

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

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

**(Stock Code: 2308)**

**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 Gaoxinzongsi 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;

\* *for identification purpose only*

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;
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
  - (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 Gaoxinzhongsi 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.*