
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 form of proxy and reply slip 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.

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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)

(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

(2) REPURCHASE MANDATE

(3) PROPOSED BONUS ISSUE OF SHARES

**(4) PROPOSED CORRESPONDING AMENDMENT TO
ARTICLES OF ASSOCIATION**

(5) NOTICE OF ANNUAL GENERAL MEETING

**(6) NOTICE OF H SHAREHOLDERS' CLASS MEETING
AND**

(7) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

A letter from the Board is set out on pages 4 to 17 of this circular.

The notice dated Wednesday, 30 April 2014 convening the AGM and Class Meetings ie. the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (“Class Meetings”) of 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, 16 June 2014 at 11:00 a.m., are set out on pages 23 to 39 of this circular.

Whether or not you intend to attend such meetings, 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 such meetings 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 meetings or at any adjourned meetings if you so wish. Reply slips for such meetings is also enclosed. You are reminded to complete and sign the reply slips (if you are entitled to attend the meetings) and return the signed slip in accordance with the instructions printed thereon.

* *for identification purpose only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 16 June 2014 at 11:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Bonus Domestic Shares”	new unlisted Domestic Shares to be allotted and issued under the Bonus Issue of Shares
“Bonus H Shares”	new H Shares to be allotted and issued under the Bonus Issue of Shares
“Bonus Issue of Shares”	the issue of 4 new Shares for every 1 existing Share to the Shareholders on the register of members of the Company on the Record Date for Bonus Issue of Shares by way of the capitalization of Common Reserves of the Company, which is to be approved by the Shareholders at the AGM and the Class Meetings
“Bonus Shares”	Bonus Domestic Shares and Bonus H Shares
“Common Reserves”	Common Reserves (資本公積金) 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
“Company Law”	the Company Law of the PRC
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meetings”	the class meeting for H Shareholders to be held immediately after the conclusion of the AGM and the class meeting for Domestic Shareholders to be held immediately after the conclusion of the said class meeting of H Shareholders
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Domestic Shares”	domestic share(s) of RMB1.00 each in the share capital of the Company which are subscribed for in RMB
“Domestic Shareholders”	Holders of the Domestic Shares
“H Shares”	the overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company which are listed on the Main Board and subscribed for and traded in HK\$
“H Shareholders”	Holders of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HKD”	Hong Kong Dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	29 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandatory Provisions”	《到境外上市公司章程必備條款》(the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System of the PRC
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as stated in the register of H Shareholders is/are outside Hong Kong
“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
“Record Date”	means Monday, 16 June 2014, being the record date for the purpose of determining the entitlement of the Shareholders to attend the AGM and vote thereat
“Record Date for Bonus Issue of Shares”	Tuesday, 8 July 2014, being the record date for determination of entitlements to the Bonus Issue of Shares

DEFINITIONS

“Repurchase Mandate”	subject to the conditions set out in the proposed resolutions approving the repurchase mandate at the AGM and the Class Meetings, the general mandate granted by the Shareholders to the Board to repurchase not more than 10% of the H Shares in issue as at the date of passing of the relevant resolutions
“RMB”	Renminbi the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases

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 purpose 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

Registered office

2-8 Floors, Xin Yan Building,

Bagua Number Four Road,

Futian District,

Shenzhen, the PRC

Non-executive Director

Ms. Liu Yong

Principal place of business

Launch Industrial Park,

North of Wuhe Road,

Banxuegang Longgang District,

Shenzhen, the PRC

Independent non-executive Directors

Mr. Pan Zhongmin

Mr. Liu Yuan

Dr. Zou Shulin

Principal place of business in Hong Kong

Unit 1104, Crawford House,

70 Queen's Road Central,

Hong Kong

To the Shareholders,

30 April 2014

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

(2) THE REPURCHASE MANDATE

(3) PROPOSED BONUS ISSUE OF SHARES

**(4) PROPOSED CORRESPONDING AMENDMENT TO
ARTICLES OF ASSOCIATION**

(5) NOTICE OF ANNUAL GENERAL MEETING

**(6) NOTICE OF H SHAREHOLDERS' CLASS MEETING
AND**

(7) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and Class Meetings to be held on Monday, 16 June 2014 and to provide you with information regarding the resolutions to be proposed at the AGM and Class Meetings to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and Class Meetings regarding, among others, the proposed re-election and appointment of

* *for identification purpose only*

LETTER FROM THE BOARD

Directors, the Repurchase Mandate, the proposed Bonus Issue of Shares of the Company and the proposed corresponding amendments to the Articles and to seek your approval of the other resolutions to be proposed thereat.

PROPOSED CHANGE OF DIRECTORS

The Board proposes to re-elect Ms. Huang Zhao Huan (“**Ms. Huang**”) and Mr. Jiang Shiwen (“**Mr. Jiang**”) as executive Directors and appoint Ms. Zhang Yan (“**Ms. Zhang**”) as an independent non-executive Director for a term of three years, with immediate effect from passing of ordinary resolutions approving the re-election and appointment thereof at the AGM.

Ms. Huang and Mr. Jiang retired as executive Directors, and Mr. Pan Zhongmin (“Mr. Pan”) retired as independent non-executive Director upon expiry of their former terms of appointment. Ms. Huang and Mr. Jiang will offer themselves for re-election at the AGM. The Board believes that their management experience in multinational companies and previous experience in the Company will continue to add value to the Board.

Mr. Pan will not offer himself for re-election at the AGM due to his having other business engagements which required more of his dedication. Following his retirement, Mr. Pan also ceased to be a member of the audit committee of the Company. Mr. Pan has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. Pan for his valuable contributions to the Company during his tenure of office.

