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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
(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 MAY 2016; AND
(2) RETIREMENT, RESIGNATION AND APPOINTMENT OF DIRECTORS

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 30 May 2016.

The Board hereby announces that, at the AGM:

- (i) Mr. Ling Chun Kwok (“**Mr. Ling**”) has retired as an independent non-executive Director and chairman of audit committee of the Company;
- (ii) Mr. Zhu Jun (“**Mr. Zhu**”) has resigned as an executive Director and a member of the remuneration and review committee of the Company;
- (iii) Mr. Yu Tat Chi (“**Mr. Yu**”) has been appointed as an independent non-executive Director and the chairman of audit committee of the Company; and
- (iv) Mr. Geng Wen Qiang (“**Mr. Geng**”) has been appointed as an executive Director and a member of the remuneration and review committee of the Company,

with effect from 30 May 2016 after the conclusion of the AGM.

The Board would like to take this opportunity to express its gratitude to Mr. Ling and Mr. Zhu for their valuable contribution to the Board during their tenure and to extend its warm welcome to Mr. Yu and Mr. Geng on their appointment.

Reference is made to the circular of EVOC Intelligent Technology Company Limited (the “**Company**”) dated 13 April 2016 (the “**Circular**”) and the notice of the annual general meeting (“**AGM**”) dated 13 April 2016 (the “**AGM Notice**”). Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Director**”) of the Company is pleased to announce that all resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 30 May 2016.

1. CONVENING AND ATTENDANCE OF THE AGM

(i) Convening of the AGM

The AGM was held on Monday, 30 May 2016 at 10:30 a.m. at 20/F., EVOC Technology Building, No. 31 Gaoxinzongsi Road, Nanshan District, Shenzhen, the PRC.

(ii) Attendance of the AGM

A poll was demanded by the chairman of the AGM for voting on the proposed resolutions as set out in the AGM Notice, and the resolutions were duly passed 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 overseas listed 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. None of the Shareholders entitled to attend is required to abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder is 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 proposed at the AGM and as set out in the AGM Notices are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
1.	To consider and approve the report of the Directors for the year ended 31 December 2015.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
2.	To consider and approve the report of the supervisory committee for the year ended 31 December 2015.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (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 2015.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (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 2015.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
5.	To consider and approve the re-appointment BDO Limited as auditors of the Company and to authorize the Board to fix their remunerations.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
6(a).	To consider and approve the election of Mr. Yu Tat Chi as an independent non-executive Director and chairman of the audit committee of the Company.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
6(b).	To consider and approve the election of Mr. Geng Wen Qiang as an executive Director.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
7.	To authorize the Board to enter into, for and on behalf of the Company, a service contract with the newly elected Supervisor as representative of the Company's staff and as chairman of the supervisory committee upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
8.	To consider and approve the proposed declaration and distribution of final dividend for the year ended 31 December 2015.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
As more than 50% of the votes (including proxies) were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolutions.				

SPECIAL RESOLUTIONS		Number of Votes (%)		Total
		For	Against	
9.	To give general mandate to the Board to exercise the powers to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers in connection with not exceeding 20% of each of the existing Domestic Shares and H Share (as the case may be) in issue at the date of passing this resolution, and to increase the registered capital and amend the Articles of Association of the Company to reflect such increase in the registered capital of the Company.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
10.	To consider and approve the resolution in relation to the grant of a general mandate to the Board of the Company to issue debt financing instruments.	929,042,000 (100.00%)	0 (0.00%)	929,042,000 (100.00%)
As more than two-thirds of the votes (including proxies) were cast in favour of the above resolutions, the resolutions were duly passed as special resolutions.				

The Company's H Share registrar and transfer office in Hong Kong, Tricor Abacus Limited, acted as the scrutineer at the AGM for the purpose of vote-taking.

