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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Leoch International Technology Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

**PROPOSALS FOR  
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting ("AGM") of the Company to be held at 10:00 a.m. on Monday, 26 May 2014 at 5th Floor, Xin Bao Hui Building, No. 2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC, is set out on pages 17 to 22 of this circular.

A form of proxy for use by the shareholders of the Company at the AGM (or any adjournment thereof) is also enclosed. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish.

30 April 2014

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*Accompanying: Form of proxy for AGM*

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## RESPONSIBILITY STATEMENT

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**This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Monday, 26 May 2014 at 5th Floor, Xin Bao Hui Building, No. 2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Leoch International Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules, and for the context of this circular, shall mean Mr. Dong Li and Master Alliance Investment Limited
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors at the AGM to allot, issue and deal with new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution granting such mandate

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 25 May 2010
“Repurchase Code”	the Code on Share Repurchase of Hong Kong
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 14 October 2010
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Dong Li *(Chairman and Chief Executive Officer)*

Ms. Zhao Huan

Mr. Philip Armstrong Noznesky

*Independent non-executive Directors:*

Mr. Alfred Karho Chan

Mr. Liu Yangsheng

Mr. Cao Yixiong Alan

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarters in the PRC:*

5th Floor, Xin Bao Hui Building

No.2061, Nanhai Avenue

Nanshan District

Shenzhen, Guangdong Province

the PRC

*Place of business in Hong Kong:*

Workshop C, 33th Floor,

TML Tower

No. 3 Hoi Shing Road,

Tsuen Wan, N.T.

Hong Kong

30 April 2014

*To the Shareholders and, for information only,  
the holders of share options of the Company,*

Dear Sir/Madam,

**PROPOSALS FOR  
GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of the proposed Issue Mandate; (ii) the grant of the proposed Repurchase Mandate and the extension of the Issue Mandate; and (iii) the re-election of retiring Directors.

### 1. PROPOSED ISSUE MANDATE AND REPURCHASE MANDATE

At the AGM, the following ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to allot, issue and otherwise deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the ordinary resolution; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 1,337,075,000 Shares. Accordingly, the exercise of the Issue Mandate in full would enable the Company to issue a maximum of 267,415,000 new Shares and the exercise in full of the Repurchase Mandate would enable the Company to repurchase a maximum of 133,707,500 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution). The Directors believe that the granting of the Issue Mandate will provide flexibility and discretion to the Directors in the event that the Company becomes desirable to issue new Shares to raise capital to facilitate any expansion plan as the Directors consider appropriate, and it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market by granting the Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

An explanatory statement, required by the Listing Rules, on the Repurchase Mandate is set out in Appendix I to this circular. This contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors were Mr. Dong Li, Ms. Zhao Huan and Mr. Philip Armstrong Noznesky and the independent non-executive Directors were Mr. Cao Yixiong Alan, Mr. Liu Yangsheng and Mr. Alfred Karho Chan.

Pursuant to the Articles, Mr. Dong Li, Ms. Zhao Huan and Mr. Alfred Karho Chan shall retire from their respective offices at the AGM, and, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **3. AGM**

A notice convening the AGM to be held at 10:00 a.m. on Monday, 26 May 2014 at 5th Floor, Xin Bao Hui Building, No. 2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC, is set out on pages 17 to 22 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **4. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 22 May 2014 to 26 May 2014 (both days inclusive) for the purpose of determining Shareholders' entitlement to attend the AGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar (on or before 30 April 2014: Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; on or after 1 May 2014: Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration by no later than 4:30 p.m. on 21 May 2014.

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## LETTER FROM THE BOARD

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### 5. ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so wish.

### 6. RECOMMENDATION

The Directors consider that (i) the proposed grant of the Issue Mandate and the extension of the Issue Mandate; (ii) the proposed grant of the Repurchase Mandate; and (iii) the proposed re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all resolutions set out in the AGM notice.

