annual results announcement of the Company dated 30 March 2015, the Board proposed the payment of final dividend for the year ended 31 December 2014 of RMB0.015 (including tax) per Share to the Shareholders whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date. For distribution of such dividend, dividend for Domestic Shares will be paid in RMB while dividend for H Shares will be paid in Hong Kong dollars by reference to the exchange rate, which is the average of the closing exchange rate for converting RMB to HKD as quoted by the People's Bank of China (中國人民銀行) for five working days preceding the day on which the final dividend is declared which is the date of the AGM when the resolution approving the payment of final dividend was passed by the Shareholders.

Subject to the approval of the Shareholders at the AGM, the payment of final dividend for the year ended 31 December 2014 aforesaid will be distributed and the final dividend cheques will be dispatched to the Shareholders whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date. As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for the year ended 31 December 2014.

### TAXATION

#### Non-resident Corporate Shareholders

Pursuant to the "PRC Corporate Income Tax Law" (《中華人民共和國企業所得稅法》), the "PRC Implementation Regulations of the Corporate Income Tax Law" (《中華人民共和國企業所得稅法實施條例》), the "Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)" ([Guo Shui Fa 2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》([國稅發2009] 124號)) and other relevant laws and regulations in respect of holders of H Shares which are non-resident enterprises, the Company shall withhold and pay the enterprise income tax in respect of the dividends to which they are entitled in accordance with the tax rate of 10%.

#### Non-resident Individual Shareholders

Pursuant to the regulation promulgated by the State General Administration of Taxation of the PRC (Guo Shui Han [2011] No. 348), the Company is required to withhold and pay the non-resident individual income tax for the non-resident individual H Shareholders and the non-resident individual H Shareholders are entitled to certain tax preferential treatments according to (a) the double tax treaties between (i) those countries where the non-resident individual H Shareholders are residents and (ii) China and (b) the provisions in respect of double tax treaties between China and Hong Kong or Macau. If the individual H Shareholders are Hong Kong or Macau residents or residents of

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the countries which had an agreed tax rate of 10% for the cash dividends to them with PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% with PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld (the “**Extra Amount**”) due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to the share registrar of the Company within the relevant timeline. The Company will assist with the tax refund after the approval of the competent tax authority. Should the H Shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% with PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the H Shareholders are residents of the countries which had an agreed tax rate of 20% with PRC, or which has not entered into any tax agreement with PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Final Dividend (after relevant deductions, if applicable) declared for payment to holders of H shares. The Final Dividend will be paid by the Receiving Agent on or before Friday, 17 July 2015. The cheques will be despatched to holders of H Shares by ordinary post at their own risk.

The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of the Company (the “**Registered Address**”) on 10 June 2015 and will withhold and pay the individual income tax based on the register of members of the Company as at 10 June 2015. If the country of domicile of the individual H Shareholder is not the same as the Registered Address, the individual H Shareholder shall notify the Company’s H Share registrar and provide relevant supporting documents to 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, no later than 4: 30 p.m. on 4 June 2015 for registration. If the individual H Shareholders do not provide the relevant supporting documents to the share registrar of the Company’s H Shares within the said time period, the Company will determine the country of domicile of the individual H Shareholders based on the recorded Registered Address on 10 June 2015.

The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment such appropriate income tax and the final dividend will only be payable to the Shareholders whose names appear on the Company’s H Share register of members on 10 June 2015 (Wednesday). The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination, of the status of the Shareholders or any disputes over the mechanism of withholding.

### **Mainland Investors**

According to “The Notice Concerning the Tax Treatment for the Pilot Programme of Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)”: for mainland investors receiving dividends from H shares investment through Shanghai-Hong Kong Stock Connect, the Company will withhold and pay income tax on behalf of individual investors and securities investment funds at a rate of 20%. The Company will not withhold or pay income tax for dividends on behalf of enterprise investors and such enterprise investors should declare and pay appropriate income tax by themselves.

### **BOOK CLOSURE PERIOD**

Subject to the approval of the Shareholders at the AGM and for the purpose of ascertaining the Shareholders’ entitlement to the proposed final dividend for the year ended 31 December 2014, the register of members of the Company will be closed from Friday, 5 June 2015 to Wednesday, 10 June 2015, both dates inclusive, during which period no transfers of Shares will be effected. In order to be qualified for the payment of proposed final dividend for the year ended 31 December 2014, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares with 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 no later than 4: 30 p.m. on Thursday, 4 June 2015. All transfer of Domestic Shares together with the relevant share certificates must be delivered at the Company’s registered office and principal place of business at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the PRC no later than 4: 30 p.m. on Thursday, 4 June 2015.

