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# **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 purposes. 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.”

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.

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.

- (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.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Liu Xin (Chairman), Mr. Liu Jun, Ms. Huang Zhao Huan and Mr. Jiang Shiwen as executive Directors, Ms. Liu Yong and Ms. Liu Xiaohua as non-executive Directors, and Mr. Pan Zhongmin, Mr. Liu Yuan and Dr. Zou Shulin as independent non-executive Directors.*

\* *for identification purposes only*