3. RETIREMENT, RESIGNATION AND APPOINTMENT OF DIRECTORS

The Board also announces that:

(i) Retirement of independent non-executive Director

Mr. Ling Chun Kwok (“**Mr. Ling**”) has retired as an independent non-executive Director and chairman of the audit committee of the Company with effect from 30 May 2016 after the conclusion of the AGM to devote more time to his other engagements. Mr. Ling confirmed that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

(ii) Resignation of executive Director

Due to health reason, Mr. Zhu Jun (“**Mr. Zhu**”) has resigned as an executive Director and a member of the remuneration committee and review committee of the Company with effect from 30 May 2016 after the conclusion of the AGM. Mr. Zhu confirmed that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ling and Mr. Zhu for their valuable contributions to the Company during their tenure of office.

The Board further announces that:

(iii) Appointment of independent non-executive Director

Mr. Yu Tat Chi (“**Mr. Yu**”) has been appointed as an independent non-executive Director and the chairman of the audit committee of the Company with effect from the conclusion of the AGM, to fill the vacancy left by the retirement of Mr. Ling. The biographical details of Mr. Yu are set out below:

Experience and qualifications

Mr. Yu, aged 51, is an independent non-executive Director and the chairman of the audit committee of the Company. He holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu has over 22 years of experience in finance, accounting and management. He has held senior management positions such as executive director, chief financial officer and company secretary in listed companies in Hong Kong. Mr. Yu was also a responsible officer in asset management, advising on securities and advising on corporate finance for a fund management company under the Securities and Futures Ordinance of Hong Kong. He is currently an independent non-executive director of Golden Resources Development International Limited (stock code: 0677).

Length of service and Director’s emolument

The term of office of Mr. Yu is 3 years commencing from the date of the AGM until the date of the annual general meeting of the Company for the year 2019. 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.

Interests in shares and relationships

As at the date of the AGM, (i) Mr. Yu does not hold any other position in the Company or any of its subsidiaries; and (ii) Mr. Yu is not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, other than the relationship arising from his proposed directorship with the Company. As at the date of the AGM, Mr. Yu did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. Yu 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.

(iv) Appointment of executive Director

Mr. Geng Wen Qiang (“**Mr. Geng**”) has been appointed as an executive Director and member of the remuneration and review committee of the Company with effect from the conclusion of the AGM, to fill in the vacancy left by the resignation of Mr. Zhu. The biological details of Mr. Geng are set out below:

Experience and qualifications

Mr. Geng, aged 60, is a professor-level senior engineer. He joined the Company in August 2007 and currently is the general manager of the Company’s production center. Mr. Geng graduated with master degree in automation from Xi’an University of Technology (西安科技大學) in 1983. Mr. Geng has over 32 years in computer and automation of control system. In 2012, Mr. Geng was elected as executive vice president of Shenzhen Computer Industry Association and the representative of Shenzhen Nanshan National People’s Congress. In July 2015, Mr. Geng was awarded Shenzhen Primary Computer Technology Contribution Award (深圳市一級計算機科技貢獻獎章).

Length of service and Director’s emolument

The term of office of Mr. Geng is 3 years commencing from the date of the AGM. His annual salary will be RMB130,000 and shall be subject to no more than 10% increase over the annual salary of the preceding year. Mr. Geng 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 2015, Mr. Geng received an annual salary of RMB122,000 and no bonus payment.

Interests in shares and relationships

As at the date of the AGM, (i) Mr. Geng does not hold any other position in the Company or any of its subsidiaries or hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) Mr. Geng 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 date of the AGM, Mr. Geng did not have and was not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. Geng 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.

The Board would like to extend its warm welcome to Mr. Yu and Mr. Geng on their appointment.

For and on behalf of the Board
EVOC Intelligent Technology Company Limited*
Chen Zhi Lie
Chairman

Shenzhen, the PRC, 30 May 2016

As at the date of this announcement, the executive Directors are Mr. Chen Zhi Lie, Mr. Tso Cheng Shun and Mr. Geng Wen Qiang; the independent non-executive Directors are Mr. Yu Tat Chi, Mr. Wen Bing, Mr. Dong Li Xin and Mr. Zhang Da Ming.

* *For identification purpose only*