The final dividend is expected to be despatched on or before 17 July 2015.



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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM in accordance with the Articles of Associations and the Listing Rules. An announcement on the poll results will be made by the Company in accordance with the Listing Rules.

### ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's registered office and principal place of business at 20/F, EVOG Technology Building, No. 31 Gaoxinhongsi Avenue, Nanshan District, Shenzhen, PRC (for holders of Domestic Shares), or 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 (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person should you wish.

A reply slip for the purpose of informing the Company whether you will be attending (in person or in proxy) the AGM is also dispatched to you with this circular. Shareholders who intend to attend the AGM are requested to complete and send the reply slip to the liaison office of the Company in Hong Kong not later than 20 days before the date of the AGM in accordance with the Articles of Association.

In the event that the written replies received from the Shareholders indicating that they intend to attend the AGM representing less than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such announcement has been published.

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions at the AGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**EVOG Intelligent Technology Company Limited**  
**Chen Zhi Lie**  
*Chairman*

*The following are the particulars of the Directors and Supervisors proposed to be elected at the AGM:*

## EXECUTIVE DIRECTORS

### Mr. Chen Zhi Lie

Chen Zhi Lie (陳志列), aged 51, the Chairman, is an executive director and the Chairman of the nomination committee of the Group. He is the founder of the Company and is responsible for the overall strategy and planning for the business of the Company. Mr. Chen graduated with a bachelor degree of engineering in computer application from Liaoning Architectural and Civil Engineering Institute (遼寧建築工程學院) in the PRC in 1984. He also obtained a master degree in computer science and computer engineering from the department of engineering in Northwestern Polytechnical University (西北工業大學) in 1990. Mr. Chen has over 27 years of experience in computer and automation of control systems. In February 2003, Mr. Chen was awarded the prize of Guangdong Province Outstanding Entrepreneur of Domestic-owned Enterprises (廣東省優秀民營企業家) by Guangdong Province Government (廣東省人民政府). Mr. Chen was accredited as “Manager of Edges in Comprehensive Quality Control (全面質量管理優勢管理者)” by Quality Association of Shenzhen and as “Excellent Small Medium Enterprise of Shenzhen (深圳市優秀中小企業家)” by Association for Small Medium Enterprises of Shenzhen in 2004. In 2005, Mr. Chen was elected as a Member of the Executive Committee of the Fourth Chinese People’s Political Consultative Conference of Shenzhen (深圳市第四屆政協常委). In 2007, Mr. Chen was elected as a member of Guangdong Political Consultative Conference (廣東省政協委員). In 2008, Mr. Chen was accredited as 2007 CCTV’s Man of the Year in Chinese Economics and awarded the prize of Innovation of the Year. In 2010, Mr. Chen was elected as a Nation commissar of the Chinese People’s Political Consultative Conference (CPPCC) (中國人民政治協商會議). In 2012, Mr. Chen was elected as the President of the Commerce Association of Technology Equipment Industry under the All-China Federation of Industry & Commerce, the primary legal representative and the vice-chairman (vice-president) of the Guangdong Federation of Industry and Commerce (General Commerce Association).

As at the Latest Practicable Date, Mr. Chen, apart from being an executive director of the Company, is also a director as well as the legal representative of the following members of the Group:

