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LAUNCH

深圳市元征科技股份有限公司 LAUNCH TECH COMPANY LIMITED*

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2488)*

NOTICE OF SPECIAL GENERAL MEETING

A special general meeting will be convened by the Company at the conference room, 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC on Wednesday, 2 March 2016 at 11:00 a.m.

NOTICE IS HEREBY GIVEN that the following proposed resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company at the SGM:

SPECIAL RESOLUTION

1. To consider and approve the amendment to Article 18 of the articles of association to reflect the new shareholding structure after changes in domestic shareholdings.

Article 18 Having been approved by the China Securities Monitoring and Merging Committee, the present equity structure of the Company representing 329,160,000 ordinary shares (the par value of each share is RMB1.00) is as follows:

- (1) Shareholders of domestic capital shares together hold 145,380,500 shares representing 44.17% of the Company's issued share capital. Liu Xin holds 66,000,000 shares representing 20.05% of the Company's issued share capital. Shenzhen Langgu Technology Development Company Limited holds 49,432,000 shares, representing 15.02% of the Company's issued share capital. 西藏瑞東財富資本投資管理中心(有限合夥) holds 20,000,000 shares representing 6.08% of the Company's issued share capital. Shenzhen De Shi Yu Investment Company Limited holds 5,130,500 shares representing 1.56% of the Company's issued share capital, Wang Xue Zhi holds 4,818,000 shares, representing 1.46% 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 5.96% of the Company's issued share capital, of which: SPX Flow Technology Hong Kong Limited holds 8,233,500 shares representing 2.50% of the Company's

issued share capital China Special Situations Holdings (1)(BVI) Limited holds 1,386,000 shares representing 0.42% of the Company's issued share capital China Special Situations Holdings (2)(BVI) Limited holds 10,000,000 shares representing 3.04% of the Company's issued share capital.

(3) Shareholders of foreign capital shares listed outside China together hold 164,160,000 shares representing 49.87% of the Company's issued share capital.

2. To consider and approve the grant of general mandate to the Board of Directors for the issue of new shares of the Company:

As special business, to authorize the Board of Directors of the Company to determine if the Company shall allot, issue and deal with domestic shares, according to the market conditions and the needs of the Company, provided that the number of shares shall not exceed 20% of the domestic shares of the Company in issue on the date of the passing of this special resolution.

The special resolutions are as follows:

(1) Subject to the conditions set out in paragraphs (3) and (4) below and pursuant to the Company Law of the People's Republic of China and the relevant regulatory requirements (as amended from time to time) of the places where the shares of the Company are listed, the Board of Directors be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares during the "Relevant Period" and to determine the terms and conditions for the allotment and issue of new shares which include, without limitation, the following terms:

- a. class and number of new shares to be issued;
- b. price determination method of new shares and/or issue price (including price range);
- c. the starting and closing dates for the issue;
- d. class and number of the new shares to be issued to existing shareholders; and
- e. the making or granting of offers, agreements and options which might require the exercise of such powers.

(2) The approval in paragraph (1) above shall authorize the Board of Directors during the "Relevant Period" to make or grant proposals, agreements and options which would or might require the exercise of such powers after the end of the "Relevant Period".

- (3) The aggregate nominal amount of each the new domestic shares allotted, issued and dealt with conditionally or unconditionally (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval in paragraph (1), other than the shares issued pursuant to the Rights Issue (as hereinafter defined) or the rights to purchase the shares of the Company under any option scheme or similar arrangement, shall not exceed 20% of the domestic shares of the Company in issue respectively as at the date of passing this resolution.
- (4) In exercising the powers granted in paragraph (1), the Board of Directors must (a) comply with the PRC Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed; and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) For the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until the earlier of:

- a. the expiration of the 12-month period following the passing of this resolution;
- b. the conclusion of the next annual general meeting of the Company; or
- c. the revocation or variation of the mandate granted under this resolution by a special resolution of the Company’s shareholders in a general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such proposed share allotment or issue is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro-rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

- (6) The Board of Directors, subject to the approval of the relevant authorities of the PRC and in accordance with the Company Law, be authorized to increase the registered capital of the Company to the required amount upon the exercise of the powers pursuant to paragraph (1) above.
- (7) The Board of Directors be authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issue and listing of new shares, provided that the same do not violate the relevant laws, administrative regulations, the relevant regulatory stipulations (as amended from time to time) of the places where the shares of the Company are listed and the Articles of Association.

- (8) Subject to the approval of the relevant PRC authorities, the Board of Directors be authorized to make amendments to the Articles of Association as appropriate and necessary after the completion of the allotment and issue of new shares according to the method, type and number of the allotment and issue of new shares by the Company and the actual shareholding structure of the Company at the time of completion of the allotment and issue of new shares in order to reflect the changes of the share capital structure and registered capital of the Company pursuant to the exercise of this mandate.

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

14 January 2016, Shenzhen, the PRC

Notes:

- (A) Shareholders of the Company shall note that pursuant to Article 46 of the Articles, the share register of the Company will be closed during the period from Saturday, 30 January 2016 to Wednesday, 2 March 2016, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the SGM, all transfer documents, together with the relevant share certificates, should be lodged to the Company's 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, 29 January 2016. Shareholders whose names appear on the register of shareholders of the Company on the Record Date shall be entitled to attend the SGM to vote thereat.
- (B) Any Shareholders entitled to attend and to vote at the SGM shall be entitled to appoint a proxy who need not be a Shareholder, to attend and to vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy.
- (C) To be valid, the proxy forms for the use of Shareholders and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company not less than 24 hours before the time scheduled for holding the SGM or its adjourned meetings of the Company.
- (D) Shareholders who intend to attend the SGM are required to return the reply slip to the Company on or before 11 February 2016. 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 SGM 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 SGM is expected to last for half an hour. Shareholders and their proxies attending the SGM shall be responsible for the transportation and accommodation expenses on their own.

As at the date of this notice, 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. Liu Yuan, Ms. Zhang Yan and Mr. Ning Bo as independent non-executive Directors.

* *for identification purpose only*