Ordinary resolutions will be proposed at the AGM to re-elect Ms. Huang and Mr. Jiang as executive Directors and appoint Ms. Zhang as an independent non-executive Director.

Particulars of Ms. Huang, Mr. Jiang and Ms. Zhang are set out in the Appendix I to this circular.

PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES

Repurchase Mandate

The Company Law, the Mandatory Provisions and the Articles provide for certain restrictions on share repurchase which are applicable to all classes of shares of the Company.

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders’ resolutions in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, provide that subject to obtaining the approval of the relevant PRC regulatory

LETTER FROM THE BOARD

authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and special resolution passed by holders of domestic shares and holders of overseas listed foreign shares at separate meetings.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company. In addition, the Company Law provides that the shares repurchased by a company will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction.

Conditions to Repurchase H Shares

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors give notices to convene the AGM and the Class Meetings. At each such meeting, a special resolution will be proposed to grant to the Directors the Repurchase Mandate which is a conditional general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of such special resolution.

The Repurchase Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings; and (b) the approvals of SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

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The Repurchase Mandate would expire on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM and the Class Meetings; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective Class Meeting.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the resolution approving the Repurchase Mandate at the AGM and the Class Meetings.

Explanatory Statement

An explanatory statement containing further information relating to the Repurchase Mandate is set out in Appendix II to this circular.

PROPOSED BONUS ISSUE OF SHARES

On 30 April 2014, the Board proposed a Bonus Issue of Shares to all Shareholders whose names appear on the register of members of the Company on the Record Date for Bonus Issue of Shares.

As at the Latest Practicable Date, the issued share capital of the Company is RMB60,360,000 which comprised of 33,000,000 Domestic Shares and 27,360,000 H Shares. The Bonus Shares to be issued will comprise 132,000,000 Bonus Domestic Shares and 109,440,000 Bonus H Shares. The Bonus Shares will be credited as converted by way of capitalization of the Common Reserves of the Company. There will be no adverse effect on the Company by the reduction of the Common Reserves upon completion of the Bonus Issue of Shares.

1. Conditions of the Bonus Issue of Shares

The Bonus Issue of Shares is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM and at each of the Class Meetings to approve the Bonus Issue of Shares and to authorize the Directors to make corresponding amendments to Article 18 and Article 21 of the Articles to reflect the new capital structure upon the completion of Bonus Issue of Shares;
- (ii) the approval granted by the relevant PRC authorities; and
- (iii) the approval granted by the Stock Exchange for the listing of, and permission to deal in, the new Bonus H Shares to be issued under the Bonus Issue of Shares.

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The proposed issuance of Bonus Domestic Shares and the proposed issuance of Bonus H Shares are inter-conditional. In the event that the proposed issuance of Bonus Domestic Shares is not completed, the proposed issuance of Bonus H Shares will not proceed, and vice versa.

Warning of Risks of Dealing in the H Shares

Holders of H Shares should note that the existing H Shares are expected to be dealt in on an ex-entitlements basis from Monday, 30 June 2014. If the conditions of the Bonus Issue of Shares (as set out above under the paragraph headed “Conditions of the Bonus Issue of Shares”) are not fulfilled, the Bonus Issue of Shares will not proceed. If in any doubt, investors are recommended to consult their professional advisers.

2. Status of the New Bonus Shares and Fractional Entitlement

The new Bonus Shares will, subject to the Articles of Association, rank *pari passu* in all respects with the H Shares and Domestic Shares, respectively, in issue on the date of the issue of the Bonus Shares. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Bonus Shares are allotted and issued. Fractional entitlements to the Bonus Shares will not be allotted to the Shareholders and will be aggregated and sold for the benefit of the Company. The Bonus Issue of Shares should not result in any change in the rights or interests of the H Shares traded on the Stock Exchange or the Domestic Shares.

3. Expected Timetable

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

AGM and Class Meetings	Monday, 16 June 2014
Last day of dealings in H Shares on a cum-entitlement basis	Friday, 27 June 2014
First day of dealings in H Shares on an ex-entitlement basis	Monday, 30 June 2014
Latest time for lodging transfer of shares for entitlement to the Bonus Issue of Shares	Wednesday, 2 July 2014
Book Closure Period (both days inclusive)	Thursday, 3 July 2014 to Tuesday, 8 July 2014
Record Date for Bonus Issue of Shares	Tuesday, 8 July 2014
Register of members of the Company re-opens	Wednesday, 9 July 2014

LETTER FROM THE BOARD

Share Certificates of Bonus H Shares expected
to be despatched on or around Friday, 8 August 2014

Dealings in the Bonus H Shares expected
to commence Monday, 11 August 2014

4. Effect to the Shareholding Upon the Completion of Bonus Issue of Shares

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Bonus Issue of Shares (assuming that no other Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date for Bonus Issue of Shares, upon satisfaction of the conditions set out above):

	As at the Latest Practicable Date		Immediately upon completion of the Bonus Issue of Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Domestic Shares	33,000,000	54.67%	165,000,000	54.67%
H Shares	<u>27,360,000</u>	<u>45.33%</u>	<u>136,800,000</u>	<u>45.33%</u>
Total	<u><u>60,360,000</u></u>	<u><u>100%</u></u>	<u><u>301,800,000</u></u>	<u><u>100%</u></u>

5. Overseas Shareholders

If there is any Overseas Shareholders based on the register of members of the Company as at the Record Date for Bonus Issue of Shares, the Board will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the Company's offering the Bonus H Shares to the Overseas Shareholders.

