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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Leoch International Technology Limited (the “**Company**”) will be held at 5th Floor, Xin Bao Hui Building, No. 2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, People’s Republic of China on Monday, 30 November 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the master sales agreement dated 13 October 2015 (the “**Master Sales Agreement**”) entered into between the Company and Mr. Dong Li (“**Mr. Dong**”) in respect of the sales by the Company and its subsidiaries (together the “**Group**”) to Mr. Dong and his associates (together the “**Mr. Dong’s Associates**”) of products including lead-acid batteries and related parts etc. (together the “**Batteries Products**”) for a term of three years commencing from 1 January 2016 (a copy of the Master Sales Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

- (b) the maximum values for sales of the Batteries Products under the Master Sales Agreement of RMB100 million, RMB150 million and RMB200 million for each of the three years ending 31 December 2018 respectively be and are hereby approved; and
- (c) any one or more directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of giving effect to the Master Sales Agreement and the transactions contemplated thereby.”

2. “**THAT:**

- (a) the master purchases agreement dated 13 October 2015 (the “**Master Raw Materials Purchases Agreement**”) entered into between the Company and Mr. Dong in respect of the purchases by the Group from Mr. Dong’s Associates of products including battery cases, parts, models, chargers and electronic products and electric scooters etc. (together the “**Raw Materials**”) for a term of three years commencing from 1 January 2016 (a copy of the Master Raw Material Purchases Agreement is marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the maximum values for purchase of the Raw Materials under the Master Raw Materials Purchases Agreement of RMB40 million, RMB50 million and RMB60 million for each of the three years ending 31 December 2018 respectively be and are hereby approved; and
- (c) any one or more Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of giving effect to the Master Raw Materials Purchases Agreement and the transactions contemplated thereby.”

3. **“THAT:**

- (a) the master purchases agreement dated 13 October 2015 (the **“Master Facilities Purchases Agreement”**) entered into between the Company and Mr. Dong in respect of the purchases by the Group from Mr. Dong’s Associates of the environmental protection facilities, manufacturing facilities and inspection facilities for lead acid batteries and reserve power batteries and related products (together the **“Battery Facilities”**) for a term commencing from 1 November 2015 up to 31 December 2017 (a copy of the Master Facilities Purchases Agreement is marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the maximum values for purchases of the Battery Facilities under the Master Facilities Purchases Agreement of RMB60 million, RMB100 million and RMB100 million for the two months ending 31 December 2015 and each of the two years ending 31 December 2017 respectively be and are hereby approved; and
- (c) any one or more Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purposes of giving effect to the Master Facilities Purchases Agreement and the transactions contemplated thereby.”

By order of the Board
Leoch International Technology Limited
Mr. Dong Li
Chairman

Hong Kong, 12 November 2015

Registered office:

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Cayman Islands

Head office and principal place of

business in Hong Kong:
Workshop C, 33/F
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No. 3 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.
2. 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.
3. In the case of joint holders of shares, any one of such holders may vote at the SGM, 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.
4. All resolutions at the EGM will be conducted by way of a poll.

As of the date of this notice, the executive Directors are Mr. Dong Li, Ms. Zhao Huan and Mr. Philip Armstrong Noznesky and the independent non-executive Directors are Mr. Liu Yangsheng, Mr. Cao Yixiong Alan, Mr. Lau Chi Kit and Dr. Gong Fangxiong.