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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **Powerleader Science & Technology Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of **Powerleader Science & Technology Group Limited**, nor is this circular calculated to invite offers for any shares or other securities of **Powerleader Science & Technology Group Limited**.

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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)

**RE-ELECTION OF DIRECTORS  
GENERAL MANDATE TO ISSUE SHARES  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an 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, the PRC on Thursday, 20 May 2010 at 3:00 p.m. is set out on pages 9 to 19 of this circular. Whether or not you are able to attend the above meeting or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meetings, or any adjourned meeting, should you so wish.

This circular, 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum period of 7 days from the date of its posting and the Company's website at [www.powerleader.com.cn](http://www.powerleader.com.cn).*

\* for identification purpose only

31 March 2010

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	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, the PRC on 20 May 2010, Thursday at 3:00 p.m.
“AGM Notice”	the notice dated 31 March 2010 for convening the AGM as set out on pages 9 to 19 of this circular
“Agreement”	the share transfer agreement dated 8 May 2009 entered into between Shenzhen Electronics, Crosby, Front Trend and Mr. Li in relation to the proposed transfer of (i) 82,250,000 Non-listed Foreign Investment Shares held by Crosby and (ii) 37,540,000 Non-listed Foreign Investment Shares held by Front Trend, to Shenzhen Electronics and pursuant to which Mr. Li agreed to procure the Company to hold any necessary shareholders’ meeting and/or comply with any necessary registration requirements in connection with the proposed transfer
“Announcement”	the announcement of the Company dated 26 March 2010 in relation to the Proposed Articles Amendments
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“China Special Situations Investment”	China Special Situations Investment Management (BVI) Limited, a limited liability company incorporated in the British Virgin Islands
“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
“Crosby”	Crosby ChinaChips Holding (2) (BVI) Limited, a limited liability company incorporated in the British Virgin Islands, a wholly-own subsidiary of Crosby Investment Fund, which is currently holding 82,250,000 Non-listed Foreign Investment Shares
“Crosby Investment Fund”	Crosby ChinaChips Investment Fund Limited, a limited liability company incorporated in the Cayman Islands
“CSRC”	China Securities Regulatory Commission

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## DEFINITIONS

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“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 RMB
“Front Trend”	Front Trend Investment Limited, a limited liability company incorporated in the British Virgin Islands, a wholly-owned subsidiary of China Special Situations Investment, 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
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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 HK\$
“Independent Third Parties”	person(s) or company(ies) which is/are independent of the Company or any of its connected persons
“Issue Mandate”	the general mandate to be unconditionally given to the Board to allot and issue additional Shares not exceeding 20% of the issued share capital of the Company, the particulars of which are set out in resolution 6 of the AGM Notice
“Latest Practicable Date”	29 March 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Mr. Li”	Mr. Li Ruijie, an executive Director and the chairman of the Company
“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

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## DEFINITIONS

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“PRC”	the People’s Republic of China, which for the purpose of this announcement excluding the regions of Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Articles Amendments”	the proposed amendments to the Articles of Association, particulars of which are set out in the section headed “THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” and resolution 7 of the AGM Notice
“Proposed Shares Transfer”	the proposed transfer of Non-listed Foreign Investment Shares held by the two foreign institutional investors, namely Crosby and Front Trend to Shenzhen Electronics pursuant to the Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s), including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“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
“Total Share Capital”	the aggregate share capital of the Company, as at the Latest Practicable Date, being 2,257,500,000 Shares
“%”	per cent.
“*”	for identification only



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)

*Executive Directors:*

Mr. Li Ruijie (*Chairman*)

Mr. Dong Weiping

Ms. Zhang Yunxia

Mr. Ma Zhumao

*Non-executive Directors:*

Mr. Sun Wei

Mr. Wang Lixin

Mr. Li Donglei

*Independent Non-executive Directors:*

Mr. Jiang Baijun

Dr. Guo Wanda

Mr. Chan Shiu Yuen Sammy

*Registered Office:*

Room 43A, 43rd Floor, Block C

Electronic Science &

Technology Building

Shennan Road Central

Futian District

Shenzhen

The PRC

*Principal place of business*

*in Hong Kong:*

Flat 904C, 9/F,

Sunbeam Centre,

27 Shing Yip Street,

Kwun Tong, Kowloon

Hong Kong

31 March 2010

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS  
GENERAL MANDATE TO ISSUE SHARES  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include, *inter alia*, (i) the ordinary resolutions relating to the re-election of Directors, (ii) the special resolution granting the

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## LETTER FROM THE BOARD

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Directors general mandate to issue Shares and (iii) the special resolution relating to the proposed amendments to the Articles of Association in connection with the Proposed Share Transfer, and to seek your approval for the aforesaid matters.

