

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Friday, 12 August 2016 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

“That:

- (a) the investment agreement dated 6 June 2016 (the “**Investment Agreement**”) entered into among Zhaoqing Leoch Battery Technology Co., Ltd. (“**Zhaoqing Leoch**”) (an indirect wholly-owned subsidiary of the Company), Guangdong Marshall Electric Vehicle Co., Ltd. and Zhaoqing Leoch Marshall Electric Vehicle Co., Ltd. (“**Target Company**”) 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 (a copy of the Investment Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one or more Directors be and are hereby authorised 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.”

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

Hong Kong, 18 July 2016

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Workshop C, 33/F,
TML Tower
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.

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, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 August 2016.

3. 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.
4. All resolutions at the EGM will be conducted by way of a poll.

As at 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. CAO Yixiong Alan, Mr. LIU Yangsheng, Mr. LAU Chi Kit and Dr. GONG Fangxiong.