Overseas Shareholders will not be allotted the Bonus H Shares if the laws of the jurisdiction at which their registered address is located prohibit the Company from allotting the Bonus H Shares to them, or require the Company to comply with any requirements (such as filing of any registration statement or prospectus or other special formalities) which the Directors consider to be impracticable. Instead, the Bonus H Shares otherwise falling to be allotted to them would be sold in the market as soon as practicable after dealings in the Bonus H Shares commence if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

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6. Application for Listing

The H Shares are listed on the Stock Exchange. Save for the H shares, no shares of the Company are listed or deal in any other stock exchange. Application will be made to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the new Bonus H Shares.

The new Bonus H Shares are not new class of securities to be listed and accordingly no arrangements are required to be made to enable the new Bonus H Shares to be admitted into CCASS.

Subject to the granting of the approval for the listing of, and permission to deal in, the Bonus H Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus H Shares will be accepted as eligible securities for deposit, clearance and settlement in CCASS established and operated by HKSCC with effect from the commencement date of dealings in the H Shares on the Stock Exchange or such other date as determined by HKSCC. Dealings in the H Shares may be settled through CCASS. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests. The Bonus H Shares will not be listed or traded on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought. Dealings in the Bonus H Shares will be subject to the payment of stamp duty in Hong Kong.

Subject to the fulfillment of the conditions for the Bonus Issue of Shares set out herein above, certificates for the Bonus H Shares are expected to be despatched to the H Shareholders on or about Friday, 8 August 2014 to their respective addresses appeared on the register of H Shareholders on the Record Date for Bonus Issue of Shares.

7. Reasons for the Bonus Issue of Shares

The Board believes that the Bonus Issue of Shares i) will provide the Company with a wider capital base and therefore increase the marketability of the Shares; and ii) is a return to the long-term support and care of the Shareholders.

8. Closure of Books

The register of members of the Company will be closed from Thursday, 3 July 2014 to Tuesday, 8 July 2014 (both days inclusive) during which period no transfer of shares will be effected. In order to be qualified for the entitlement of the Bonus Issue of Shares, all transfer instruments accompanied by the relevant share certificates must be lodged by the holders of H Shares with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 2 July 2014. 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, the PRC, no later than 4:30 p.m. on Wednesday, 2 July 2014.

LETTER FROM THE BOARD

9. Share Certificates

Subject to the fulfilment of the conditions of the Bonus Issue of Shares as set out in the paragraph headed “Conditions of the Bonus Shares Issue” above, certificates in respect of the new Bonus H Shares will be sent by ordinary mail to the persons entitled thereto at their respective addresses shown in the register of holders of H Shares of the Company or in the case of joint holders, to the address of the joint holder whose name stands first in the register of holders of H Shares of the Company in respect of the joint holding. One share certificate will be issued for all Bonus H Shares issued to each eligible holder of Bonus H Shares.

10. Statement to be made on acquisition of Shares

The Company shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Company and each of its shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations of the State Council Concerning Floatation and Listing Abroad of Stocks by Listed Stock Companies and its Articles of Association;
- (ii) the acquirer of Shares agrees with the Company, each of its shareholders, Directors, Supervisors, presidents and officers, and itself (acting for the Company and for each Director, Supervisor, Presidents and officer) agrees with each shareholder, to refer all differences and claims arising from its Articles of Association or any rights or obligations conferred or imposed by the Chinese Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with its Articles of Association. Any reference to arbitration will be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (iii) the acquirer of Shares agrees with the Company and its shareholders that H Shares in the Company are freely transferable by the holder of such Shares; and
- (iv) the acquirer of Shares authorizes the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to shareholders stipulated in its Articles of Association.

TAXATION

There will be no levy of PRC taxation in respect of the issue of Bonus H Shares under the Bonus Issue of Shares.

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Dealings in the Bonus H Shares will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, or any other applicable fees and charges in Hong Kong. H Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding, disposing of or dealing in the Bonus H Shares. **It is emphasized that none of the Company, its Directors or any other parties involved in the Bonus Issue of Shares accepts responsibility for any tax implication or liabilities of the H Shareholders.**

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board considered and approved the amendments to Article 95 of the Articles, so that the Articles would be consistent with the existing Board structure. At the same time, as mentioned in the section headed “Conditions of the Bonus Issue of Shares” above, the Board has considered and approved certain corresponding amendments to Article 18 and Article 21 of the Articles to reflect the new capital structure of the Company upon the completion of the Bonus Issue of Shares.

Amendment to the Articles is conditional and shall take effect only upon, (i) the approval from Shareholders by way of special resolutions in AGM of the Company; (ii) the approval from Shareholders by way of special resolution in each of the Class Meetings (for Article 18 and Article 21 only); (iii) approval from competent provincial commercial department at its locality which the Company established in respect of amendments to the Articles of Association; and (iv) the Company submitted filing to Company registration authority for registration formalities in respect of the amended Articles of Association.