### 2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises ten directors of which four are executive directors namely Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao; three are non-executive directors namely Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei; three are independent non-executive directors namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy.

Pursuant to Article 92 of the Articles of Association, Mr. Li Ruijie, Mr. Dong Weiping, Mr. Sun Wei, Mr. Wang Lixin, Mr. Li Donglei and Mr. Jiang Baijun shall retire from their office by rotation and shall then be eligible to offer themselves for re-election.

Pursuant to Article 92 of the Articles of Association, any person appointed as a director to fill a casual vacancy shall hold office until the next following general meeting of the Company and shall then be eligible for re-election. Mr. Chan Shiu Yuen Sammy was appointed as an independent non-executive director of the Company on 10 December 2009 and the forthcoming AGM will be the first general meeting after his appointment. Accordingly, Mr. Chan shall hold office until the AGM and, being eligible, offer himself for re-election.

Particulars of Directors to be re-elected are set out in the AGM Notice which forms part of this circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 20 May 2009, a special resolution was passed by the Shareholders giving general mandate to the Directors to exercise the power of the Company to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company, at the date of passing of the resolution. Such mandate will lapse at the conclusion of the AGM.

A special resolution will be proposed at the AGM that the Directors be granted a new general and unconditional mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of the resolution and 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.

As at the Latest Practicable Date, there was a total of 2,257,500,000 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate, approval granted by the CSRC and/or other relevant statutory authorities in the PRC and/or GEM, and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 451,500,000 Shares under the Issue Mandate.



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## LETTER FROM THE BOARD

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The Issue Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by special resolution of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

#### 4. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Announcement.

Crosby is currently holding 82,250,000 Non-listed Foreign Investment Shares, representing approximately 3.64% of the Total Share Capital. Front Trend is currently holding 37,540,000 Non-listed Foreign Investment Shares, representing approximately 1.66% of the Total Share Capital. Pursuant to the Agreement, the transfer of all the Non-listed Foreign Investment Shares respectively held by Crosby and Front Trend to Shenzhen Electronics will complete on or before 31 December 2010. Upon the completion of the Proposed Shares Transfer, such Non-listed Foreign Investment Shares will be redesignated into Domestic Shares, and Shenzhen Electronics will hold a total of 239,580,000 Domestic Shares, representing approximately 10.61% of the Total Share Capital.

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

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. In order to provide for the Proposed Shares Transfer, the Board proposes that Article 18 of the Articles of Association be amended to reflect the changes in the shareholding structure of the Company. The Proposed Articles Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM to be convened on 20 May 2010, and will only become effective upon the completion of the Proposed Shares Transfer. Should there be any discrepancies between the Chinese version and the English version of the Proposed Articles Amendments as set out in the AGM Notice, the Chinese version shall prevail. Particulars of the Proposed Articles Amendments are set out in the AGM Notice.

The Company's PRC legal adviser is of the view that the Proposed Articles Amendments are in compliance with the relevant PRC laws and regulations and the Articles of Association. Save as disclosed in this circular, to the best knowledge, information and belief of the Directors having made all reasonable enquiries and based on the advice of the Company's PRC legal adviser, the Directors are not aware of any other material impacts on the holders of H Shares due to the Proposed Shares Transfer and the Proposed Articles Amendments.

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## LETTER FROM THE BOARD

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### 5. AGM

The AGM Notice is set out on pages 9 to 19 of this circular. The AGM 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, the PRC on 20 May 2010 at 3:00 p.m. At the AGM, ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, *inter alia*, to approve the proposed re-election of Directors and special resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the proposed Issue Mandate and the Proposed Articles Amendments.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the vote of the Shareholders at the AGM shall be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### 6. ACTION TO BE TAKEN

The form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the registered address of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time for holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish.

