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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Special General Meeting (“SGM”) of Launch Tech Company Limited (the “**Company**”) will be held at 10th Floor, R&D Block, Launch Industrial Park, North of Wuhe Road, Banxuegang, Longgang District, Shenzhen, the PRC on Saturday, 27 May 2017 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions. Capitalised terms defined in the circular dated 12 May 2017 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTIONS

Resolution in relation to the Domestic Share Subscription Agreements and the grant of Specific Mandate

1. “**THAT:**

- (a) the Domestic Share Subscription Agreements entered into between the Company and each of the Subscribers in relation to the subscription of a total of 56,500,000 new Domestic Shares by the Subscribers pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to issue an aggregate of 56,500,000 new Domestic Shares at RMB8.16 (equivalent to approximately HK\$9.18) per new Domestic Share, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Domestic Share Subscription Agreements be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised to make changes or amendments to the Domestic Share Subscription Agreements as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the SGM for the purpose of identification.

* *for identification purpose only*

- (b) the Board be and is hereby granted a specific mandate to issue the new Domestic Shares at the subscription price of RMB8.16 (equivalent to approximately HK\$9.18) per new Domestic Share upon completion of the Domestic Share Subscription to the Subscribers pursuant to the Domestic Share Subscription Agreements.
- (c) the Board be and is hereby authorised to implement and take all steps and to do all acts and things which in its opinion may be necessary or desirable to give effect and/or to complete or in connection with the Domestic Share Subscription Agreements and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC regulatory authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

Resolution in relation to the amendments to the Articles

2. “THAT:

- (a) the proposed amendments to the Articles to be made in order to reflect the corresponding increase in the registered capital and change in shareholding structure of the Company following completion of the Domestic Share Subscription Agreements be and are hereby approved and the Board be and is hereby authorised to make such other modifications to the proposed amendments to the Articles as may be necessary to reflect the registered capital of the Company following completion of the Domestic Share Subscription Agreements or required by the relevant regulatory authorities in the PRC.
- (b) the Board be and is hereby authorised to implement and take all steps and to do all acts and things which in its opinion may be necessary or desirable to give effect and/or to complete or in connection with the proposed amendments to the Articles and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC regulatory authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

ORDINARY RESOLUTION

Resolution in relation to the Whitewash Waiver

3. “**THAT:**

subject to the granting of the Whitewash Waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of Mr. Liu Xin to make a mandatory general offer to the Shareholders for all issued Shares not already owned by Mr. Liu Xin and his concert parties under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the subscription of the new Domestic Shares, such Whitewash Waiver be and is hereby approved.”

By Order of the Board
Launch Tech Company Limited
Liu Chun Ming
Company Secretary

Hong Kong, 12 May 2017

Notes:

(1) Voting arrangements

The Domestic Share Subscription Agreements and the transactions contemplated thereunder, the Specific Mandate and the proposed amendments to the Articles of Association of the Company will be proposed by way of special resolutions and the Whitewash Waiver will be proposed by way of an ordinary resolution at the SGM to be held on Saturday, 27 May 2017 at 11:00 a.m.. The Subscribers and their respective concert parties (including, among others, Liu Xin and his concert parties (including but not limited to Shenzhen Langqu and Shenzhen De Shi Yu), and Xizang Ruidong and its concert parties (Rui Dong Hairun and Rui Dong Qicai), and any other shareholder(s) who is involved or interested in the Domestic Share Subscription and the Specific Mandate (including Mr. Zhang Jiangbo, assistant to president who was involved in the negotiation of the Domestic Share Subscription and is holding 71,000 H Shares as at the date of this circular)) will or will be required to abstain from voting on the resolutions to be proposed for approving the proposed Domestic Share Subscription Agreements and the transactions contemplated thereunder, the Specific Mandate and the Whitewash Waiver at the SGM.

(2) Registration procedures for the SGM

- i. 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 Thursday, 20 April 2017 to Saturday, 27 May 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 Wednesday, 19 April 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.

- ii. Shareholders who intend to attend the SGM are required to return the reply slip to the Company on or before 30 April 2017. Please refer to the reply slip and the instruction thereon for details.

(3) Proxy

- i. 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 or her behalf. A member who is the holder of two or more shares may appoint more than one proxy.
- ii. 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.
- iii. 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.
- iv. 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.
- v. 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.
- vi. Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the SGM.

(4) Miscellaneous

- i. The SGM is expected to last for 20 minutes. 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 a non-executive Director, and Mr. Liu Yuan, Ms. Zhang Yan and Mr. Ning Bo as independent non-executive Directors.