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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)

**DESPATCH OF SUPPLEMENTARY CIRCULAR TO
THE CIRCULAR DATED 22 MAY 2009**

**CHANGES IN PROPOSED AMENDMENT TO
THE ARTICLES OF ASSOCIATION**

A supplementary circular to the circular dated 22 May 2009 containing, among other things, information relating to certain changes in the Proposed Articles Amendment will be despatched to the Shareholders as soon as practicable.

The Proposed Articles Amendment as revised will reflect the changes in the shareholding structure of the Company upon completion of the proposed shares transfer under Agreement (A). The Company expects to further amend the Articles of Association in connection with the proposed shares transfer under Agreement (B) in a general meeting to be held in 2010.

The Proposed Articles Amendment as revised will be subject to the approval of Shareholders by way of special resolution at the EGM to be held on 8 July 2009, and will only become effective upon the completion of the proposed shares transfer under Agreement (A).

INTRODUCTION

Reference is made to the announcement dated 21 May 2009 (the "Announcement") and the circular dated 22 May 2009 (the "Circular") of the Company. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those used in the Announcement.

As disclosed in the Announcement and the Circular, 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 held by Shenzhen Electronics.

CHANGES IN PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

It is expected that the proposed shares transfer by Murray to Shenzhen Electronics under the corresponding agreement (“Agreement (A)”) will be completed on or before 31 December 2009 upon submission for approval by the related PRC authorities and completion of payment pursuant to Agreement (A), whereas the proposed shares transfer by Crosby and Front Trend to Shenzhen Electronics under another corresponding agreement (“Agreement (B)”) will be completed on or before 31 December 2010 upon submission for approval by the related PRC authorities and completion of payment pursuant to Agreement (B). In order to bring the Proposed Articles Amendment in line with the expected schedules of completion of the proposed shares transfer under Agreement (A) and Agreement (B), the Board proposes that certain changes to the Proposed Articles Amendment as set out in the Circular be made such that the Articles of Association as amended will reflect the changes in the shareholding structure of the Company upon the completion of the proposed shares transfer under Agreement (A). The Company expects to further amend the Articles of Association in connection with the proposed shares transfer under Agreement (B) in a general meeting to be held in 2010.

Set out below is the updated special resolution no. 2 contained in the supplementary circular, which supersedes the special resolution no. 2 contained in the Circular and the notice of EGM dated 22 May 2009:

“2. THAT:

the following amendments to the Articles of Association of the Company (“Articles of Association”), which reflect the consequential amendments to the existing Articles of Association upon the completion of the proposed shares transfer (“the Proposed Shares Transfer”) of the Company’s non-listed foreign investment shares of nominal value of RMB0.10 each (“Non-listed Foreign Investment Shares”) held by Murray Venture Limited (“Murray”) currently holding 119,790,000 Non-listed Foreign Investment Shares to 深圳市恒通達遠電子有限公司 (“Shenzhen Electronics”) whereby the said Non-listed Foreign Investment Shares will be redesignated into domestic invested shares of nominal value of RMB0.10 each (“Domestic Shares”), be and are hereby made with effect from the date of completion of the Proposed Shares Transfer:

Article 18

By deleting the existing Article 18 in its entirety and substituting therefor the following new Article 18:

“Article 18 After incorporation, the number of issued ordinary shares of the Company is presently 2,257,500,000 shares. The share structure is as follows:

1. Holders of Domestic Shares hold 1,530,210,000 shares in aggregate, representing 67.79% of the total share capital;
 - (1) 1,021,845,000 shares are held by 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited*), representing 45.26% of the total share capital;

- (2) 119,790,000 shares are held by 深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited*), representing 5.31% of the total share capital;
 - (3) 159,637,500 shares are held by 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Company Limited*), representing 7.07% of the total share capital;
 - (4) 103,295,000 shares are held by 深圳市綠恒科技有限公司 (Shenzhen Luheng Technology Company Limited*), representing 4.58% of the total share capital;
 - (5) 125,642,500 shares are held by 北京雅利安達科技發展有限公司 (Beijing Yalianda Technology Development Company Limited*), representing 5.57% of the total share capital;
2. Holders of Non-listed Foreign Investment Shares hold 119,790,000 shares in aggregate, representing 5.3% of the total share capital;
 - (1) 82,250,000 shares are held by Crosby ChinaChips Holdings (2) (BVI) Limited, representing 3.64% of the total share capital;
 - (2) 37,540,000 shares are held by Front Trend Investment Limited, representing 1.66% of the total share capital;
 3. Holders of overseas listed foreign shares hold 607,500,000 shares in aggregate, representing 26.91% of the total share capital.” ”

The Proposed Articles Amendment as revised is subject to the approval of Shareholders by way of special resolution at the EGM to be held on 8 July 2009, and will only become effective upon the completion of the proposed shares transfer under Agreement (A). Details of the changes in the Proposed Articles Amendment will be set out in full in a supplementary circular to the Circular, which will be despatched to Shareholders as soon as practicable.

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.

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

Shenzhen, the PRC, 5 June 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.

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