

---

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

---

**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult a 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 Launch Tech Company Limited (the “Company”), you should at once hand this circular together with the enclosed forms of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make 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 circular.

---

# **LAUNCH**

**深圳市元征科技股份有限公司**

**LAUNCH TECH COMPANY LIMITED\***

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

**(Stock Code: 2488)**

**(1) PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION**

**(2) RE-APPOINTMENT OF DIRECTORS**

**(3) RE-APPOINTMENT OF SUPERVISORS**

**AND (4) NOTICE OF SGM**

---

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice dated 28 January 2013 convening a special general meeting (the “SGM”) of Launch Tech Company Limited (the “Company”) to be held at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang Longgang District, Shenzhen, the PRC on Monday, 18 March 2013 at 11:00 a.m., is set out on pages 11 to 14 of this circular.

Whether or not you intend to attend the SGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company’s Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company’s principal place of business at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang Longgang District, Shenzhen, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the SGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the SGM or at any adjourned meeting if you so wish.

Reply slip for the SGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the SGM) and return the signed slip in accordance with the instructions printed thereon.

\* *for identification purposes only*

28 January 2013

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
1. Introduction .....	2
2. Proposed Amendments to Articles of Association .....	3
3. Proposed Re-Appointment of Directors .....	3
4. Proposed Re-Appointment of Supervisors .....	3
5. Book Closure Period .....	4
6. Voting by Poll .....	4
7. Recommendation .....	4
8. Responsibility Statement .....	4
9. Additional Information .....	5
<b>Appendix I – Proposed Amendments to Articles of Association</b> .....	6
<b>Appendix II – The Biographies of Proposed Re-appointed Directors</b> .....	8
<b>Appendix III – The Biographies of Proposed Re-appointed Supervisors</b> .....	10
<b>Notice of Special General Meeting</b> .....	11

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:–*

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Company”	深圳市元征科技股份有限公司 (Launch Tech Company Limited*), a joint stock limited company incorporated in the PRC with limited liability
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Accounting Standards”	中國會計準則 the generally accepted accounting principles and standards of PRC
“SGM”	the special general meeting of the Company to be convened and held at 11:00 a.m. on 18 March 2013, for the purpose of approving (i) the amendment of the Articles; (ii) the re-appointment of Directors; and (iii) the re-appointment of Supervisors
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

*In this circular, the English names of the PRC entities are translations of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.*

\* for identification purposes only

---

LETTER FROM THE BOARD

---

# LAUNCH

深圳市元征科技股份有限公司

**LAUNCH TECH COMPANY LIMITED\***

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

(Stock Code: 2488)

*Executive Directors*

Mr. Liu Xin (*Chairman*)

Mr. Liu Jun

Ms. Huang Zhao Huan

Mr. Jiang Shiwen

*Non-executive Directors*

Ms. Liu Yong

Ms. Liu Xiaohua

*Independent non-executive Directors*

Mr. Pan Zhongmin

Mr. Liu Yuan

Dr. Zou Shulin

*Registered office*

2-8 Floors, Xin Yan Building,

Bagua Number Four Road,

Futian District,

Shenzhen, the PRC

*Principal place of business*

Launch Industrial Park,

North of Wuhe Road,

Banxuegang, Longgang District,

Shenzhen, the PRC

*Principal place of business in*

*Hong Kong*

Unit 1104, Crawford House,

70 Queen's Road Central,

Hong Kong

28 January 2013

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION**

**(2) RE-APPOINTMENT OF DIRECTORS**

**(3) RE-APPOINTMENT OF SUPERVISORS**

**AND (4) NOTICE OF SGM**

**INTRODUCTION**

The purpose of this circular is to give you notice of the SGM to be held on 18 March 2013 and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the SGM regarding the (i) amendments to the Articles of Association, (ii) re-appointment of Directors of the Company and (iii) re-appointment of Supervisors of the Company and to seek your approval of the resolutions in relating to these matters at the SGM.

