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宝德科技集團股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) will be convened and held at Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Thursday, 3 September 2020 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the fund cooperation framework agreement (the “**Fund Cooperation Framework Agreement**”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) dated 2 July 2020 entered into between the Company and Shenzhen Powerleader Investment Holdings Limited* (深圳市宝德投資控股有限公司) (“**Powerleader Holdings**”) in relation to provision of financial assistance by the Company to Powerleader Holdings and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the relevant annual caps for the period from 2 July 2020 to 31 December 2020 and each of the two years ending 31 December 2021 and 31 December 2022 respectively (as set out in the circular of the Company dated 17 August 2020 be and are hereby approved;

* *For identification purposes only*

and the directors of the Company (the “**Directors**”) be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Fund Cooperation Framework Agreement and the annual caps and the transactions thereby contemplated.”

2. “**THAT:**

- (a) the guarantee service framework agreement (the “**Guarantee Service Framework Agreement**”, a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) dated 2 July 2020 entered into between the Company and Powerleader Holdings in relation to provision of guarantee service by Powerleader Holdings to the Group and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the relevant annual caps for the period from 2 July 2020 to 31 December 2020 and each of the two years ending 31 December 2021 and 31 December 2022 respectively (as set out in the circular of the Company dated 17 August 2020 be and are hereby approved;

and the Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Guarantee Service Framework Agreement and the annual caps and the transactions thereby contemplated.”

3. “**THAT:**

the historical provision of financial assistance by the Company to Powerleader Asset Management Company Limited* (深圳前海宝德資產管理有限公司), and Powerleader Holdings and its subsidiaries (excluding the Group) for each of the two years ended 31 December 2018 and 31 December 2019 respectively and for the period from 1 January 2020 to 30 June 2020 (details of which are disclosed in the circular of the Company dated 17 August 2020) be and are hereby approved, confirmed and ratified.”

4. “**THAT:**

the historical payment of guarantee fees by the Group to Powerleader Holdings for each of the two years ended 31 December 2018 and 31 December 2019 respectively and for the period from 1 January 2020 to 30 June 2020 (details of which are disclosed in the circular of the Company dated 17 August 2020) be and are hereby approved, confirmed and ratified.”

By order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
(張雲霞)
Chairman

Shenzhen, the PRC
17 August 2020

Notes:

- (1) The register of members of the Company will be closed from 31 August 2020 to 3 September 2020 (both days inclusive) during which no transfer of shares will be registered. Holders of H shares and domestic shares whose names appeared on the register of the Company on or before 4:30 p.m. on 28 August 2020 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, the signed form of proxy must be deposited by hand or by post, at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares of the Company), or at the registered address of the Company (for holders of domestic shares of the Company) not less than 24 hours before the time for holding the EGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarised certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- (3) In order to be valid, the signed form of proxy must be deposited by hand or by post, at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares), or at the registered address of the Company (for holders of domestic shares) not less than 24 hours before the time for holding the EGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
- (4) Completion and return of the proxy form will not affect the right of the shareholders of the Company to attend and vote at the EGM. In such event, the proxy form will be deemed to have been revoked.
- (5) Shareholders or their proxies shall produce their identity documents when attending the EGM.
- (6) The EGM is expected to last for 3 September 2020. Shareholders of the Company or their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

(7) Details of the registered address of the Company are as follows:

11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the People's Republic of China

Tel: (86 755) 2752 8988

Fax: (86 755) 2752 8988

Postal Code: 518026

Contact person: Mr. Dong Weiping

As at the date of this notice, the Board comprises 6 Directors, including executive Directors Ms. Zhang Yunxia and Mr. Dong Weiping; non-executive director Mr. Li Ruijie and independent non-executive directors Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from its date of publication and the Company's website at www.powerleader.com.cn.

** For identification purpose only*