Yours faithfully,

For and on behalf of

**LEOCH INTERNATIONAL TECHNOLOGY LIMITED**

**Dong Li**

*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed Repurchase Mandate.*

**I. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 1,337,075,000 Shares in issue or an issued share capital of HK\$133,707,500.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 133,707,500 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$13,370,750, being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the proposed Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

**II. REASONS FOR SHARES REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, they believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are traded at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

**III. FUNDING OF REPURCHASE**

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares (subject to the Articles and the laws of the Cayman Islands), profit or the proceeds of a new issue of the shares made for such purpose. It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The working capital or gearing position of the Company could be adversely affected (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2013) in the event that the proposed Repurchase Mandate were to be carried out in full at any time during the period which the Repurchase Mandate remains in force. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company as is from time to time appropriate.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

## IV. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
April	1.09	0.90
May	1.11	0.97
June	1.00	0.73
July	0.89	0.75
August	0.84	0.68
September	0.78	0.68
October	1.00	0.72
November	0.97	0.87
December	0.92	0.79
<b>2014</b>		
January	0.87	0.70
February	0.82	0.70
March	0.82	0.69
April (up to the Latest Practicable Date)	1.08	0.69

## V. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

## VI. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares or other securities to the Company. No connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

## VII. TAKEOVERS CODE

If, as a result of repurchase of the Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware, substantial shareholders of the Company having an interests representing 5% or more in the issued share capital of the Company which are disclosable under Part XV of the SFO are as follows:

Name	Nature of interest	Number of Shares*	Approximate percentage of shareholding
Mr. Dong Li	Interest under a trust <sup>(1)</sup>	1,001,800,000 (L)	74.92%
Master Alliance Investment Limited	Beneficial owner	1,001,800,000 (L)	74.92%
Jingle Bells Group Limited	Interest of controlled corporation <sup>(2)</sup>	1,001,800,000 (L)	74.92%
DB International Trust (Singapore) Limited	Interest under a trust <sup>(3)</sup>	1,001,800,000 (L)	74.92%

\* The letter "L" denotes long position of the shareholder in the Shares.

*Note:*

1. Mr. Dong Li is deemed to be interested in 1,001,800,000 Shares held by Master Alliance Investment Limited, a company wholly owned by Jingle Bells Group Limited, which is in turn wholly owned by DB International Trust (Singapore) Limited. DB International Trust (Singapore) Limited is the trustee of a discretionary trust established by Mr. Dong Li and the beneficiaries of such trust are family members of Mr. Dong Li.
2. Jingle Bells Group Limited is deemed to be interested in 1,001,800,000 Shares which are held by Master Alliance Investment Limited, a company wholly owned by Jingle Bells Group Limited.
3. DB International Trust (Singapore) Limited is deemed to be interested in 1,001,800,000 Shares held by Master Alliance Investment Limited, a company wholly owned by Jingle Bells Group Limited, which is in turn wholly owned by DB International Trust (Singapore) Limited. DB International Trust (Singapore) Limited is also the trustee of a discretionary trust established by Mr. Dong Li and the beneficiaries of such trust are family members of Mr. Dong Li.

On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholding of Master Alliance Investment Limited in the Company, the shareholding of Master Alliance Investment Limited would be increased to approximately 84.92% of the issued share capital of the Company on exercise in full of the Repurchase Mandate. Should such increase arise, Master Alliance Investment Limited would not be required to make a mandatory offer for all Shares not already owned by it or its concert parties under Rule 26 of the Takeovers Code because it already holds more than 50% of the issued share capital of the Company. The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**VIII. SHARES REPURCHASED BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made in the six months preceding the Latest Practicable Date.

**RETIRING DIRECTORS SUBJECT TO RE-ELECTION**

**Mr. Dong Li (董李), aged 47**

***Position and experience***

Mr. Dong Li is an executive Director and our chief executive officer, chairman and founder. He has been appointed as our Director since April 27, 2010, the date of the incorporation of our Company. He is also a director of various subsidiaries of the Group. Mr. Dong graduated from Northwest Textile University of Science and Technology, the predecessor of Xi'an Polytechnic University, in 1988 with a bachelor's degree in engineering and Xi'an International Studies College, the predecessor of Xi'an International Studies University, in 1990 with a bachelor of arts degree. Mr. Dong has over 10 years of experience in the battery industry. He led our development and application for over 20 patent rights relating to batteries. Contributing to his business experience and social participation, he received various recognitions and honours in the past including Outstanding China Nongovernmental Entrepreneur (中國優秀民營科技企業家), Rising Star Entrepreneur of Shenzhen (深圳「創業新星」), Honorary Citizen (榮譽市民) of Zhaoqing City in China and Texas in the United States, and also holds social positions including Committee Member of the Youth Committee of All-China Federation of Returned Overseas Chinese (中國僑聯青年委員會委員), Council Member of China Society For Promotion of the Guangcai Program (中國光彩事業促進會理事), Member of the Commercial Council of the All-China Federation of Industry & Commerce (中華全國工商聯直屬會員), Vice Chairman of Guangdong Commercial Chamber of High-Technology Estate (廣東高科技產業商會副會長), Honorary Chairman of the Chinese CEO Organization (美國美中工商協會名譽會長) and Executive Vice President of the Southern California Overseas Chinese Association (美國南加州華人華僑聯合總會常務副會長). Mr. Dong is a Controlling Shareholder of our Company.