A reply slip for the purpose of informing the Company whether you will be attending (in person or by proxy) the AGM is also despatched to you with this circular. Shareholders who intend to attend the AGM are requested to complete and return the reply slip to the Company not later than 20 days before the date of the AGM (ie. on or before 30 April 2010) in accordance with the Articles of Association. In the event that the written replies received from the Shareholders indicating that they intend to attend the AGM represent less than half of the total number of Shares with voting rights of that relevant meeting, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the relevant meeting and the date and venue of the relevant meeting. The relevant meeting may be convened after such announcement has been published.

### 7. RECOMMENDATION

The Directors consider that the resolutions as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the resolutions set out in the AGM Notice.

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**LETTER FROM THE BOARD**

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**8. GENERAL**

Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

Yours faithfully,  
By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Li Ruijie**  
*Chairman*

\* *for identification purpose only*



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)

**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 3:00 p.m. on 20 May 2010 at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen 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 2009;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2009;
3. To consider and approve the audited financial statements of the Group for the year ended 31 December 2009;
4. To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the Company’s auditors for the year ended 31 December 2010 and to authorize the Directors to fix their remuneration;
5.
  - (a) To consider and approve the election of Mr. Li Ruijie as executive director of the Company;
  - (b) To consider and approve the election of Mr. Dong Weiping as executive director of the Company;
  - (c) To consider and approve the election of Mr. Wang Lixin as non-executive director of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) To consider and approve the election of Mr. Sun Wei as non-executive director of the Company;
  - (e) To consider and approve the election of Mr. Li Donglei as non-executive director of the Company;
  - (f) To consider and approve the election of Mr. Jiang Baijun as independent non-executive director of the Company;
  - (g) To consider and approve the election of Mr. Chan Shiu Yuen Sammy as independent non-executive director of the Company;
6. To pass the following resolution as 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 (“**H Shares**”) and/or domestic shares of the Company (“**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 Regulatory Commission.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To pass the following resolution as special resolution:

“**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**”) respectively held by (i) Crosby ChinaChips Holdings (2) (BVI) Limited (“**Crosby**”) currently holding 82,250,000 Non-listed Foreign Investment Shares, and (ii) Front Trend Investment Limited (“**Front Trend**”) currently holding 37,540,000 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 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 1,650,000,000 shares in aggregate, representing 73.9% 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) 239,580,000 shares are held by 深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited\*), representing 10.61% 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 overseas listed shares hold 607,500,000 shares in aggregate, representing 26.91% of the total share capital.”

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

Shenzhen, The PRC, 31 March 2010

### Notes:

1. The register of the members of the Company will be closed from 20 April 2010 to 20 May 2010 (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. 19 April 2010 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.
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 2010.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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. Mr. Li Ruijie, aged 43, is the founder, chairman, and an executive Director of the Company. Mr. Li graduated from Nankai University in the PRC with double bachelor degrees in economics and electronics science. Mr. Li has over 10 years of experience in the PRC IT industry. Mr. Li has worked for Shenzhen Shanbao Electronics Co., Ltd. as engineer and then for Shenzhen Wan Tong Software Engineering Limited as sales manager during the period from 1989 to 1991. In 1991, he set up Shenzhen Xin Le He Electronics Limited to carry on IT-related business until July 1997. In recognition of Mr. Li's contribution to the PRC IT industry, he was appointed to be the General Secretary of Shenzhen Information Industry Association in December 2000. Mr. Li established the Company in August 1997. He is responsible for the strategic planning and the overall development of the Company.

Mr. Li is also an executive director of 深圳市中青宝網網絡科技股份有限公司, the securities of which are listed on the Growth Enterprise Market of the Shenzhen Stock Exchange on 11 February 2010. Save as disclosed herein, Mr. Li had not held any other directorships in any listed public companies in the last three years.

