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深圳宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock code: 8236)

**PROPOSED RESOLUTIONS FOR SHAREHOLDERS
TO APPROVE THE PROPOSED MAIN BOARD TRANSFER,
THE APPLICATION TO THE CSRC
FOR THE PROPOSED MAIN BOARD TRANSFER
AND THE PROPOSED ARTICLES AMENDMENT**

The Directors intend to convene the SGM and the Class Meetings at each of which special resolutions will be proposed to the Shareholders to consider and approve, if thought fit, among other things, (i) the proposed Main Board Transfer; (ii) the CSRC Application; (iii) the proposed Articles Amendment; and (iv) the authorisation of the Directors to take such steps as they consider necessary, desirable and expedient to make the CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary).

The proposed Main Board Transfer and the proposed Articles Amendment are the intention of the Directors and no applications relating thereto have been made to the Stock Exchange and the CSRC. Shareholders should note that the special resolutions to be proposed at the SGM and the Class Meetings are for the purpose of obtaining approval from the Shareholders to enable the Company to make the CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary).

REASONS FOR THE MAIN BOARD TRANSFER

The Group is principally engaged in the design, manufacture and sales of computer servers and related products, trading of platform and accessory products, and leasing and provision of maintenance services on computer servers. Since the listing of the H Shares on the GEM on 12 December 2002, the business of the Group has grown steadily and the Group has improved its public profile. The Directors are of the view that the listing of the H Shares on the Main Board will facilitate an increase in the liquidity of the H Shares, further enhance the public profile of the Group and recognition from the investing public, including the institutional investors, which will be beneficial and complementary to the future growth and development of the Group. The Directors thus consider that the listing of the H Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

* *for identification purpose only*

REQUIREMENTS UNDER PRC REGULATIONS

Under the existing Articles of Association of the Company and the relevant current PRC rules and regulations, shareholders' approval is required for, among others, the proposed Main Board Transfer, the proposed Articles Amendment and the CSRC Application.

It is the intention of the Company that upon obtaining the CSRC's notice of acceptance of application, the Company will make a formal application to the Stock Exchange in relation to the proposed Main Board Transfer. The Company shall fulfill all necessary requirements as stipulated in the relevant PRC rules and regulations.

PROPOSED ARTICLES AMENDMENT

For the purpose of making application to the CSRC for the proposed Main Board Transfer, a proposed amended version of the Articles of Association of the Company which complies with the Main Board Listing Rules and the relevant rules and regulations in the PRC and Hong Kong in relation to a Main Board H-shares listed issuer has to be submitted to the CSRC, hence, a special resolution shall also be proposed at the SGM to approve the Articles Amendment. Subject to the conditions set out in the paragraph headed "Conditions for the Main Board Transfer and Articles Amendment" below, the Articles Amendment will become effective (subject to further amendments being made to the same by the Directors as authorized by the Shareholders) on the date of listing of the H Shares on the Main Board. The Articles Amendment will not become effective if the Company fails to proceed with the proposed Main Board Transfer and the existing Articles of Association will continue to be in force. Details of the principal significant amendments to the Articles of Association will be set out in the circular to be dispatched to the Shareholders to convene the SGM and the Class Meetings.

THE SGM AND THE CLASS MEETINGS

Shareholders should note that the approval of (i) the proposed Main Board Transfer; and (ii) the proposed Articles Amendment at the SGM and the Class Meetings are conditions precedent to the CSRC Application.

Therefore, for the purpose of enabling the Company to make the CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary), the Directors intend to convene the SGM and the Class Meetings for the Shareholders to consider and approve, among other things, (i) the proposed Main Board Transfer; (ii) the proposed Articles Amendment; and (iii) the authorisation of the Directors to take such steps as they consider necessary, desirable and expedient to make the CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary), including but not limited to the setting up of a board committee consisting of any two Directors responsible for the above.

Shareholders should note that the Shareholders' approval in connection with the proposed Main Board Transfer and the proposed Articles Amendment as obtained from the SGM and the Class Meetings is for the purpose of enabling the Company to make the relevant CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary). The proposed Main Board Transfer will also be subject to the conditions set out in the paragraph headed "Conditions for the Main Board Transfer and Articles Amendment" below.

