
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 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)

**PROPOSED AMENDMENT OF
THE ARTICLES OF THE COMPANY
AND
NOTICE OF SGM**

A notice convening the SGM to be held at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang Longgang District, Shenzhen, the PRC on Tuesday, 28 March 2017 at 11:00 a.m., is set out on pages 7 to 9 of this circular.

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

* *for identification purpose only*

7 February 2017

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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Closing Time”	24 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be)
“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
“Director(s)”	the director(s) of the Company
“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
“Form of Proxy”	the form of proxy accompanying this Circular
“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 of Stock Exchange 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of SGM”	the notice convening the SGM, as set out in the Circular

DEFINITIONS

“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
“SGM”	the special general meeting of the Company to be convened and held on Tuesday, 28 March 2017 at 11:00 a.m.
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Ms. Zhang Yan
Mr. Liu Yuan
Mr. Ning Bo

Principal place of business in Hong Kong

Unit 1104, Crawford House,
70 Queen's Road Central,
Hong Kong

7 February 2017

To the Shareholders,

Dear Sir or Madam,

**PROPOSED AMENDMENT OF
THE ARTICLES OF THE COMPANY
AND
NOTICE OF SGM**

1. INTRODUCTION

The purpose of this circular is to provide you with the information of the resolution to be proposed at the SGM and to provide Shareholders with the Notice of SGM and the Form of Proxy.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENT TO THE ARTICLES

In connection with the above changes, the Board after the regular review of the Articles, considered and approved the corresponding amendment made to Article 17 and 18 of the Articles to reflect a more complete view of the movement of the share capital of the Company since establishment and registration, which is as follows: The existing Article 17 and 18 shall be deleted in its entirety and to be replaced by the Article 17 and 18 below:

Article 17

Having been approved by the approving authority authorised by the State Council, a total of 33,000,000 ordinary shares of RMB1 each were issued when the Company was incorporated. 100% of the said ordinary shares of the Company were held by the promoters of the Company. The names, shareholdings were as follows:

No.	Name of Promoters	Shareholdings(0,000shares)	%
1	Liu Xin	1,320.00	40.00%
2	Shenzhen Langqu Technology Development Company Limited	1,196.25	36.25%
3	Shenzhen DeShiYu Investment Company Limited	495.00	15.00%
4	Shenzhen Jiexin Technology Development Company Limited	192.39	5.83%
5	Wang Xue Zhi	96.36	2.92%
	Total	3,300.00	100.00%

Article 18

Having been approved by the China Securities Regulatory Commission, after the registration and establishment, the Company has issued 27,360,000 ordinary shares which are all listed foreign shares representing 45.32% of the registered capital(ordinary shares). At the moment of establishment of the Company, the par value of each share is RMB 1.00. Having been approved by the China Securities Regulatory Department of State Council, the share capital spilt to RMB 0.10 and then merged to RMB 1.00 again. In 3 August 2015, having been approved by the China Securities Regulatory Commission, the Company issued not more than 27,360,000 new H Shares. After the new issue of H Shares, the present equity structure of the Company representing 329,160,000 ordinary shares (the par value of each share is RMB1.00) with Shareholders of domestic capital shares together hold 145,380,500 shares representing 44.17% of the Company's issued share capital ; 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 ; Shareholders of foreign capital shares listed outside China together hold 164,160,000 shares representing 49.87% of the Company's issued share capital.

Amendment of the Articles is conditional upon (i) approval by the shareholders of the Company at the SGM in the form of special resolution; (ii) approval of the amendment by the competent business department at the locality of the Company; and (iii) completion of the filing and registration formalities by the relevant company registration authority of the amended articles of association of the Company.

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

LETTER FROM THE BOARD

3. NOTICE OF SGM

As set out in the Circular, the SGM will be held at 9th Floor, Office Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC, on Tuesday, 28 March 2017 at 11:00 a.m. The Notice of SGM has been set out on pages 7 to 9 of this Circular, and the Form of Proxy has been prepared and is enclosed with this circular. Both of the Notice of SGM and the Form of Proxy are also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.cnlaunch.com/cn/>) and contain the proposed resolution for the amendment of the Articles.

4. FORM OF PROXY

Whether or not you intend to attend the SGM, you are requested to complete the enclosed Form of Proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 practicable and in any event not less than 24 hours before the respective time fixed for holding the SGM or at any adjournment thereof. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting (as the case may be) should you so wish.

5. 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 SGM 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.

6. RECOMMENDATION

The Board is of the view that the proposed amendment of the Articles and the Issue Mandate 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 resolution in respect thereof to be proposed at the SGM.

LETTER FROM THE BOARD

7. 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.

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

NOTICE OF SPECIAL GENERAL MEETING

LAUNCH

深圳市元征科技股份有限公司

LAUNCH TECH COMPANY LIMITED*

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

NOTICE OF SPECIAL GENERAL MEETING

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 Tuesday, 28 March 2017 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 17 and 18 of the articles of association that both existing Article 17 and 18 are to be deleted and replaced by the following Article 17 and 18:

Article 17

Having been approved by the approving authority authorised by the State Council, a total of 33,000,000 ordinary shares of RMB1 each were issued when the Company was incorporated. 100% of the said ordinary shares of the Company were held by the promoters of the Company. The names, shareholdings were as follows:

No.	Name of Promoters	Shareholdings(0,000shares)	%
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NOTICE OF SPECIAL GENERAL MEETING

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

7 February 2017, 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, 25 February 2017 to Tuesday, 28 March 2017, 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, 24 February 2017. 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 7 March 2017. 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 registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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.