

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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.

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
 - (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:

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 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*

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 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.

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 as non-executive Director, and Mr. Pan Zhongmin, Mr. Liu Yuan and Dr. Zou Shulin as independent non-executive Directors.