\* *for identification purpose only*

---

## LETTER FROM THE BOARD

---

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” published by the Stock Exchange in December 2010, mainland incorporated companies listed in Hong Kong are allowed by the Stock Exchange, with effect from 15 December 2010, to prepare their financial statements using the PRC Accounting Standards and legal requirements and mainland audit firms approved by the Ministry of Finance and the CSRC are allowed to act as their auditors and to audit such financial statements using PRC Accounting Standards.

Accordingly, the Board approved and resolved to submit to the Shareholders for approval the proposed amendments to Article 149 and Article 150 of the Articles in order to allow the Company to prepare their financial statements using solely the PRC Accounting Standards which will save costs of the Company and streamline the preparation process. Save and except for the aforesaid amendments, other terms of the Articles shall remain unchanged.

Details of the proposed amendments are set out in the Notice of SGM on pages 11 to 14 of this circular. An unofficial translation of the proposed amendments to the Articles is set out in Appendix I to this circular.

### **PROPOSED RE-APPOINTMENT OF DIRECTORS**

According to the Articles and the respective Shareholders’ resolutions approving their appointments, Mr. Liu Xin, Mr. Liu Jun, Ms. Liu Yong, Mr. Liu Yuan and Dr. Zou Shulin’s appointment as Directors will expire at the SGM and all of Mr. Liu Xin, Mr. Liu Jun, Ms. Liu Yong, Mr. Liu Yuan and Dr. Zou Shulin will retire and offer themselves for re-appointment.

Ordinary resolutions will be proposed at the SGM to re-appoint Mr. Liu Xin and Mr. Liu Jun as executive Directors, to re-appoint Ms. Liu Yong as non-executive Director and to appoint Mr. Liu Yuan and Dr. Zou Shulin as independent non-executive Directors respectively of the Board of the Company.

Details of each of the proposed Directors to be re-appointed are set out in the Appendix II to this circular.

### **PROPOSED RE-APPOINTMENT OF SUPERVISORS**

According to the Articles and the respective Shareholders’ resolutions approving their appointments, Mr. Sun Zhongwen and Mr. Du Xuan’s appointment as Supervisors will expire at the SGM and both of them will retire and offer themselves for re-appointment.

Ordinary resolutions will be proposed at the SGM to appoint Mr. Sun Zhongwen and Mr. Du Xuan as Supervisors of the supervisor committee of the Company.

---

## LETTER FROM THE BOARD

---

Details of each of the proposed Supervisors to be re-appointed are set out in the Appendix III to this circular.

### **BOOK CLOSURE PERIOD**

The register of members of the Company will be closed from Saturday, 16 February 2013 to Monday, 18 March 2013, both days inclusive, during which time no transfer of shares will be effected. In order to be eligible to attend the SGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 15 February 2013. All transfers of Domestic Shares together with the relevant share certificates must be delivered to the Company's principal place of business in the PRC at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, PRC, no later than 4:30 p.m. on Friday, 15 February 2013.

### **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 SGM in accordance with the Articles and the Listing Rules. An announcement on the poll results will be made by the Company after the SGM.

### **RECOMMENDATION**

The Board is of the view that the proposed (1) amendments to the Articles (2) re-appointment of Directors and (3) re-appointment of Supervisors are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed to approve the amendments to the Articles and the ordinary resolutions to be proposed to re-appoint Directors and Supervisors of the Company at the SGM.

### **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

---

## LETTER FROM THE BOARD

---

- (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 Appendices to this circular.

Yours faithfully,  
for and on behalf of  
**Launch Tech Company Limited**  
**Liu Xin**  
*Chairman*

---

## APPENDIX I PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

---

For the avoidance of doubt, the proposed amendments below shall be subject to, and shall only come into effect upon the passing of special resolution(s) by the Shareholders approving such amendments at the SGM.

