
DEFINITIONS

In this prospectus, the following expressions have the following meanings unless the content otherwise requires. Certain technical terms are explained in the section headed “Glossary” in this prospectus.

“Access Bright”	Access Bright Group Limited (普明集團有限公司), a limited liability company established in the BVI on January 8, 2007 and wholly-owned by Mr. Dong
“Anhui Leoch Battery”	Anhui Leoch Battery Technology Corp. (安徽理士電池技術有限公司), formerly known as Anhui Uplus Energy Technology Co., Ltd. (安徽力普拉斯電源技術有限公司), a limited liability company established in the PRC on July 26, 2006 and a wholly-owned subsidiary of Leoch Power Supply
“Anhui Leoch Power”	Anhui Leoch Power Supply Corp. (安徽理士電源技術有限公司), a limited liability company established in the PRC on October 26, 2010 and a wholly-owned subsidiary of Leoch Power Supply
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of them, relating to the Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company, adopted on October 14, 2010 and as amended from time to time, a summary of which is set out in Appendix VI to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing Leoch”	Beijing Leoch Engineering Technology Co., Ltd. (北京理士奧電源技術有限公司), a limited liability company established in the PRC on December 14, 2004 and a wholly-owned subsidiary of Shenzhen Leoch
“Board” or “Board of Directors”	the board of directors of our Company
“BOCI”	BOCI Asia Limited, a licensed corporation under the SFO for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate

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“Capitalization Issue”	the issue of 999,999,999 new Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of the sole Shareholder of our Company passed on October 14, 2010” under the section headed “Further Information about the Company” in Appendix VII to this prospectus
“Catherine Holdings”	Catherine Holdings International Company Limited, a limited liability company incorporated in the BVI on May 3, 2010 and wholly owned by our Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Cents”	a monetary unit that equals to $\frac{1}{100}$ of the basic monetary unit
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Citi”, “Sole Global Coordinator” or “Sole Sponsor”	Citigroup Global Markets Asia Limited, which is licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 7 (providing automated trading services) regulated activities under the SFO
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” and “our Company”	Leoch International Technology Limited 理士國際技術有限公司, a company incorporated on April 27, 2010 as an exempted company under the laws of the Cayman Islands
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	Mr. Dong and Master Alliance
“Director(s)”	the director(s) of our Company
“Dongguan Leoch”	Dongguan Leoch Battery Technology Co., Ltd. (東莞市理士奧電源技術有限公司), a limited liability company established in the PRC on November 27, 2002 and a wholly-owned subsidiary of Jiangsu Leoch
“Dongguan Leoch Power Supply”	Dongguan Leoch Power Supply Co., Ltd. (東莞理士電源製品有限公司), a limited liability company incorporated in the PRC in which Mr. Dong has a 60% equity interest
“D&P”	D & P International Research and Development Corp., a limited liability company established in the State of California, the United States on February 5, 2002 and wholly-owned by Mr. Dong
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) promulgated on March 16, 2007 that became effective on January 1, 2008
“Euro”	the lawful currency of the member states of the European Union that adopted the single currency
“GB£”	Great Britain Pounds, lawful currency of Great Britain
“GDP”	gross domestic product
“Global Offering”	the Public Offer and the International Offering
“GREEN application form(s)”	the application form(s) to be completed by the WHITE Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we”, “our” and “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HK\$” and “HK dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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“Honour Label”	Honour Label Investments Limited, a limited liability company incorporated in the British Virgin Islands on February 28, 2005 and a wholly-owned subsidiary of Catherine Holdings
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards (including the International Accounting Standards and their interpretations) issued by the IASB
“Independent Third Party”	person(s) or company/companies and their respective ultimate beneficial owner(s), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of the Company and its Connected Person
“International Offer Shares”	the 300,000,000 Shares being initially offered for sale under the International Offering together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional offering of the International Offer Shares (a) in the United States to QIBs in reliance on Rule 144A under the U.S. Securities Act or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act, including to professional investors in Hong Kong, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters which is expected to enter into International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering and expected to be entered into among us, the Controlling Shareholders, and the International Underwriters on or around November 9, 2010
“Jiangsu Leoch”	Leoch Battery (Jiangsu) Corp. (江蘇理士電池有限公司), a limited liability established in the PRC on March 11, 2003 and a wholly-owned subsidiary of Leoch Power Supply
“Joint Bookrunners”	Citi and BOCI
“Joint Lead Managers”	Citi and BOCI

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“Kinetic Growth”	Kinetic Growth International Limited (繼增國際有限公司), a limited liability company established in Hong Kong on January 11, 2008 and is 50% owned by Peak Year and 50% owned by Sheldon
“Kunming Leoch”	Kunming Leoch Engineering Technology Co., Ltd. (昆明理士奧工程技術有限公司), a limited liability company established in the PRC on May 25, 2006 and a wholly-owned subsidiary of Shenzhen Leoch
“Latest Practicable Date”	October 28, 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Leoch Battery Company”	Leoch Battery Company Limited, a limited liability company established in Hong Kong on April 25, 2007 and a wholly-owned subsidiary of Peak Year
“Leoch Battery Corp”	Leoch Battery Corporation, a limited liability company established in the State of California, the United States on June 17, 2003 and a wholly-owned subsidiary of Catherine Holdings
“Leoch Battery Pte”	Leoch Battery Pte. Ltd., a limited exempt private company established in the Republic of Singapore on April 5, 2010 and a wholly-owned subsidiary of Leoch Power Supply
“Leoch Europe”	Leoch Europe Limited, a private limited company established in England and Wales, the United Kingdom on January 5, 2010 and a wholly-owned subsidiary of Leoch Battery Company
“Leoch Power Supply”	Leoch Power Supply (H.K.) Limited (理士電源(香港)有限公司), a limited liability company established in Hong Kong on August 18, 2004 and a wholly-owned subsidiary of Honour Label
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date, expected to be on or about November 16, 2010, on which our Shares are first listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Master Alliance”	Master Alliance Investment Limited, a limited liability company incorporated in the BVI on April 7, 2010 and wholly owned by Mr. Dong
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company, as amended from time to time