Save as disclosed above, Mr. Dong Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the service agreement entered into between Mr. Dong Li and the Company, his current term of office is three years commencing on 17 November 2013, which is subject to termination by either party giving not less than three months' written notice. He is also subject to retirement and reelection at the annual general meeting of the Company in accordance with the Articles.

***Relationships***

Mr. Dong Li is the controlling shareholder of the Company, and is not connected with any other Directors, senior management, or substantial shareholders of the Company.

***Interests in shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Dong Li was interested in 1,001,800,000 Shares or approximately 74.92% of the issued share capital of the Company. Save as disclosed above, Mr. Dong Li was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the appointment letter entered into between Mr. Dong Li and the Company, Mr. Dong Li is entitled to receive a fixed salary of RMB550,000 per annum. He is also entitled to discretionary bonuses and other allowances and benefits in kind determined by the remuneration committee of the Company. The above emoluments of Mr. Dong Li are determined by the Board by reference to his performance, experience and responsibilities as well as the prevailing market conditions.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr. Dong Li to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Dong Li that need to be brought to the attention of the Shareholders in relation to his re-election.

**Ms. Zhao Huan (趙歡), aged 38*****Position and experience***

Ms. Zhao Huan is an executive Director and vice president in charge of international sales, administration, human resources and operation of our Company, as well as the global promotion of our products. She has been appointed as our Director since June 11, 2010. Ms. Zhao graduated from Guangdong Economics Management Cadre College specializing in finance in 1996 and from the University of Hertfordshire in the UK in 2004 with a master of arts degree in international business. She has over six years of experience in international sales. Ms. Zhao first joined our Company in 2004 as a foreign trade clerk. She was subsequently promoted to foreign trade manager, deputy

general manager of foreign trade department and finally to her current position, in which her responsibilities focus more on the overall management and strategic development of our sales and marketing.

Save as disclosed above, Ms. Zhao Huan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the appointment letter entered into between Ms. Zhao Huan and the Company, her current term of office is three years commencing on 17 November 2013, which is subject to termination by either party giving not less than three months' written notice. She is also subject to retirement and reelection at the annual general meeting of the Company in accordance with the Articles.

***Relationships***

Ms. Zhao Huan is not connected with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

***Interests in shares***

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao Huan was granted options pursuant to the Share Option Scheme which if exercised in full will represent 1,500,000 Shares or approximately 0.11% of the issued share capital of the Company. Save as disclosed above, Ms. Zhao Huan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the appointment letter entered into between Ms. Zhao Huan and the Company, Ms. Zhao Huan is entitled to receive a fixed salary of RMB489,000 per annum. She is also entitled to discretionary bonuses and other allowances and benefits in kind determined by the remuneration committee of the Company. The above emoluments of Ms. Zhao Huan are determined by the Board by reference to her performance, experience and responsibilities as well as the prevailing market conditions. Apart from the aforesaid, she is also eligible to participate in the share option scheme of the Company.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Ms. Zhao Huan to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhao Huan that need to be brought to the attention of the Shareholders in relation to her re-election.

**Mr. Alfred Karho Chan (陳家豪), aged 54*****Position and experience***

Mr. Alfred Karho Chan has been appointed as an independent non-executive director of the Company, the chairman of the remuneration committee, a member of the nomination committee and a member of the audit committee of the Company since 17 November 2013. Mr. Chan, is a seasoned executive with 30 years of international demand chain experience in the food, toy, outdoor and sporting goods industries. He has held senior positions in The Pillsbury Company, General Mills Inc., Mattel Inc., and Jarden Corporation. As managing director, chief operating officer and senior vice president, Mr. Chan has successfully led multiple global sourcing and manufacturing operations in the United States, China, Hong Kong and various southeastern Asian countries. Mr. Chan is an University of Minnesota Carlson School of Management graduate from the Minnesota Executive Program, Master of Science degree from North Dakota State University, and Bachelor of Arts degree from Moorhead State University.