The proposed amendments to Article 149 and Article 150 of the Articles are set out below:–

<b>Articles</b>	<b>Before the amendments</b>	<b>After the amendments</b>
Article 149	Financial statements shall, in addition to be prepared by the Company in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China, be also prepared in accordance with the generally accepted accounting principles of the international community or the overseas places where the shares are listed. Any material discrepancies in the two set of statements prepared based on above-mentioned principles shall be explained in the explanatory notes attached. The lower of the after-tax profits of a specific fiscal year stated in the statements prepared based on the above-mentioned principles shall prevail in the allocation of such profits.	Financial statements of the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China. Besides the Company may also adopt the international accounting standards or local accounting standards of the place where the Company is listed to prepare its financial statements if deemed necessary by the Company. Any significant discrepancies between the financial statements prepared in accordance with the two sets of accounting standards shall be explicitly stated in the notes to the financial statements. Profit distribution of the Company for a particular financial year shall be based on the lesser of the profit after taxation stated in the two sets of financial statements.
Article 150	Quarterly reports, interim reports, annual reports or finance information made public or disclosed by the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China, in addition, they shall also be prepared in accordance with the generally accepted accounting principles of international community or the overseas places where the shares are listed.	Quarterly reports, interim reports, annual reports or finance information made public or disclosed by the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China. Besides, the Company may also adopt the international accounting standards or the local accounting standards of the place where the Company is listed if deemed necessary by the Company.

(The English version of the Articles and the above proposed amendments is an unofficial translation of its Chinese version prepared for reference only. In case of discrepancy between the two versions, the Chinese version shall prevail.)



*The following are the particulars of the Directors proposed to be re-appointed at the SGM:*

**EXECUTIVE DIRECTORS**

**Mr. Liu Xin**, also known as **Louis Liu**, aged 44, is an executive Director and the chairman of the Company. Mr. Liu Xin is the founder of the Company and has around 10 years of experience in corporate management, business development, product development and marketing in the computer and automotive diagnostic and testing industries. He is a graduate of Chengdu Technology University (currently known as Sichuan University) with a bachelor's degree in applied physics. Mr. Liu Xin is mainly responsible for the strategic planning, overall management, establishment of strategic alliances and development of overseas marketing and sales channel. Mr. Liu Xin is the brother of Mr. Liu Jun and Ms. Liu Yong.

The Company proposes to re-appoint Mr. Liu Xin as an executive Director to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Liu Xin does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Mr. Liu Xin had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Liu Jun**, also known as **Charles Liu**, aged 42, is an executive Director and the chief executive officer of the Company. Mr. Liu Jun is the co-founder of the Company and is the brother of Mr. Liu Xin and Ms. Liu Yong. Mr. Liu Jun has around 10 years of experience in corporate management, business development and product development in automotive diagnostic and testing industries. He is a graduate of Tsinghua University with a bachelor's degree in radio electronics engineering. Mr. Liu Jun once served as the head of the Company's R&D department and headed the development of the first generation of Electronic Eye in November 1994, and was honoured as one of the Shenzhen Ten Outstanding Young Technology Experts in 1998. He is currently responsible for the day-to-day operations of Company, and also supervises the Company's R&D and finance.

The Company proposes to re-appoint Mr. Liu Jun as an executive Director to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Liu Jun does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Mr. Liu Jun had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

#### **NON-EXECUTIVE DIRECTORS**

**Ms. Liu Yong**, aged 49, is a non-executive Director since June 1997, and is the sister of Mr. Liu Xin and Mr. Liu Jun. Ms. Liu once studied in Dalian Foreign Language Institute, and served in the sales department and public relations department of Guilin Holidays Inn and Guilin Rong Hu Hotel, respectively, and as the general manager of Sunshine Travel Agency. Ms. Liu has extensive experience in corporate management, sales and marketing and public relations management. She is currently a director of Shenzhen De Shi Yu.