Mr. Li is the husband of Ms. Zhang Yunxia, an executive director of the Company. Save as disclosed herein, Mr. Li has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Li 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**

<b>Type of interests</b>	<b>Number of Domestic Shares held by a controlled corporation</b>	<b>Approximate percentage of the Company's issued share capital</b>	<b>Approximate percentage of the Company's issued Domestic Shares</b>
Corporate and Family ( <i>Note</i> )	1,021,845,000	45.26%	61.93%

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



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## NOTICE OF ANNUAL GENERAL MEETING

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**(b) Shares in an associated corporation — Ex-Channel Group Limited (Note 1)**

Type of interests	Number of shares held by a controlled corporation	Approximate percentage of the issued share capital of Ex-channel Group Limited
Family (Note 2)	3,000,000	10%

Note 1: Ex-Channel Group Limited is an 80% indirectly owned subsidiary of the Company

Note 2: These shares are beneficially held by a company in which Mr. Li and Ms. Zhang have beneficial interests

**(c) Shares in an associated corporation — 深圳市宝腾互联科技有限公司 (Note 1)**

Type of interests	Number of shares held by a controlled corporation	Approximate percentage of the issued share capital of 深圳市宝腾互联 科技有限公司
Corporate and Family (Note 2)	2,500,000	25%

Note 1: 深圳市宝腾互联科技有限公司 is a 75% directly owned subsidiary of the Company.

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

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 12 December 2008. He is entitled to a basic monthly remuneration of RMB15,000.

Save as disclosed above, Mr. Li 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.

8. Mr. Dong Weiping, aged 50, is an executive Director and general manager of the Company. Mr. Dong graduated from Jilin University in the PRC with a bachelor degree in computer system engineering. Since 1982, Mr. Dong has worked for a number of companies in the IT industry. Prior to joining the Company in August 2000, he has worked for Hong Kong Laser Computer Limited as sales manager for the China division. Mr. Dong is responsible for sales and marketing and the overall operation of the Company.

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Save as disclosed above, Mr. Dong had not held any other directorships in any listed public companies in the last three years.

Mr. Dong has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Dong had the following interests in shares of the Company and its associated corporation within the meaning of Part XV of the SFO:

**(a) Shares of the Company**

Type of interests	Number of H Shares held	Approximate percentage of the Company's issued share capital	Approximate percentage of the Company's issued H Shares
Spouse	5,250,000	0.23%	0.86%

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

Type of interests	Number of shares held by beneficial owner	Approximate percentage of the issued share capital of associated corporation
Personal ( <i>Note</i> )	3,000,000	10%

*Note:* Ex-Channel Group Limited is an 80% indirectly owned subsidiary of the Company.

Save as disclosed above, Mr. Dong is not interested in any shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Dong has entered into a service agreement with the Company for a term of three years commencing from 12 December 2008. He is entitled to a basic monthly remuneration of RMB26,250.

Save as disclosed above, Mr. Dong 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.

- Mr. Wang Lixin, aged 41, is a non-executive Director of the Company. Mr. Wang graduated from Nankai University with a bachelor degree in law in 1991 and is a qualified lawyer. Prior to joining the Company in January 2001, he has been a legal consultant of Shenzhen International Economic Law Firm from 1994 to 1995 and a partner of Shu & Jin Solicitor, PRC Law Firm from 1995 to 2002. He is currently a partner of King & Wood, PRC Law Firm.

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Save as disclosed above, Mr. Wang had not held any other directorships in any listed public companies in the last three years.

Mr. Wang 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 corporation within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service agreement with the Company for a term of one year commencing from 12 December 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Wang 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.

10. Mr. Sun Wei, aged 44, graduated from the department of automation control of Harbin Shipbuilding Engineering Institute with a bachelor degree and a master degree in engineering in July 1987 and September 1992 respectively and worked as a lecturer after graduation. In January 1997, he founded 哈爾濱世紀龍翔科技開發有限公司 and held the position of chairman and general manager. Then, he established 哈爾濱工程大學龍翔運通科技開發有限公司, which was principally engaged in development and sale of software, jointly with Harbin Engineering University and held the position of chairman and general manager. In September 2000, he attended a part-time doctoral degree programme at the department of automation control of Harbin Engineering University, during which he published 5 articles in national top-class publications, and was awarded two Third Class Awards in Provincial (Municipal) Scientific & Technological Achievement. In September 2005, he obtained the master degree of business administration (EMBA) from China Europe International Business School in Beijing. In June 2006, he was awarded a doctoral degree in engineering by Harbin Engineering University.