- |                        |  |
|------------------------|--|
| 1. 上海研祥智能科技有限公司        | Shanghai EVOC Intelligent Technology Company Limited*                      |
| 2. 江蘇研祥智能科技有限公司        | Jiangsu EVOC Intelligent Technology Company Limited*                       |
| 3. 南通研祥智能科技有限公司        | Nantong EVOC Intelligent Technology Company Limited*                       |
| 4. 昆山研祥智能科技有限公司        | Kunshan EVOC Intelligent Technology Company Limited*                       |
| 5. 浙江研祥智能科技有限公司        | Zhejiang EVOC Intelligent Technology Company Limited*                      |
| 6. 北京市研祥興業國際智能科技有限公司   | Beijing EVOC Xingye International Technology Company Limited*              |
| 7. 廣州市研祥智能科技有限公司       | Guangzhou EVOC Intelligent Technology Company Limited*                     |
| 8. 深圳市研祥通軟件有限公司        | Shenzhen EVOC STONE Software Company Limited*                              |
| 9. 深圳市研祥特種計算機工業有限公司    | Shenzhen Special Computer Industry Company Limited*                        |
| 10. 深圳市研祥軟件技術有限公司      | Shenzhen EVOC Software Technology Company Limited*                         |
| 11. 深圳市研祥特種計算機軟件有限公司   | Shenzhen Special Computer Software Company Limited*                        |
| 12. 深圳市研祥新特科技有限公司      | Shenzhen EVOC Xinteer Technology Company Limited*                          |
| 13. 無錫深港國際服務外包產業發展有限公司 | Wuxi SHIOC International Outsourcing Industry Development Company Limited* |
| 14. 香港研祥國際科技有限公司       | Hong Kong EVOC International Technology Company Limited*                   |

\* For identification purpose only

As at the Latest Practicable Date, the interest and short positions of Mr. Chen in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are

taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

(a) *Long position — interests in the Company*

| Director           | Type of interests                    | Number of Shares        | Class of Shares | Approximate percentage of holding of the relevant class of shares of the Company | Approximate percentage of holding of the total share capital of the Company |
|--------------------|--------------------------------------|-------------------------|-----------------|--|---|
| Chen Zhi Lie (陳志列) | Interest of a controlled corporation | 878,552,400<br>(Note 1) | Domestic Shares | 95.00%   | 71.25%  |
| Chen Zhi Lie (陳志列) | Interest of a controlled corporation | 46,239,600<br>(Note 2)  | Domestic Shares | 5.00%  | 3.75%   |

Notes:

- These Domestic Shares are held by EVOC Hi-Tech. Holding Group Co., Ltd. (formerly known as Shenzhen Yanxiang Wangke Industry Co., Ltd.) which is owned as to 70.5% by Mr. Chen Zhi Lie (陳志列) ("Mr. Chen") and 29.5% by Ms. Wang Rong (王蓉), spouse of Mr. Chen. By virtue of Mr. Chen's holding of more than one-third interest in EVOC Hi-Tech. Holding Group Co., Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by EVOC Hi-Tech. Holding Group Co., Ltd. in the Company pursuant to Part XV of the SFO.
- These Domestic Shares are held by Shenzhen Haoxuntong Industry Co. Ltd. which is owned as to 100% by Mr. Chen. By virtue of Mr. Chen holding the entire interest in Shenzhen Haoxuntong Industry Co. Ltd., Mr. Chen is deemed to be interested in all the Domestic Shares held by Shenzhen Haoxuntong Industry Co. Ltd. in the Company pursuant to Part XV of the SFO.

(b) *Long position — interests in associated corporations*

| Directors          | Associated corporation                | Type of interests  | Approximate percentage of holding of the total share capital of the associated corporation |
|--------------------|---------------------------------------|--------------------|--|
| Chen Zhi Lie (陳志列) | EVOC Hi-Tech. Holding Group Co., Ltd. | Beneficial owner   | 70.5%  |
|                    |                                       | Interest of spouse | 29.5%  |
| Wang Rong (王蓉)     | EVOC Hi-Tech. Holding Group Co., Ltd. | Beneficial owner   | 29.5%  |
|                    |                                       | Interest of spouse | 70.5%  |

Note:

Ms. Wang Rong (王蓉) is the spouse of Mr. Chen and therefore Mr. Chen is deemed to be interested in the shares held by Ms. Wang Rong (王蓉) and Ms. Wang Rong (王蓉) is deemed to be interested in the shares held by Mr. Chen by virtue of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Chen does not hold any other position in the Company or any of its subsidiaries; (ii) Mr. Chen 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, and (iii) Mr. Chen did not have and was not deemed to have, any other interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Chen is 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. His annual salary will be RMB250,000 and shall not be subject to more than 20% increase over the annual salary of the preceding year. Mr. Chen is also entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year. For the year ended 31 December 2014, Mr. Chen received an annual salary of RMB250,000 and no bonus payment.

Save as disclosed above, Mr. Chen 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 rule 13.51(2) of the Listing Rules.