CONDITIONS FOR THE MAIN BOARD TRANSFER AND ARTICLES AMENDMENT

The Main Board Transfer and the Articles Amendment are inter-conditional. The proposed Main Board Transfer and the proposed Articles Amendment, however, will be conditional on, among other things, the following:

- (i) the fulfillment of all requirements as may be required or imposed by the CSRC or other relevant PRC authorities or as may be required by applicable rules and regulations by the Company;
- (ii) the granting of the relevant approvals by the CSRC and other relevant PRC authorities in connection with the proposed Main Board Transfer (where necessary and applicable);
- (iii) the Main Board Listing Committee granting approval to the Main Board Transfer and for the listing of and permission to deal in the existing H Shares on the Main Board (where applicable); and
- (iv) the obtaining of approval from the Shareholders at the SGM and Class Meetings for the proposed Main Board Transfer, the proposed Articles Amendment and the CSRC Application.

Preparation relating to the proposed Main Board Transfer is at a preliminary stage and no applications relating thereto have been made to the Stock Exchange or the CSRC. The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders informed on the latest progress of the proposed Main Board Transfer.

A circular containing, inter alia, details of the proposed Main Board Transfer and the proposed Articles Amendment and notices to convene the SGM and Class Meetings will be despatched to the Shareholders as soon as possible.

Warning:

The proposed Main Board Transfer and the proposed Articles Amendment are the intention of the Directors and no applications relating thereto have been made to the Stock Exchange and the CSRC. Shareholders should note that the special resolutions to be proposed at the SGM and the Class Meetings are for the purpose of obtaining approval from the Shareholders to enable the Company to make the CSRC Application and any other application to the relevant PRC authorities in connection with the Main Board Transfer (if necessary). It is the intention of the Company that upon obtaining the CSRC notice of acceptance of application, the Company will make a formal application to the Stock Exchange in relation to the proposed Main Board Transfer. The Company shall fulfill all necessary requirements as stipulated in the relevant PRC rules and regulations.

Shareholders and potential investors should be aware that the implementation of the proposed Main Board Transfer is subject to, among others, the fulfillment of the requirements as may be required or imposed by the CSRC or other relevant PRC authorities or as may be required by applicable rules and regulations by the Company, the market sentiment and the granting of relevant approvals by the CSRC and/or other relevant PRC authorities (where necessary and applicable) and the Stock Exchange, and thus may or may not become effective. Consequently, the proposed Main Board Transfer may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Articles Amendment”	amendment of the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules, which will become effective since the date of listing of the H Shares on the Main Board
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares for the purpose of approving, inter alia, the proposed Main Board Transfer, further details of and the notices convening which will be contained in the circular to be despatched by the Company
“Company”	深圳宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited*), a foreign joint stock limited company incorporated in the PRC, the H Shares of which are listed on GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“CSRC Application”	the application of the Company to the CSRC for the Main Board Transfer
“Directors”	the directors of the Company
“Domestic Share(s)”	domestic invested share(s) issued by the Company, of nominal value of RMB0.10 each, which are subscribed for and paid up in Renminbi and are not tradable on the Stock Exchange
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Committee”	the listing sub-committee of the directors of the Stock Exchange responsible for Main Board listing matters

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board Transfer”	the transfer of listing status of the H Shares from the GEM to the Main Board pursuant to the Main Board Listing Rules
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SGM”	the special general meeting of the Company for the purpose of approving, inter alia, the proposed Main Board Transfer and the Articles Amendment, further details of and the notice convening which will be contained in the circular to be despatched by the Company
“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC

By Order of the Board
Powerleader Science & Technology Group Limited*
Li Ruijie
Chairman

Shenzhen, the PRC, 11 September 2008

This announcement, 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date hereof, the Board comprises a total of 10 Directors, including Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao as executive Directors, Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei as non-executive Directors and Mr. Jiang Baijun, Mr. Yim Hing Wah and Dr. Guo Wanda as independent non-executive Directors.

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