



深圳宝德科技集團股份有限公司

(前稱深圳市宝德科技股份有限公司)

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***  
(formerly known as Powerleader Science & Technology Company Limited\*)

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

(Stock Code: 8236)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Powerleader Science & Technology Group Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen on 20 May 2009 at 3 p.m. for the following purposes:

1. To consider and approve the report of the directors of the Company (the “Directors”) for the year ended 31 December 2008;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2008;
3. To consider and approve the audited financial statements of the Group for the year ended 31 December 2008;
4. To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the Company’s auditors for the year ending 31 December 2009 and to authorize the Directors to fix their remuneration;
5. (a) To consider and approve the election of Ms. Zhang Yunxia (張雲霞) as executive director of the Company;
- (b) To consider and approve the election of Mr. Ma Zhumao (馬竹茂) as executive director of the Company; and
- (c) To consider and approve the election of Dr. Guo Wanda (郭萬達) as independent non-executive director of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To pass the following resolution as a special resolution:

“**THAT** subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the People’s Republic of China and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the proposed allotment and issue of new H shares of the Company (the “**H Shares**”) and/or domestic shares of the Company (the “**Domestic Shares**”), the board of directors of the Company be and is hereby authorized:

- (a) to issue and/or place H Shares and/or Domestic Shares within a period of 12 months from the date of this resolution, provided that the total number of H Shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “**20% Limit**”) of the number of H Shares and/or Domestic Shares in issue respectively;
- (b) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new shares mentioned above;
- (c) to amend, in accordance with the increase in registered capital of the Company, the relevant articles contained in the articles of association of the Company in relation to the registered capital of the Company and any other articles that require corresponding amendments; and
- (d) if any chronological variation of the wordings or numbering of the articles contained in the articles of association of the Company is necessary upon application to the companies examination and approval authority authorized by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the articles of association of the Company as required by such authority and China Securities Regulator Commission.”

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

Shenzhen, the PRC, 27 March 2009

**Notes:**

1. The register of the members of the Company will be closed from 20 April 2009 to 20 May 2009 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of domestic shares and H shares whose names appeared on the register of the Company on or before 4:30 p.m. 17 April 2009 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, vote on their behalf. A proxy need not be a shareholder of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. In order to be valid, the proxy form, under which it is signed, must be deposited by hand or post, for holders of H shares of the Company to the H share registrar of the Company at Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong and, for holders of domestic shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM. 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.
3. Shareholders or their proxies who intend to attend the AGM should complete and return the enclosed reply slip and return it by hand or post to the H share registrar of the Company (for holders of H shares) or to the registered address of the Company (for holders of domestic shares) on or before 30 April 2009.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Shareholders or their proxies should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
5. The AGM is expected to take half day. Shareholders or their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
6. Details of the registered address of the Company are as follows:

Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC

Tel: (86-755) 8328 7692  
Fax: (86-755) 8327 3380  
Postal Code: 518031  
Contact person: Ms. Nancy Zheng
7. Ms. Zhang Yunxia (張雲霞), aged 43, is the deputy general manager of the Company. Ms. Zhang graduated from the Faculty of Company Engineering in Software of Nankai University in 1988 and then obtained a master degree in tourism business management from the same university. Ms. Zhang has extensive experience in computer engineering industry. Prior to joining the Company in August 1997, she has worked for Shenzhen Wan Tong Software Engineering Co., Ltd., Shenzhen Experiment School and Shenzhen Xin Le He Company Co. Ltd. between 1990 and 1997 and is responsible for administration and R&D of the Company.

Save as disclosed above, Ms. Zhang had not held any other positions with any members of the Group and had not held any other directorships in any listed public companies in the last three years.

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## NOTICE OF ANNUAL GENERAL MEETING

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Ms. Zhang is the wife of Mr. Li Ruijie, an executive director of the Company. Save as disclosed herein, Ms. Zhang has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Ms. Zhang had the following interests in shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong “SFO”):

**(a) Shares of the Company**

Type of interests	Number of Domestic Shares held	Approximate percentage of the Company issued share capital	Approximate percentage of the issued Domestic Shares
Corporate and Family ( <i>Note</i> )	1,021,815,000	45.26%	61.93%

*Note:* Ms. Zhang and her husband, Mr. Li Ruijie, hold in aggregate 1,021,845,000 Domestic Shares through Powerleader Investment Holding Company Limited which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

**(b) Shares in an associated corporation — Ex-Channel Group Limited**

Type of Interests	Number of Domestic Shares held	Percentage
Family ( <i>Note</i> )	3,000,000	10%

*Note:* These shares were beneficially held by a company in which Mr. Li, the husband of Ms. Zhang, had beneficial interests.

**(c) Shares in an associated corporation — 深圳市宝腾互聯科技有限公司**

Type of Interests	Number of Domestic Shares held	Percentage
Corporate and Family ( <i>Note</i> )	2,500,000	25%

*Note:* Mr. Li and Ms. Zhang hold in aggregate 2,500,000 shares through Powerleader Investment Holding Company Limited which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

Ms. Zhang has entered into a service agreement with the Company for a term of three years commencing from 31 August 2006. She is entitled to a basic monthly remuneration of RMB15,000.

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## NOTICE OF ANNUAL GENERAL MEETING

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Save as disclosed above, Ms. Zhang has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and there are no matters that should be brought to the attention of the shareholders of the Company in relation to her appointment.

8. Mr. Ma Zhumao (馬竹茂先生), aged 44, graduated with a master degree in Computer Architecture from Tianjin University (天津大學) in 1988 and then obtained a master degree in Business Administration of Peking University. Mr. Ma was previously an executive director of the Company from September 1999 to March 2002, and then joined TCL Computer Co., Ltd. He has worked for a number of IT companies and has extensive experience in IT industry. Prior to joining the Company in October 2005, he has worked for Clustars Supercomputing Co., Ltd as President.

Save as disclosed above, Mr. Ma had not held any other positions with any members of the Group and had not held any other directorships in any listed public companies in the last three years.

Mr. Ma has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Ma has entered into a service agreement with the Company for a term of three years commencing from 31 August 2006. He is entitled to a basic monthly remuneration of RMB15,000.

Save as disclosed above, Mr. Ma has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

9. Dr. Guo Wanda, aged 43, obtained his Doctor of Philosophy in Economics from Nan Kai University in Tianjin in 1991. He is the vice president of China Development Institute of Shenzhen. He is also the chairman of Shenzhen Association of Management Consultants and a committee member of the advisory committee of Shenzhen Municipal Government. He has been an independent non-executive director of Shenzhen FIYTA Holdings Limited, a company whose shares are listed on the Shenzhen Stock Exchange since 2005. He was specialized in China macroeconomic and industrial policy studies and enterprise strategy analysis.

Save as disclosed above, Dr. Guo had not held any other positions with any members of the Group and had not held any other directorships in any listed public companies in the last three years.

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## NOTICE OF ANNUAL GENERAL MEETING

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Dr. Guo has no relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, he is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Dr. Guo has entered into a service agreement with the Company for a term of three years for the period from 6 June 2008 to 6 June 2011. He is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the articles of association of the Company. He is entitled to a basic monthly remuneration of RMB4,000 which is determined with reference to his duty and responsibility with the Company. In addition, Dr. Guo is not entitled to receive any discretionary bonus.

Save as disclosed above, Dr. Guo has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

10. 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, Dr. Guo Wanda and Mr. Yim Hing Wah as independent non-executive directors.

\* *for identification purpose only*