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深圳宝德科技集团股份有限公司

(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)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association to reflect the changes in shareholding structure of the Company upon the completion of the Proposed Shares Transfer.

The Proposed Articles Amendment is subject to the approval of the Shareholders by way of special resolution at the EGM to be convened on a date to be fixed, and will only become effective upon the completion of the Proposed Shares Transfer.

A circular containing, inter alia, further details of the Proposed Articles Amendment and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

INTRODUCTION

Crosby, Front Trend and Murray proposed to transfer all their respective existing Non-listed Foreign Investment Shares to Shenzhen Electronics. The completion of the Proposed Shares Transfer is subject to, amongst others, the approval by the Provincial Department of the Ministry of Commerce of the PRC and/or other related PRC authorities. Upon completion of the Proposed Shares Transfer, the said Non-listed Foreign Investment Shares will be redesignated into Domestic Shares to be held by Shenzhen Electronics .

The Directors confirm, to the best of their knowledge, information and belief, that having made all reasonable enquiries, Shenzhen Electronics, Crosby, Front Trend and Murray, together with their ultimate beneficial owners are all Independent Third Parties and have no connection with the Company or any of its connected persons.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

In order to provide for the Proposed Shares Transfer, the Board proposed that the Articles of Association be amended to reflect the changes in the shareholding structure of the Company upon the completion of the Proposed Shares Transfer. The Proposed Articles Amendment is subject to the approval of the Shareholders by way of special resolution at the EGM to be

convened on a date to be fixed, and will only become effective upon the completion of the Proposed Shares Transfer. Details of the Proposed Articles Amendment will be set out in full in the notice of EGM.

GENERAL

A circular containing, inter alia, further details of the Proposed Articles Amendment and the notice of EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“Company”	深圳宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited*), a company incorporated in the PRC
“Crosby”	Crosby ChinaChips Holding (2) (BVI) Limited, a limited liability company incorporated in the British Virgin Islands, which is currently holding 82,250,000 Non-listed Foreign Investment Shares
“Directors”	the directors of the Company
“Domestic Shares”	ordinary domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in Renminbi (RMB)
“EGM”	the extraordinary general meeting of the Company
“Front Trend”	Front Trend Investment Limited, a limited liability company incorporated in the British Virgin Islands, which is currently holding 37,540,000 Non-listed Foreign Investment Shares
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“H Shares”	the overseas listed foreign 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 (HK\$)
“Independent Third Parties”	person(s) or company(ies) which is/are independent of the Company or any of is connected persons
“Murray”	Murray Venture Limited, a limited liability company incorporated in the British Virgin Islands, which is currently holding 119,790,000 Non-listed Foreign Investment Shares

“Non-listed Foreign Investment Shares”	the non-listed foreign investment shares of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in Renminbi (RMB) and held by foreign investors, and for the avoidance of doubt, Non-listed Foreign Investment Shares exclude H Shares
“PRC”	the People’s Republic of China, which for the purpose of this announcement excluding the regions of Hong Kong, Macau and Taiwan
“Proposed Articles Amendment”	the proposed amendment to the Articles of Association
“Proposed Shares Transfer”	the proposed transfer of Non-listed Foreign Investment Shares held by the three foreign institutional investors, namely Crosby, Front Trend and Murray, to Shenzhen Electronics
“Share(s)”	shares of the Company, including the Domestic Shares, the H Shares and all shares of other class(es) from time to time in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen Electronics”	深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited*), a limited liability company established in the PRC

By order of the Board
Powerleader Science & Technology Group Limited*
Ng Chi Ho Dennis
Company Secretary

Shenzhen, the PRC, 21 May 2009

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.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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.

This announcement 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 purposes only