Save as disclosed above, Mr. Alfred Karho Chan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

***Length of service***

Pursuant to the appointment letter entered into between Mr. Alfred Karho Chan and the Company, his current term of office is three years commencing on 17 November 2013, which is subject to termination by either party giving not less than three months' written notice. He is also subject to retirement and reelection at the annual general meeting of the Company in accordance with the Articles.

***Relationships***

Mr. Alfred Karho Chan is not connected with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

***Interests in shares***

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Alfred Karho Chan was granted options pursuant to the Share Option Scheme which if exercised in full will represent 1,000,000 Shares or approximately 0.07% of the issued share capital of the Company. Save as disclosed above, Mr. Alfred Karho Chan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

***Director's emoluments***

Pursuant to the appointment letter entered into between Mr. Alfred Karho Chan and the Company, Mr. Alfred Karho Chan is entitled to receive a fixed salary of HK\$120,000 per annum. He is also entitled to discretionary bonuses and other allowances and benefits in kind determined by the remuneration committee of the Company. The above emoluments of Mr. Alfred Karho Chan are determined by the Board by reference to his performance, experience and responsibilities as well as the prevailing market conditions. Apart from the aforesaid, he is also eligible to participate in the share option scheme of the Company.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

As far as the Directors are aware, there is no information of Mr. Alfred Karho Chan to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Alfred Karho Chan that need to be brought to the attention of the Shareholders in relation to his re-election.

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of Leoch International Technology Limited (the “Company”) will be held at 10:00 a.m. on Monday, 26 May 2014 at 5th Floor, Xin Bao Hui Building, No. 2061, Nanhai Avenue, Nanshan District, Shenzhen, Guangdong Province, the PRC, for the following purposes:

#### **As Ordinary Business**

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively, “Directors” and individually, a “Director”) and the auditors of the Company (“Auditors”) for the year ended 31 December 2013.
2. To re-elect Mr. Dong Li, a retiring director, as an executive director of the Company.
3. To re-elect Ms. Zhao Huan, a retiring director, as an executive director of the Company.
4. To re-elect Mr. Alfred Karho Chan, a retiring director, as an independent non-executive director of the Company.
5. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
6. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.

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### As Special Business

#### ORDINARY RESOLUTIONS

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (e) of this Resolution) to make or grant offers, agreements and options which would or might require the exercise of such powers at any time during or after the end of the Relevant Period (as defined in paragraph (e) of this Resolution);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (e) of this Resolution);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;

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- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles”) or a specific authority granted by the Shareholders in general meeting,

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

- (e) for the purpose of this Resolution:

- (i) “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (aa) the conclusion of the next annual general meeting of the Company;

- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

- (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.

- (ii) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, the Cayman Islands, the Articles and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined in paragraph (d) of this Resolution) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Resolutions 7 and 8 set out in this notice of annual general meeting dated 26 May 2014 (the “AGM Notice”) convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 7 set out in the AGM Notice be and is hereby extended by the addition thereto of the aggregate nominal amount of the shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the general mandate granted under Resolution 8 set out in the AGM Notice, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution.”

By Order of the Board of  
**LEOCH INTERNATIONAL TECHNOLOGY LIMITED**  
**DONG LI**  
*Chairman*

Hong Kong, 30 April 2014

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## NOTICE OF AGM

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*Notes:*

1. The register of members of the Company will be closed from Thursday, 22 May 2014 to Monday, 26 May 2014 (both days inclusive) for the purpose of determining shareholders' entitlement to attend the Meeting, during which period no transfer of share(s) will be effected. Members whose name appear on the register of members of the Company at the close of business on Friday, 23 May 2014 will be entitled to attend and vote at the Meeting. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar and transfer office (on or before 30 April 2014: Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; on or after 1 May 2014: Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) by no later than 4:30 p.m. on 21 May 2014.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the Article be deemed joint holders thereof.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Share Registrar 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 fixed for holding the annual general meeting or adjournment thereof.
5. Please refer to Appendix II of the circular of the Company dated 30 April 2014 for the details of the retiring Directors subject to re-election at the Meeting.

*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 and Mr. Alfred Karho Chan.*