LETTER FROM THE BOARD

The proposed amendments to Article 18, Article 21 and Article 95 of the Articles are set out below:

Article	Before the amendments	After the amendments
18	<p>Having been approved by the China Securities Monitoring and Merging Committee the Company has issued 27,360,000 ordinary shares after its incorporation all of which are overseas listed foreign capital shares, representing 45.32% of the Company's Authorised Capital (ordinary shares) at incorporation the par value of each share is RMB1.00 after approval by the governing department of the State Council the par value of each share is subdivided to RMB0.10 and later consolidated to RMB1.00, therefore, the present equity structure of the Company representing 60,360,000 ordinary shares is as follows:</p> <p>(1) Shareholders of domestic capital shares together hold 29,076,100 shares representing 48.17% of the Company's issued share capital. Liu Xin holds 13,200,000 shares representing 21.86% of the Company's issued share capital. Shenzhen Langgu Technology Development Company Limited holds 13,886,400 shares, representing 23.01% of the Company's issued share capital. Shenzhen De Shi Yu Investment Company Limited holds 1,026,100 shares representing 1.70% of the Company's issued share capital, Wang Xua Thi holds 963,600 shares, representing 1.60% of the Company's issued share capital.</p>	<p>Having been approved by the China Securities Monitoring and Merging Committee the Company has issued 27,360,000 ordinary shares after its incorporation all of which are overseas listed foreign capital shares, representing 45.32% of the Company's authorised capital (ordinary shares) at incorporation the par value of each share is RMB1.00 after approval by the governing department of the State Council the par value of each share is subdivided to RMB0.10 and later consolidated to RMB1.00.</p> <p>Having been approved by the shareholders of the Company at the annual general meeting and class meeting on 16 June 2014, the Company has converted the retained profits and common reserves of the Company totalling RMB241,440,000 into paid-up capital and issued 241,440,000 bonus shares of the Company. Following the issuance of bonus shares, the issued share capital of the Company will be 301,800,000 Shares, in which 145,380,500 Shares are held by the domestic shareholders of the Company, representing 48.17% of the issued share capital of the Company.</p>

LETTER FROM THE BOARD

Article	Before the amendments	After the amendments
	<p>(2) Shareholders of foreign capital shares not listed on stock exchange together hold 3,923,900 shares representing 6.5% of the Company's issued share capital, of which: SPX Flow Technology Hong Kong Limited holds 1,646,700 shares representing 2.73% of the Company's issued share capital China Special Situations Holdings (1)(BVI) Limited holds 277,200 shares representing 0.46% of the Company's issued share capital China Special Situations Holdings (2)(BVI) Limited holds 2,000,000 shares representing 3.31% of the Company's issued share capital.</p> <p>(3) Shareholders of foreign capital shares listed outside China together hold 27,360,000 shares representing 45.32% of the Company's issued share capital.</p>	<p>the present equity structure of the Company representing 301,800,000 ordinary shares is as follows:</p> <p>(1) Shareholders of domestic capital shares together hold 145,380,500 shares representing 48.17% of the Company's issued share capital. Liu Xin holds 66,000,000 shares representing 21.87% of the Company's issued share capital. Shenzhen Langgu Technology Development Company Limited holds 69,432,000 shares, representing 23.01% of the Company's issued share capital. Shenzhen De Shi Yu Investment Company Limited holds 5,130,500 shares representing 1.70% of the Company's issued share capital, Wang Xua Thi holds 4,818,000 shares, representing 1.60% of the Company's issued share capital.</p> <p>(2) Shareholders of foreign capital shares not listed on stock exchange together hold 19,619,500 shares representing 6.5% of the Company's issued share capital, of which: SPX Flow Technology Hong Kong Limited holds 8,233,500 shares representing 2.73% of the Company's issued share capital China Special Situations Holdings (1)(BVI) Limited holds 1,386,000 shares representing 0.46% of the Company's issued share capital China Special Situations Holdings (2)(BVI) Limited holds 10,000,000 shares representing 3.31% of the Company's issued share capital.</p>

LETTER FROM THE BOARD

Article	Before the amendments	After the amendments
		(3) Shareholders of foreign capital shares listed outside China together hold 136,800,000 shares representing 45.33% of the Company's issued share capital.
21	The registered capital of the Company shall be RMB60,360,000.	The registered capital of the Company shall be RMB301,800,000.
95	<p>The Company shall establish the Board of Directors. The Board of Directors shall comprise nine Directors, including four executive Directors (one of which shall be the Chairman), two non-executive Directors and three independent non-executive Directors. The Board of Directors shall have one Chairman and eight Directors.</p> <p>The Directors may also be the Company Manager or other senior management officers. However not more than one half of the total number of Directors of the Company may be such Company. Manager or other senior management officers.</p>	<p>The Company shall establish the Board of Directors. The Board of Directors shall comprise eight Directors, including four executive Directors (one of which shall be the Chairman), one non-executive Director and three independent non-executive Directors. The Board of Director share have one Chairman.</p> <p>The Directors may also be the Company Manager or other senior management officers. However not more than one half of the total number of Directors of the Company may be such Company. Manager or other senior management officers.</p>

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

DOCUMENTS AVAILABLE FOR INSPECTION

- (i) the Articles;
- (ii) the annual reports of the Company for the years ended 31 December 2011 and 31 December 2012 respectively;
- (iii) this circular.

LETTER FROM THE BOARD

AGM BOOK CLOSURE PERIOD

The register of members of the Company in Hong Kong will be closed from Saturday, 17 May 2014 to Monday, 16 June 2014, both days inclusive, during which no transfer of shares will be effected. In order to be eligible to attend the AGM 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 17M Floor, Hopewell Centre, 183 Queen's Road East Hong Kong no later than 4:30 p.m. on Friday, 16 May 2014. 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, the PRC, no later than 4:30 p.m. on Friday, 16 May 2014.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings 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 and the Listing Rules. An announcement on the poll result will be made by the Company in accordance with the Listing Rules.

RECOMMENDATION

The Board is of the view that the proposed re-election of Ms. Huang, Mr. Jiang and appointment of Ms. Zhang as Directors, the Repurchase Mandate, the proposed Bonus Issue of Shares and the proposed corresponding amendments to the Articles 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 relevant resolutions to be proposed at the AGM and the Class Meetings (if applicable).