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“Mr. Dong”	Mr. Dong Li (董李), our founder, chairman and chief executive officer
“Nanjing Leoch”	Nanjing Leoch Battery Technology Co., Ltd. (南京理士奧電源技術有限公司), a limited liability company established in the PRC on March 15, 2006 and a wholly-owned subsidiary of Shenzhen Leoch
“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering, to be determined as further described in the section headed “Structure of the Global Offering—Pricing and Allocation” in this prospectus
“Offer Shares”	the Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option to be granted by us to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters, pursuant to which we may be required to issue up to 50,000,000 additional Shares, representing 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations in the International Offering (if any) as further described in the section headed “Structure of the Global Offering”
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Peak Year”	Peak Year Investments Limited (峰年投資有限公司), a limited liability company incorporated in the British Virgin Islands on January 25, 2007 and a wholly-owned subsidiary of Catherine Holdings
“Pre-IPO Share Option Scheme”	the Pre-IPO Share Option Scheme conditionally adopted by the Company pursuant to written resolutions passed by its sole Shareholder on May 25, 2010, a summary of the principal terms of which is set out in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VII to this prospectus
“Price Determination Date”	the date, expected to be on or around November 9, 2010 but no later than November 14, 2010, on which the Offer Price is fixed for the purposes of the Global Offering
“Public Offer”	the offer of the Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and in the Application Forms relating thereto

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“Public Offer Shares”	the 33,334,000 Shares being initially offered by our Company for subscription under the Public Offer at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” to this prospectus)
“Public Offer Underwriters”	the underwriters of the Public Offer listed in “Underwriting—Public Offer Underwriters”
“Public Offer Underwriting Agreement”	the underwriting agreement dated November 2, 2010 relating to the Public Offer entered into among us, the Controlling Shareholders, the Sole Sponsor and the Public Offer Underwriters
“QIBs”	“qualified institutional buyers” as such term is defined in Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate reorganization of our Group in preparation for the listing of the Shares on the Stock Exchange, details of which are set forth under “Our Reorganization” in the section headed “History, Reorganization and Group Structure” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SG\$”	Singapore dollars, the lawful currency of Singapore
“Share(s)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of our Company
“Share Option Scheme”	our share option scheme conditionally adopted pursuant to resolutions passed by our Shareholders at an extraordinary general meeting held on October 14, 2010, the principal terms of which are summarized in the section headed “Share Option Scheme” in Appendix VII to this prospectus
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen Marshall Green Power”	Shenzhen Marshall Green Power Co., Ltd. (深圳瑪西爾電動車有限公司), a limited liability company established in the PRC and wholly owned by Mr. Dong

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“Shenzhen Marshall Power Supply”	Shenzhen Marshall Power Supply Co., Ltd. (深圳市瑪西爾能源技術有限公司), a limited liability company established in the PRC and wholly owned by Mr. Dong
“Shenzhen Leoch”	Shenzhen Leoch Battery Technology Co., Ltd. (深圳理士奧電源技術有限公司), a limited liability company established in the PRC on April 26, 1999 and a wholly-owned subsidiary of Jiangsu Leoch
“Shenzhen Leoch Battery”	Leoch Battery Shenzhen Corp. (深圳理士電池技術有限公司), a limited liability company established in the PRC on September 27, 2007 and a wholly-owned subsidiary of Shenzhen Leoch
“Shieldon”	Shieldon International Limited (順東國際有限公司), a limited liability company incorporated in the British Virgin Islands on January 19, 2007 and a wholly-owned subsidiary of Catherine Holdings
“Stabilizing Manager”	Citigroup Global Markets Asia Limited
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into on or about the Price Determination Date between Master Alliance and the Stabilizing Manager
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the financial period comprising the years ended December 31, 2007, 2008 and 2009 and the six months ended June 30, 2010
“U.K.”	the United Kingdom
“Underwriters”	collectively, the Public Offer Underwriters and the International Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“Uplus”	Uplus International Corp., a limited liability company established in the State of California, the United States on November 22, 2005 and wholly owned by Mr. Dong
“US\$”	U.S. dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

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“WHITE Form eIPO”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.eipo.com.hk
“WHITE Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xining Leoch”	Xining Leoch Engineering Technology Co., Ltd. (西寧理士奧工程技術有限公司), a limited liability company established in the PRC on November 15, 2006 and a wholly-owned subsidiary of Shenzhen Leoch
“Zhaoqing Leoch”	Zhaoqing Leoch Battery Technology Co., Ltd. (肇慶理士電源技術有限公司), a limited liability established in the PRC on May 9, 2005 and a wholly-owned subsidiary of Leoch Power Supply
“%”	per cent.

The English names of the PRC nationals, enterprises, entities, departments, facilities, certificates, titles and the like are translations of their Chinese names and are included for identification purpose only. In the event of any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.