**Mr. Tso Cheng Shun**

Tso Cheng Shun (曹成生), aged 86, the vice Chairman and an executive director of the Group. Mr. Tso graduated from Nan Tong Institute (南通學院) in the PRC and obtained a certificate in engineering in textile. He is responsible for corporate planning of the Company. Mr. Tso has been serving the Company since 1995. He is responsible for developing business strategy, preparing annual financial budget and monitoring financial status of the Group.

As at the Latest Practicable Date prior to the printing of this circular, (i) Mr. Tso does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Tso 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 Latest Practicable Date, Mr. Tso did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Tso is 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. His annual salary will be RMB30,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company. For the year ended 31 December 2014, Mr. Tso received an annual salary of RMB30,000.

Save as disclosed above, Mr. Tso 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 rule 13.51(2) of the Listing Rules.

**Mr. Zhu Jun**

Zhu Jun (朱軍), aged 53, an executive director, the compliance officer and a member of remuneration and review committee of the Group. He joined the Company in October 1995 and is responsible for monitoring the R&D center of the Company. Mr. Zhu obtained the designation of Senior Programmer from China Computer Application Software Practitioner Examination Committee (中國計算機應用軟件人員水平考試委員會) in 1990. He has extensive research and development experience in computer engineering and integration of control systems. He is responsible for managing overall R&D strategy and operations of the Company. In 2000, Mr. Zhu was awarded Shenzhen Municipal Science and Technological Advancement First Class Prize (深圳市科技進步一等獎) and Guangdong Province Technological Progress Second Runner-up Prize (廣東省科技進步三等獎). In 2003, Mr. Zhu was awarded Shenzhen Province Technological Progress First Class Prize.

As at the Latest Practicable Date prior to the printing of this circular, (i) Mr. Zhu does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Zhu 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 Latest Practicable Date, Mr. Zhu did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Zhu is 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 2015. His annual salary will be RMB150,000 and shall not be subject to more than 10% increase over the annual salary of the preceding year. Mr. Zhu is entitled to an annual discretionary bonus to be determined by the Board provided that the aggregate amount of the bonus payable to all Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profits after taxation, minority interest and extraordinary items of the Company for the relevant financial year. For the year ended 31 December 2014, Mr. Zhu received an annual salary of RMB150,000 and no bonus payment.

Save as disclosed above, Mr. Zhu 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 rule 13.51(2) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Zhang Da Ming**

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 Latest Practicable Date prior to the printing of this circular, (i) Mr. Zhang does not hold any other position in the Company or any of its subsidiaries; and (ii) 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 Latest Practicable Date, 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.

The term of office of Mr. Zhang is 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. 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.

Save as disclosed above, Mr. Zhang confirmed that there are no other matters relating to his 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 rule 13.51(2) of the Listing Rules.

**SUPERVISORS****Mr. Zhan Guo Nian**

Zhan Guo Nian (詹國年), aged 44, staff representative supervisor of the Company. Mr. Zhan graduated from Chengdu Geological College (中國成都地質學院) in the PRC with a bachelor degree in engineering in 1991. He has over 23 years of experience in management and administration. Mr. Zhan joined the Company for management and administration work in March 2001.

As at the Latest Practicable Date prior to the printing of this circular, (i) Mr. Zhan does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Zhan 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 Latest Practicable Date, Mr. Zhan did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Zhan is 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. His annual salary will be RMB20,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company. For the year ended 31 December 2014, Mr. Zhan received an annual salary of RMB20,000.

Save as disclosed above, Mr. Zhan 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 rule 13.51(2) of the Listing Rules.

**Mr. Zhang Zheng An**

Zhang Zheng An (張正安), aged 39, an shareholders representative supervisor of the Company. Mr. Zhang was graduated from high school. He has over 18 years of experience in management and administration.

As at the Latest Practicable Date prior to the printing of this circular, (i) Mr. Zhang does not hold any other position in the Company or any of its subsidiaries; and (ii) 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 Latest Practicable Date, 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.

The term of office of Mr. Zhang is 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. His annual salary will be RMB20,000, which is determined by the Board with reference to his responsibilities and performance of duties to the Company. For the year ended 31 December 2014, Mr. Zhang received an annual salary of RMB20,000.

Save as disclosed above, Mr. Zhang 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 rule 13.51(2) of the Listing Rules.