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.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

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

PARTICULARS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND
APPOINTED AT THE AGM**Ms. Huang Zhao Huan**

Ms. Huang Zhao Huan (“**Ms. Huang**”) aged 50, is the head of the Company’s domestic marketing centre. Ms. Huang is a graduate of Nanchong Teaching University with a bachelor’s degree in mathematics. She is currently responsible for the development and management of the Company’s domestic sales network and marketing activities and customer relationships of its major customers. She joined the Company in 1996.

The Company proposes to re-elect Ms. Huang as an executive Director to hold office for a term of three years from the date of the AGM. Subject to the Shareholders’ approval at the AGM, her emoluments will be determined by the Board with reference to her responsibilities and performance of duties to the Company.

Ms. Huang did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Ms. Huang does not have any relationship with Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, Ms. Huang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is discloseable, nor is/was any of Ms. Huang had involved in any of the matters required to be disclosed pursuant to Rule 13.51(2) 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. Jiang Shiwen

Mr. Jiang Shiwen (“**Mr. Jiang**”), aged 42, is the Company’s general vice president. Mr. Jiang Shiwen graduated from Dalian University of Technology and Shanghai Jiao Tong University with a master’s degree in mathematics and an MBA degree. Prior to joining the Company in 2002, he had worked in several major privately-owned and foreign enterprises as an development engineer, in charge of the R&D work relating to large scale management system, e-commerce system and embedded system. Mr. Jiang oversees the construction, implementation and maintenance of the entire IT system of the Company. He has led the Company in the successful planning, design and online operation of a number of large IT networks including ERP, CRM and OA systems. He is currently the director of Launch Software Development Limited* (深圳市元征軟件開發有限公司), a wholly-owned subsidiary of the Company.

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

Mr. Jiang did not hold any directorship in other listed public companies in the last 3 years. Save as disclosed above, Mr. Jiang does not have any relationship with Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, Mr. Jiang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

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

Ms. Zhang Yan

Ms. Zhang Yan (“**Ms. Zhang**”), aged 32 is a PRC certified public accountant. Ms. Zhang graduated from the Accounting Department of School of Business of Zhengzhou University, and served as the auditor of Henan branch of Beijing Zhongzhou Guanghua Accounting Firm* (北京中洲光華會計師事務所) from July 2005 to January 2007, the audit project manager of Henan branch of Ascenda (Beijing) Certified Public Accountants Limited* (天健華證中洲(北京)會計師事務所) from January 2007 to July 2008, the audit project manager of Henan branch of Ascenda (Beijing) Certified Public Accountants Limited* (天健光華(北京)會計師事務所) from July 2008 to December 2009, the audit project manager of Henan branch of Ascenda (Beijing) Certified Public Accountants Limited* (天健正信會計師事務所) from December 2009 to October 2012. Since October 2012, she has been the chief financial officer of Henan Maincare Biotech Co., Ltd*(河南美凱生物科技有限公司).

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

Ms. Zhang did not hold any directorship in other listed public companies in the last 3 years.

Save as disclosed above, Ms. Zhang does not have any relationship with Directors, supervisors, senior management or substantial or controlling Shareholders of the Company, Ms. Zhang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

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

* for identification purpose only

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

SHARE CAPITAL

As at the Latest Practicable Date, the registered share capital of the Company is RMB60,360,000 comprising 33,000,000 Domestic Shares and 27,360,000 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 2,736,000 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2013, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2013		
April	9.79	8.61
May	9.70	8.91
June	9.52	8.59
July	9.12	8.20
August	8.60	6.00
September	7.66	6.30
October	8.80	6.61
November	8.80	7.45
December	9.50	7.47
2014		
January	16.50	8.85
February	24.00	15.14
March	33.80	19.54
April (up to the Latest Practicable Date)	26.05	20.50

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

IMPLICATION UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Company has no substantial shareholder (as defined in the Takeovers Code). The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF AGM

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Annual General Meeting of Launch Tech Company Limited (the “**Company**”) will be held at the conference room, 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC on Monday, 16 June 2014 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the Directors’ report for the year ended 31 December 2013;
2. To consider and approve the Supervisory Committee’s report for the year ended 31 December 2013;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2013;
4. To consider and re-appoint Da Hua Certified Public Accountants (大華會計師事務所) as the independent auditor of the Company and to authorize the board of Directors (the “**Board**”) to fix their remuneration;
5. To consider and re-elect Ms. Huang Zhao Huan as the Company’s executive Director;
6. To consider and re-elect Mr. Jiang Shiwen as the Company’s executive Director;
7. To consider and appoint Ms. Zhang Yan as the Company’s independent non-executive Director; and
8. To authorize the Board to enter into, for and on behalf of the Company, a new service contract with the newly re-elected Directors and 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.

NOTICE OF AGM

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the followings as special resolutions:

9. **“THAT:**

- (a) subject to paragraphs (b) and (c) below and in compliance with all applicable laws, rules, and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or of any other governmental or regulatory body, a general and unconditional mandate be and is hereby granted to the Board to exercise once or more the powers of the Company to repurchase the issued H Shares on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the Articles of the Company;
- (d) for the purpose of this special resolution, **“Relevant Period”** means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; or