Save as disclosed above, Mr. Sun had not held any other directorships in any listed public companies in the last three years.

Mr. Sun 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 corporation within the meaning of Part XV of the SFO.

Mr. Sun has entered into a service agreement with the Company for a term of one year commencing from 8 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

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Save as disclosed above, Mr. Sun 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.

11. Mr. Li Donglei, aged 41, graduated from the department of computer science of Shandong University with a bachelor's degree in science in 1989, majoring in scientific and technological intelligence. From 1989 to 1993, he worked with the information centre of the Second Light Industrial Bureau of Shandong Province as an engineer, and was in charge of various projects, including system information statistics, information analysis and industrial development planning. In 1993 he founded 慧聰集團濟南公司, a key marketing partner of some IT companies in Shandong, including Intel, Lenovo and Langchao, and held the position of general manager, being in charge of strategic planning, business development and general management in Shandong. Since 2001, he has acted as the general manager of 北京聯合智業廣告有限公司 and 北京鑫聯合智業顧問有限公司 ("IBCG"), and was in charge of strategic planning, business development and general management. IBCG is a marketing partner of some international companies and brands in China, including Philips CE, Panasonic and Ariston.

Save as disclosed above, Mr. Li had not held any other directorships in any listed public companies in the last three years.

Mr. Li 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 corporation within the meaning of Part XV of the SFO.

Mr. Li has entered into a service agreement with the Company for a term of one year commencing from 8 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Li 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.

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12. Mr. Jiang Bajun, aged 48, graduated from the China Central Radio and TV University, majoring in Chinese Literature. From 1980 to 1994, he was a secondary school teacher in Xian, while from 1995 to 1999, Mr. Jiang was engaged as a special commentator on market development, and hosted the Directors' forum of China Computerworld. Since 1994, Mr. Jiang established his consultation career with numerous popular international computer corporations. From 1994 to 1996, he was the China market strategic consultant of AST, and the market strategic consultant of Create Group. Mr. Jiang was also the market strategic consultant of the office automation department of Digital China (Toshiba China business) and the market strategic consultant and strategic development consultant of HP China from 1996 to 1999. In 1999, he served in Compaq as the market strategic consultant of the product market in China. From 2000 to 2002, Mr. Jiang was engaged as the market strategic consultant of the Hong Kong China Business of NEC (Notebook computer and monitor business), while from 2001 to 2003, he was named the market strategic consultant of the monitor business of PHILIPS China, as well as the market strategic consultant of the product business of Legend Computer. Mr. Jiang was also the chief consultant in strategic development of Shenzhen Qinzhong Electronics from 2002 to 2004, and the market strategic consultant of Huayu Bancoo from 2003 to 2004. Since 2003, Mr. Jiang has been the market strategic consultant of the PC business of IBM China (notebook computer business), as well as the market strategic consultant of the Panasonic business and FUJITSU business of the China Daheng Group since 2004. Mr. Jiang was appointed to be an independent non-executive director of the Company on 20 May 2005.

Save as disclosed above, Mr. Jiang had not held any other directorships in any listed public companies in the last three years.

Mr. Jiang 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 corporation within the meaning of Part XV of the SFO.

Mr. Jiang has entered into a service agreement with the Company for a term of one year commencing from 20 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Jiang 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.

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13. Mr. Chan Shiu Yuen Sammy, aged 46, has more than 16 years of experience in auditing, accounting, taxation, business consultancy and financial management. Mr. Chan holds a Bachelor of Commerce degree from Dalhousie University, Canada and is a member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Chan had worked for a big-four accountant firm for over 8 years, and after that he acted as the qualified accountant, company secretary and authorized representative of the Company during the period from May 2005 to May 2007. Mr. Chan was the deputy general manager of China Fibretech Limited, the securities of which are listed on the main board of the Singapore Stock Exchange Limited, during the period from July 2007 to February 2009. In addition, Mr. Chan is a shareholder and director of a business consultancy firm established by himself and others since 2001.

Save as disclosed above, Mr. Chan had not held any other directorships in any listed public companies in the last three years.

Mr. Chan 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 corporation within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company for a term of one year commencing from 10 December 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Chan 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.

14. 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. Chan Shiu Yuen Sammy as independent non-executive directors.

\* *for identification purpose only*