



Leoch International Technology Limited

理士國際技術有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 842)

Form of Proxy for use at the Extraordinary General Meeting (“EGM”) to be held on Friday, 12 August 2016 (or at any adjournment thereof)

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ shares (Note 2)

of HK \$0.1 each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 4) or _____

of _____

as my/our proxy to attend the EGM (and at any adjournment thereof) of the Company to be held at 5th Floor, Xin Bao Hui Building, No.2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC on Friday, 12 August 2016 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To approve, confirm and ratify the investment agreement dated 6 June 2016 in relation to the injection of approximately RMB121,065,300 by Zhaoqing Leoch into the Target Company for acquiring 75.34% of the enlarged registered capital of the Target Company and the transactions contemplated thereunder.		
2.	To authorize any one or more directors to do all such acts and things as he considers necessary or expedient for the purposes of giving effect to the Investment Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2016

Signature(s) _____ (Note 7)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY, ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions at the EGM will be put to vote by way of poll at the meeting. Every member of the Company is present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or casts all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
For determining eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 11 August 2016 to Friday, 12 August 2016, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar, mentioned in note 9 above, not later than 4:30 p.m. on Wednesday, 10 August 2016
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form revoked.