NOTICE OF AGM

- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting or by a special resolution of H Shareholders or Domestic Shareholders at their respective class meetings.
 - (e) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and be hereby authorised to:
 - (i) amend the Articles (as defined in the Circular) as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles with the relevant governmental authorities of the PRC.”
10. “**THAT** subject to and conditional upon the Company obtaining approvals from (if required) the relevant PRC authorities and the Listing Committee of the Stock Exchange, granting the listing of, and permission to deal in, the new Bonus Shares (as defined and more particularly set out in the circular of the Company dated 30 April 2014 (the “**Circular**”)) to be issued to all of the Shareholders registered on the Company’s register of H Shareholders and Domestic Shareholders(as defined in the Circular) on Record Date for Bonus Issue of Shares (as defined in the Circular), the proposed bonus issue of shares (the “**Bonus Issue**”), in terms of issue of new Domestic Shares to Domestic Shareholders and new H Shares to H Shareholders, on the basis of 4 Bonus Shares for every 1 existing Shares (as defined in the Circular) held by way of capitalization of common reserves of the Company, be and hereby approved; and **THAT** any director of the Company or the secretary to the board of directors of the Company be and is hereby authorised to execute all such documents with or without amendments and to do all such acts and things as he considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Bonus Issue including, without limitation, entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related documents; and increasing the registered capital of the Company and making necessary filing with the relevant administrative authority for industry and commerce in this regard.”
11. “**THAT** Article 95 of the Articles be amended as follows and be registered in the company registration authority of the place in which the Company established:
- (a) **Article 95**
- By deleting Article 95 in its entirety and replacing therewith the following new Article 95:

NOTICE OF AGM

The Company shall establish the Board of Directors. The Board of Directors shall comprise eight Directors, including four executive Directors (one of which shall be the Chairman), one non-executive Director and three independent non-executive Directors. The Board of Directors shall have one Chairman.

The Directors may also be the Company Manager or other senior management officers. However not more than one half of the total number of Directors of the Company may be such Company. Manager or other senior management officers.

- (b) Any Directors of the Company be authorized to deal with all procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Articles.”

12. **“THAT** subject to paragraph (d) below, the Article 18 and Article 21 of the Articles be amended as follows with effect from the completion of the Bonus Issue and registration in the company registration authority of the place in which the Company established:

- (a) **Article 18**

By deleting Article 18 in its entirety and replacing therewith the following new Article 18:

Having been approved by the China Securities Monitoring and Merging Committee the Company has issued 27,360,000 ordinary shares after its incorporation all of which are overseas listed foreign capital shares, representing 45.32% of the Company’s authorised capital (ordinary shares) at incorporation the par value of each share is RMB1.00 after approval by the governing department of the State Council the par value of each share is subdivided to RMB0.10 and later consolidated to RMB1.00.

Having been approved by the shareholders of the Company at the annual general meeting and class meeting on 16 June 2014, the Company has converted the retained profits and common reserves of the Company totalling RMB241,440,000 into paid-up capital and issued 241,440,000 bonus shares of the Company. Following the issuance of bonus shares, the issued share capital of the Company will be 301,800,000 Shares, in which 145,380,500 Shares are held by the domestic shareholders of the Company, representing 48.17% of the issued share capital of the Company.

The present equity structure of the Company representing 301,800,000 ordinary shares is as follows:

- (1) Shareholders of domestic capital shares together hold 145,380,500 shares representing 48.17% of the Company’s issued share capital. Liu Xin holds 66,000,000 shares representing 21.87% of the Company’s

NOTICE OF AGM

issued share capital. Shenzhen Langgu Technology Development Company Limited holds 69,432,000 shares, representing 23.01% of the Company's issued share capital. Shenzhen De Shi Yu Investment Company Limited holds 5,130,500 shares representing 1.70% of the Company's issued share capital, Wang Xua Thi holds 4,818,000 shares, representing 1.60% of the Company's issued share capital.

- (2) Shareholders of foreign capital shares not listed on stock exchange together hold 19,619,500 shares representing 6.5% of the Company's issued share capital, of which: SPX Flow Technology Hong Kong Limited holds 8,233,500 shares representing 2.73% of the Company's issued share capital China Special Situations Holdings (1)(BVI) Limited holds 1,386,000 shares representing 0.46% of the Company's issued share capital China Special Situations Holdings (2)(BVI) Limited holds 10,000,000 shares representing 3.31% of the Company's issued share capital.
- (3) Shareholders of foreign capital shares listed outside China together hold 136,800,000 shares representing 45.33% of the Company's issued share capital.

(b) **Article 21**

By deleting Article 21 in its entirety and replacing therewith the following new Article 21:

The registered capital of the Company shall be RMB301,800,000.

- (c) Any Directors of the Company be authorized to deal with all procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Articles.”
- (d) the approval in paragraph (a), (b) and (c) above shall be conditional upon:
 - (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at each of the H Shares Class Meeting and the Domestic Shareholders' Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose.

Yours faithfully,
By order of the Board
Launch Tech Company Limited*
Liu Xin
Chairman

30 April 2014 Shenzhen, the PRC

* for identification purpose only

NOTICE OF AGM

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, 17 May 2014 to Monday, 16 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, should be lodged to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Center, 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, 16 May 2014. Shareholders whose names appear on the register of shareholders of the Company on the Record Date shall be entitled to attend the AGM to vote thereat.
- (B) Any Shareholders entitled to attend and to vote at the AGM 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) 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 AGM or its adjourned meetings of the Company.
- (D) Shareholders who intend to attend the AGM are required to return the reply slip to the Company on or before 27 May 2014. Please refer to the reply slip and the instruction thereon for details.
- (E) 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 AGM in person. In such event, the form of proxy will be deemed to have been revoked.
- (F) 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.
- (G) 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 H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (H) The AGM is expected to last for half an hour. Shareholders and their proxies attending the AGM shall be responsible for the transportation and accommodation expenses on their own.

