PowerLeader

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 People's Republic of China with limited liability)

(Stock Code: 8236)

Proxy Form of Holders of H Shares/Domestic Shares for use at the Annual General Meeting

I/We *(note 1)* _____

of _____

being the registered holder of *(note 2)* _____

H Shares/Domestic Shares in Powerleader Science & Technology Group Limited* (the "Company"), HEREBY APPOINT *(note 3)* _____ of _____

or failing him *(note 3)* _____

of _____

or failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect of *(note 4)* _____ H Shares/Domestic Shares in the capital of the Company held by me/us to attend and act for me/us at the Annual General Meeting of the Company to be held at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao'an District, Shenzhen, at 3:00 p.m. on 20 May 2010 or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit.

Resolutions *(Note 5)*	For *(note 6)*	Against *(note 6)*	Abstain *(note 6)*
Ordinary Resolution No. 1			
Ordinary Resolution No. 2			
Ordinary Resolution No. 3			
Ordinary Resolution No. 4			
Ordinary Resolution No. 5(a)			
Ordinary Resolution No. 5(b)			
Ordinary Resolution No. 5(c)			
Ordinary Resolution No. 5(d)			
Ordinary Resolution No. 5(e)			
Ordinary Resolution No. 5(f)			
Ordinary Resolution No. 5(g)			
Special Resolution No. 6			
Special Resolution No. 7			

Date: _____, 2010   Signature(s) *(note 7)*: _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members) in BLOCK CAPITALS.
2. Please insert the number of all the shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. The full text of the resolutions are set out in the notice of the annual general meeting dated 31 March 2010 which is sent to shareholders of the Company together with this Form of Proxy.
6. **Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares/Domestic Shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by authorized representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
9. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited, for holders of H Shares of the Company at the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the meeting, and for holders of domestic shares of the Company to the registered office address of the Company not less than 24 hours before the time appointed for holding the meeting.

* for identification purposes only