The Company proposes to re-appoint Ms. Liu Yong as a non-executive Director to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Save as disclosed above, Ms. Liu Yong does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Ms. Liu Yong had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Liu Yuan**, aged 38, is a partner of 凱橋(北京)投資管理有限公司. He has been the head of the Shenzhen Branch and vice president of a main branch of the Bank of China. Mr. Liu Yuan is a graduate of the Economic Law Department of Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor of law.

The Company proposes to appoint Mr. Liu Yuan as an independent non-executive Director to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Liu Yuan does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Mr. Liu Yuan had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Dr. Zou Shulin**, aged 50, is a guest professor of the Business and Administration Department of Zhongnan University of Economics and Law (中南財經政法大學). He has been an associate professor and professor of Zhongnan University of Economics and Law (中南財經政法大學) and a branch president of the Shenzhen Branch of China Everbright Bank. Dr. Zou Shulin is a graduate of Zhongnan University of Economics and Law (中南財經政法大學).

The Company proposes to appoint Dr. Zou Shulin as an independent non-executive Director and member of the audit committee to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Dr. Zou Shulin does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Dr. Zou Shulin had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

*The following are the particulars of the Supervisors proposed to be re-appointed at the SGM:*

**Mr. Sun Zhongwen**, aged 67, is a graduate of Changsha Railway University (now named as Central South University) with a bachelor's degree. Since 1968, he has been an engineer, chief engineer and head of operation of the Liuzhou Railway Administration of the Ministry of Railways and the vice president and standing committee of the party. In 1997, he was appointed as the deputy mayor of the Guilin municipal government in Guangxi, secretary of the work committee and director of the management committee of the Guilin National Hi-Tech Zone. He then served as the deputy director of the standing committee. He has retired in 2006.

The Company proposes to appoint Mr. Sun Zhongwen as a Supervisor to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Sun Zhongwen does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Mr. Sun Zhongwen had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

**Mr. Du Xuan**, aged 49, is a graduate of the Computer Department of University of Electronic Science and Technology of China with a bachelor's degree in senior engineering. He has been the chairman of 深圳市金證科技股份有限公司 since 1998 and the vice chairman of Shenzhen Computer Software Association (深圳市計算機軟件協會) and vice chairman of Shenzhen Young Entrepreneurs Association (深圳市青年企業家協會) since 2001.

The Company proposes to re-appoint Mr. Du Xuan as a Supervisor to hold office for a term of three years from the date of the SGM. Subject to the Shareholders' approval at the SGM, his emoluments will be determined by the Board with reference to his responsibilities and performance of duties to the Company.

Save as disclosed above, Mr. Du Xuan does not have any relationship with other directors, supervisors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Mr. Du Xuan had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the Shareholders.

---

## NOTICE OF SPECIAL GENERAL MEETING

---

# LAUNCH

深圳市元征科技股份有限公司

**LAUNCH TECH COMPANY LIMITED\***

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

**(Stock Code: 2488)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Launch Tech Company Limited (the “**Company**”) will be convened and held at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang Longgang District, Shenzhen, the PRC on Monday, 18 March 2013 at 11:00 a.m., for the following purpose. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 28 January 2013 (the “**Circular**”):

### SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the Articles:-
  - (a) “**THAT** Article 149 of the Articles which reads as follows:

“Financial statements shall, in addition to be prepared by the Company in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China, be also prepared in accordance with the generally accepted accounting principles of the international community or the overseas places where the shares are listed. Any material discrepancies in the two sets of statements prepared based on above-mentioned principles shall be explained in the explanatory notes attached. The lower of the after-tax profits of a specific fiscal year stated in the statements prepared based on the above-mentioned principles shall prevail in the allocation of such profits.”

be and is hereby amended to read as follows:

“Financial statements of the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China. Besides the Company may also adopt the international accounting standards or local accounting standards of the place where the Company is listed to prepare its financial statements if deemed necessary by the Company. Any significant discrepancies between the financial statements prepared in accordance with the two sets of accounting standards shall be explicitly stated in the notes to the financial statements. Profit distribution of the Company for a particular financial year shall be based on the lesser of the profit after taxation stated in the two sets of financial statements.”