NOTICE OF H SHARES CLASS 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 THE H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “**Class Meeting**”) for the holder of H Shares (the “**H Shares**”) of Launch Tech Company Limited (the “**Company**”) will be held at the conference room, 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC on Monday, 16 June 2014 immediately following the conclusion of the AGM or any adjournment thereof for the purposes of passing the following resolutions:

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the followings as special resolutions:

1. “**THAT:**

- (a) subject to paragraphs (b) and (c) below and in compliance with all applicable laws, rules, and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of any other governmental or regulatory body, a general and unconditional mandate be and is hereby granted to the Board to exercise once or more the powers of the Company to repurchase the issued H Shares on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the AGM and the Domestic Shareholders’ Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

NOTICE OF H SHARES CLASS MEETING

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the Articles of the Company;
 - (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; or
 - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting or by a special resolution of H Shareholders or Domestic Shareholders at their respective class meetings.
 - (e) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and be hereby authorised to:
 - (i) amend the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles with the relevant governmental authorities of the PRC.”
- 2. “**THAT** subject to and conditional upon the Company obtaining approvals from (if required) the relevant PRC authorities and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Bonus Shares (as defined and more particularly set out in the circular of the Company dated 30 April 2014 (the “**Circular**”)) to be issued to all of the Shareholders registered on the Company’s register of H Shareholders and Domestic Shareholders (as defined in the Circular) on Record Date for Bonus Issue of Shares (as defined in the Circular), the proposed bonus issue of shares (the “**Bonus Issue**”), in terms of issue of new Domestic Shares to Domestic Shareholders and new H Shares to H Shareholders, on the basis of 4 Bonus Shares for every 1 existing Shares (as defined in the Circular) held by way of capitalization of common reserves of the Company, be and hereby approved; and **THAT** any director of the Company or the secretary to the board of directors of the Company be and is hereby authorised to execute all such documents with or without amendments and to do all such acts and things as he considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Bonus Issue including, without limitation, entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related

NOTICE OF H SHARES CLASS MEETING

documents; and increasing the registered capital of the Company and making necessary filing with the relevant administrative authority for industry and commerce in this regard.”

3. “**THAT** subject to paragraph (d) below, Article 18 and Article 21 of the Articles be amended as follows with effect from the completion of the Bonus Issue and registration in the company registration authority of the place in which the Company established:

- (a) **Article 18**

By deleting Article 18 in its entirety and replacing therewith the following new Article 18:

Having been approved by the China Securities Monitoring and Merging Committee the Company has issued 27,360,000 ordinary shares after its incorporation all of which are overseas listed foreign capital shares, representing 45.32% of the Company’s authorised capital (ordinary shares) at incorporation the par value of each share is RMB1.00 after approval by the governing department of the State Council the par value of each share is subdivided to RMB0.10 and later consolidated to RMB1.00.

Having been approved by the shareholders of the Company at the annual general meeting and class meeting on 16 June 2014, the Company has converted the retained profits and common reserves of the Company totaling RMB241,440,000 into paid-up capital and issued 241,440,000 bonus shares of the Company. Following the issuance of bonus shares, the issued share capital of the Company will be 301,800,000 Shares, in which 145,380,500 Shares are held by the domestic shareholders of the Company, representing 48.17% of the issued share capital of the Company.

The present equity structure of the Company representing 301,800,000 ordinary shares is as follows:

- (1) Shareholders of domestic capital shares together hold 145,380,500 shares representing 48.17% of the Company’s issued share capital. Liu Xin holds 66,000,000 shares representing 21.87% of the Company’s issued share capital. Shenzhen Langgu Technology Development Company Limited holds 69,432,000 shares, representing 23.01% of the Company’s issued share capital. Shenzhen De Shi Yu Investment Company Limited holds 5,130,500 shares representing 1.70% of the Company’s issued share capital, Wang Xua Thi holds 4,818,000 shares, representing 1.60% of the Company’s issued share capital.
- (2) Shareholders of foreign capital shares not listed on stock exchange together hold 19,619,500 shares representing 6.5% of the Company’s issued share capital, of which: SPX Flow Technology Hong Kong Limited holds 8,233,500 shares representing 2.73% of the Company’s

NOTICE OF H SHARES CLASS MEETING

issued share capital China Special Situations Holdings (1)(BVI) Limited holds 1,386,000 shares representing 0.46% of the Company's issued share capital China Special Situations Holdings (2)(BVI) Limited holds 10,000,000 shares representing 3.31% of the Company's issued share capital.

- (3) Shareholders of foreign capital shares listed outside China together hold 136,800,000 shares representing 45.33% of the Company's issued share capital.

(b) **Article 21**

By deleting Article 21 in its entirety and replacing therewith the following new Article 21:

The registered capital of the Company shall be RMB301,800,000.

- (c) Any Directors of the Company be authorized to deal with all procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Articles.
- (d) the approval in paragraph (a), (b) and (c) above shall be conditional upon:
- (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at each of the AGM and the Domestic Shareholders' Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose.

Yours faithfully,
By order of the Board
Launch Tech Company Limited*
Liu Xin
Chairman

30 April 2014
Shenzhen, the PRC

* *for identification purpose only*

Notes:

- (A) Holders of H Shares 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, 17 May 2014 to Monday, 16 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the H Shares Class Meeting, all transfer documents, together with the relevant share certificates, should be lodged to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 16 May 2014. Shareholders whose names appear on the register of H shareholders of the Company on the Record Date shall be entitled to attend the H Share Class Meeting to vote thereat.