It is expected that each of the newly elected Directors and Supervisors will enter into a service contract for a term of 3 years upon their appointments. For the sake of the Company's further development plan and results growth of revenues, the Company suggests the remuneration proposal as follows:

The total annual remuneration for the newly elected Directors and Supervisors throughout their entire term of service is expected not to exceed RMB2,000,000 per annum (in which: the total annual remuneration before tax for the executive Directors is RMB750,000, the total annual remuneration before tax for the independent non-executive Directors is RMB200,000, the total annual remuneration before tax for Supervisor as representative of shareholders and Supervisor as representative of the Company' staff is RMB120,000, which is determined with reference to the duties and responsibilities of the Directors and Supervisors with the Company and the Company's remuneration policy, and is subject to the approval at the AGM.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "AGM") of EVOC Intelligent Technology Company Limited (the "Company") will be held at 20/F, EVOC Technology Building, No. 31 Gaoxinzhongsi Road, Nanshan District, Shenzhen, the People's Republic of China on Friday, 29 May 2015 at 10:30 a.m. for the following purposes:

### **I. ORDINARY RESOLUTIONS**

1. To consider and approve the report of the directors ("Directors") of the Company 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 remuneration;
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;
11. To consider and approve the proposal for remuneration of Mr. Zhu and authorize the Board to fix the remuneration of Mr. Zhu;

\* for identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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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; and
18. To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2014.

### II. SPECIAL RESOLUTIONS

To consider and approve the following resolutions as special resolutions (items 19 to 20):

19. **“THAT**

- (a) the authorisation of the Board of the Company to allot, issue and deal with additional shares of the Company be and is hereby approved:

1. subject to paragraph (3) of this resolution, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (4) of this resolution) of all the powers of the Company to allot, issue and deal with additional Domestic Shares and/or H Shares of the Company (hereinafter referred to as “Shares”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
2. this approval shall authorise the Board of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
3. the amount of additional Domestic Shares and H Shares (as the case may be) allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with either separately or concurrently by the Board of the Company pursuant to the approval in paragraph (1) of this resolution shall not exceed 20% of each of the Company’s existing Domestic Shares and H Shares (as the case may be) in issue at the date of passing this resolution; and
4. for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months period following the passing of this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of the authority given to the Board of the Company under this resolution by a special resolution of the Company's shareholders in general meetings; and
- (b) the Board of the Company be and is hereby authorised to increase the registered capital of the Company to reflect the issue of Shares authorised under this resolution, and to make such appropriate and necessary amendments to the Articles of Association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect such increase of the registered capital of the Company;"
20. "THAT the Board of the Company be and is hereby authorised, generally and unconditionally, to issue, in one or multiple tranche(s), debt financing instruments within the permissible size under the applicable laws and regulations. Debt financing instruments include but are not limited to corporate bonds, ultra-short-term commercial papers, short-term commercial papers, mid-term notes, domestic non-public targeted debt financing instruments, overseas non-public targeted debt financing instruments and overseas bonds/notes denominated in RMB or foreign currencies."

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

Shenzhen, the PRC, 10 April 2015.

\* For identification purpose only

### Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The resolution(s) to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at the Company's registered office and principal place of business of the Company, at 20/F, EVOC Technology Building, No. 31 Gaoxinhongsi Road, Nanshan District, Shenzhen, the People's Republic of China (in case of the proxy forms of holders of Domestic Shares) or 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 (in case of proxy form of holder of H shares), not less than 24 hours before the time for holding the meeting or appointed time of voting or any adjournment thereof.
4. Shareholders or their proxies shall present proofs of identity when attending the meeting.
5. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 April 2015 to Friday, 29 May 2015, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 29 April 2015 will be entitled to attend and vote at the AGM, all transfers relating to H Shares accompanied by relevant share certificates must be lodged with Company's H share registrar and transfer office in Hong Kong not later than 4:30 p.m. on Thursday, 28 April 2015.
6. Shareholders entitled to attend the meeting are requested to deliver the reply slip for attendance to the liaison office of the Company in Hong Kong at Unit No. 1619, 16th Floor, Star House, 3 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong by hand, by post or by fax (the Company's fax no. (852) 2375 7238) on or before 4:00 p.m. 8 May 2015.

*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, Mr. Wen Bing, Mr. Dong Li Xin and Mr. An Jian.*