\* *for identification purpose only*

---

## NOTICE OF SPECIAL GENERAL MEETING

---

and that such amendments be incorporated into the articles of association of the Company.”

- (b) “**THAT** Article 150 of the Articles which reads as follows:

“Quarterly reports, interim reports, annual reports or finance information made public or disclosed by the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China, in addition, they shall also be prepared in accordance with the generally accepted accounting principles of international community or the overseas places where the shares are listed.”

be and is hereby amended to read as follows:

“Quarterly reports, interim reports, annual reports or finance information made public or disclosed by the Company shall be prepared in accordance with the Generally Accepted Accounting Principles of China and applicable laws, rules and regulations in China. Besides, the Company may also adopt the international accounting standards or the local accounting standards of the place where the Company is listed if deemed necessary by the Company.”

and that such amendments be incorporated into the articles of association of the Company. ”

### ORDINARY RESOLUTIONS

2. To consider and approve the re-appointment of the following existing Directors, and authorize the Board to fix their remuneration:–
  - (a) re-appointment of Mr. Liu Xin as the Company’s executive director;
  - (b) re-appointment of Mr. Liu Jun as the Company’s executive director;
  - (c) re-appointment of Ms. Liu Yong as the Company’s non-executive director;
  - (d) re-appointment of Mr. Liu Yuan as the Company’s independent non-executive director; and
  - (e) re-appointment of Dr. Zou Shulin as the Company’s independent non-executive director.
  
3. To authorize the Board to enter into, for and on behalf of the Company, a new service contract with each of the newly re-appointed Directors upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matter.

---

## NOTICE OF SPECIAL GENERAL MEETING

---

4. To consider and approve the re-appointment of the existing following Supervisors and authorize the Board to fix their remuneration:–
  - (a) re-appointment of Mr. Sun Zhongwen as the Company’s Supervisor; and
  - (b) re-appointment of Mr. Du Xuan as the Company’s Supervisor.
  
5. To authorize the Board to enter into, for and on behalf of the Company, a new service contract with each of the newly re-appointed Supervisor upon such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matter.

By Order of the Board  
**Launch Tech Company Limited**  
**Liu Xin**  
*Chairman*

28 January 2013  
Shenzhen, the PRC

*Notes:*

- (A) Shareholders of the Company shall note that pursuant to Article 46 of the Articles, the share register of the Company will be closed during the period from Saturday, 16 February 2013 to Monday, 18 March 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the SGM, all transfer documents, together with the relevant share certificates, should be lodged to the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares), or to the Company’s principal place of business in the PRC (for holders of Domestic shares), no later than 4:30 p.m. on Friday, 15 February 2013. Shareholders whose names appear on the register of shareholders of the Company on Monday, 18 March 2013 shall be entitled to attend the SGM of the Company and to vote thereat.
- (B) Any Shareholders entitled to attend and to vote at the SGM shall be entitled to appoint a proxy who need not be a Shareholder, to attend and to vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy.
- (C) Where a shareholder of the Company appoints more than one proxy, his proxy may only vote in a poll.
- (D) To be valid, the proxy forms for the use of Shareholders and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company not less than 24 hours before the time scheduled for holding the SGM or its adjourned meetings of the Company.
- (E) Shareholders who intend to attend the SGM are required to return the reply slip to the Company on or before 26 February 2013. Please refer to the reply slip and the instruction thereon for details.
- (F) Completion and return of the proxy form and the reply slip will not affect the right of the shareholders of the Company to attend and to vote at the SGM. In such event, the form of proxy will be deemed to have been revoked.
- (G) Holders of domestic shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority and the reply slip to the Company’s principal place of business in the PRC.

---

## NOTICE OF SPECIAL GENERAL MEETING

---

- (H) Holders of H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority and the reply slip to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
  
- (I) The SGM is expected to last for half an hour. Shareholders and their proxies attending the SGM shall be responsible for the transportation and accommodation expenses on their own.