NOTICE OF H SHARES CLASS MEETING

- (B) Any H Shareholders entitled to attend and to vote at the H Share Class Meeting 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) To be valid, the proxy forms for the use of H 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 H Share Class Meeting or its adjourned meetings of the Company.
- (D) Shareholders who intend to attend the H Share Class Meeting are required to return the reply slip to the Company on or before 27 May 2014. Please refer to the reply slip and the instruction thereon for details.
- (E) 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 H Share Class Meeting in person. In such event, the form of proxy will be deemed to have been revoked.
- (F) H Shareholders 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 H share share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (G) The H Share Class Meeting is expected to last for half an hour. Shareholders and their proxies attending the H Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.

NOTICE OF DOMESTIC SHARES CLASS 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 THE DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “**Class Meeting**”) for the holder of Domestic Shares (the “**Domestic Shares**”) of Launch Tech Company Limited (the “**Company**”) will be held at the conference room, 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC on Monday, 16 June 2014 immediately following the conclusion of conclusion of the AGM and the H Shareholders’ Class Meeting or any adjournment thereof, for the purposes of passing the following resolutions:

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the followings as special resolutions:

1. “**THAT:**

- (a) subject to paragraphs (b) and (c) below and in compliance with all applicable laws, rules, and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or of any other governmental or regulatory body, a general and unconditional mandate be and is hereby granted to the Board to exercise once or more the powers of the Company to repurchase the issued H Shares on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the AGM and the H Shareholders’ Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

NOTICE OF DOMESTIC SHARES CLASS MEETING

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the Articles of the Company;
 - (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; or
 - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders in any general meeting or by a special resolution of H Shareholders or Domestic Shareholders at their respective class meetings.
 - (e) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be and be hereby authorised to:
 - (i) amend the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles with the relevant governmental authorities of the PRC.”
- 2. “**THAT** subject to and conditional upon the Company obtaining approvals from (if required) the relevant PRC authorities and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Bonus Shares (as defined and more particularly set out in the circular of the Company dated 30 April 2014 (the “**Circular**”)) to be issued to all of the Shareholders registered on the Company’s register of H Shareholders and Domestic Shareholders (as defined in the Circular) on Record Date for Bonus Issue of Shares (as defined in the Circular), the proposed bonus issue of shares (the “**Bonus Issue**”), in terms of issue of new Domestic Shares to Domestic Shareholders and new H Shares to H Shareholders, on the basis of 4 Bonus Shares for every 1 existing Shares (as defined in the Circular) held by way of capitalization of common reserves of the Company, be and hereby approved; and THAT any director of the Company or the secretary to the board of directors of the Company be and is hereby authorised to execute all such documents with or without amendments and to do all such acts and things as he considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Bonus Issue including, without limitation, entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related

NOTICE OF DOMESTIC SHARES CLASS MEETING

documents; and increasing the registered capital of the Company and making necessary filing with the relevant administrative authority for industry and commerce in this regard.”

3. “**THAT** subject to paragraph (d) below, Article 18 and Article 21 of the Articles be amended as follows with effect from the completion of the Bonus Issue and registration in the company registration authority of the place in which the Company established:

(a) **Article 18**

By deleting Article 18 in its entirety and replacing therewith the following new Article 18:

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Having been approved by the shareholders of the Company at the annual general meeting and class meeting on 16 June 2014, the Company has converted the retained profits and common reserves of the Company totaling RMB241,440,000 into paid-up capital and issued 241,440,000 bonus shares of the Company. Following the issuance of bonus shares, the issued share capital of the Company will be 301,800,000 Shares, in which 145,380,500 Shares are held by the domestic shareholders of the Company, representing 48.17% of the issued share capital of the Company.

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NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (3) Shareholders of foreign capital shares listed outside China together hold 136,800,000 shares representing 45.33% of the Company's issued share capital.

(b) **Article 21**

By deleting Article 21 in its entirety and replacing therewith the following new Article 21:

The registered capital of the Company shall be RMB301,800,000.

- (c) Any Directors of the Company be authorized to deal with all procedural requirements such as applications, approvals, registrations and filings in relation to the proposed amendments to the Articles.”
- (d) the approval in paragraph (a), (b) and (c) above shall be conditional upon:
- (i) the passing of a special resolution with the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at each of the AGM and the H Shares Class Meeting and the Domestic Shareholders' Class Meeting to be held on Monday, 16 June 2014 (or on such adjourned date as may be applicable) for such purpose.

Yours faithfully,
By order of the Board
Launch Tech Company Limited*
Liu Xin
Chairman

30 April 2014
Shenzhen, the PRC

* *for identification purpose only*

Notes:

- (A) Domestic 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, 17 May 2014 to Monday, 16 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the Domestic Shares Class Meeting, all transfer documents, together with the relevant share certificates, should be lodged to the Company's principal place of business in the PRC no later than 4:30 p.m. on Friday, 16 May 2014. Shareholders whose names appear on the register of Domestic Shareholders of the Company on the Record Date shall be entitled to attend the Domestic Share Class Meeting to vote thereat.

NOTICE OF DOMESTIC SHARES CLASS MEETING

- (B) Any Domestic Shareholders entitled to attend and to vote at the Domestic Share Class Meeting 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) 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 Domestic Share Class Meeting or its adjourned meetings of the Company.
- (D) Domestic Shareholders who intend to attend the Domestic Share Class Meeting are required to return the reply slip to the Company on or before 27 May 2014. Please refer to the reply slip and the instruction thereon for details.
- (E) Completion and return of the proxy form and the reply slip will not affect the right of the Domestic Shareholders of the Company to attend and to vote at the Domestic Share Class Meeting in person. In such event, the form of proxy will be deemed to have been revoked.
- (F) Domestic Shareholders 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.
- (G) The Domestic Share Class Meeting is expected to last for half an hour. Domestic Shareholders and their proxies attending the Domestic Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.