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宝德科技集團股份有限公司

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

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

**(Stock Code: 8236)**

**(I) RE-DESIGNATION OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD;  
(II) RESIGNATION OF A NON-EXECUTIVE DIRECTOR; AND  
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board announces that with effect from 30 March 2012:

- (1) Mr. Li Ruijie, an executive Director and the chairman of the Board, will cease to be the chairman of the Board, and be re-designated as a non-executive Director and the vice chairman of the Board;
- (2) Ms. Zhang Yunxia, an executive Director and the vice chairman of the Board, will cease to be the vice chairman of the Board, be re-designated as the chairman of the Board and will continue to act as an executive Director; and
- (3) Mr. Wang Lixin, a non-executive Director, will resign as non-executive Director.

The Board further announces that in anticipation of the upcoming rule 5.05A of the GEM Listing Rules requiring an issuer to have independent non-executive directors representing at least one-third of the board by 31 December 2012, the Company will seek the approval of its Shareholders in the AGM to amend the Articles of Association to reduce the number of Directors from 10 Directors to 9 Directors.

A circular containing, among other things, further details in respect of the Articles Amendments, and the notice to convene the AGM will be despatched to the Shareholders as soon as practicable.

**(1) RE-DESIGNATION OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD AND RESIGNATION OF A NON-EXECUTIVE DIRECTOR**

With effect from 30 March 2012, (i) Mr. Li Ruijie (“**Mr. Li**”), an executive director (“**Director**”) of Powerleader Science & Technology Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) and the chairman of the board of directors of the Company (the “**Board**”), will be re-designated as a non-executive Director and the vice chairman of the Board, (ii) Ms. Zhang Yunxia (“**Ms. Zhang**”), an executive director of the Company and the vice chairman of the Board, will be re-designated as the chairman of the Board and (iii) Mr. Wang Lixin (“**Mr. Wang**”), a non-executive Director, will resign as non-executive Director.

## Particulars of Mr. Li Ruijie

Mr. Li Ruijie, aged 45, is the founder, chairman and an executive Director. Mr. Li graduated from Nankai University in the Peoples' Republic of China (the "PRC") with double bachelor degrees in economics and electronics science. Mr. Li has over 10 years of experience in the PRC information technology ("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. Mr. Li is a technical expert of the Ministry of Cloud Computing Research Center, the vice chairman of the cloud computing committee of the China Association for Computing Machinery, the executive vice president of the Chaoshan Chamber of Commerce of the Shenzhen General Chamber of Commerce, the vice president of the Shenzhen Information Industry Association and the vice president of the Shenzhen Cloud Computing Industry Association. Mr. Li established the Company in August 1997 and he is currently responsible for the strategic planning and the overall development of the Company.

Mr. Li is currently the chairman and general manager of 深圳中青宝互动网络股份有限公司, an associate in which the Group held 15.30% of its interest and is listed on the Growth Enterprise Market of the Shenzhen Stock Exchange ("ZQGAME"). Mr. Li and Ms. Zhang hold in aggregate 25.50% of the interest in ZQGAME through Powerleader Investment (as hereinafter defined). 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. Save as disclosed herein, Mr. Li has no relationship with the directors, senior management, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Li had the following interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"):

### Shares of the Company

Type of interests	Number of Domestic Shares held by a controlled corporation	Approximate percentage of the Company's issued share capital	Approximate percentage of the Company's issued Domestic Shares
Corporate and Family ( <i>Note</i> )	1,021,845,000	42.05%	56.07%

*Note:* Mr. Li and Ms. Zhang hold in aggregate 1,021,845,000 domestic shares of the Company ("Domestic Shares") through Powerleader Investment Holding Company Limited (深圳市宝德投资控股有限公司) ("Powerleader Investment") which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

Pursuant to the service contract dated 12 December 2011 entered into between Mr. Li and the Company, Mr. Li was appointed as an executive Director for 3 years commencing on 12 December 2011 (subject to retirement by rotation and re-election in accordance with the articles of association of the Company ("Articles of Association")) unless otherwise terminated in accordance with the terms of the service contract. Following his re-designation with effect from 30 March 2012, Mr. Li's monthly remuneration will be

adjusted from RMB10,500 to RMB5,000, which is determined with reference to market remuneration standards. His monthly remuneration is subject to review from time to time by the remuneration committee of the Board. Under the service contract, Mr. Li is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies. Mr. Li will assume Ms. Zhang's previous functions and responsibilities as the vice chairman of the Board and Ms. Zhang will assume Mr. Li's previous functions and responsibilities as the chairman of the Board.

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 (the "Shareholders").

#### **Particulars of Ms. Zhang Yunxia**

**Ms. Zhang Yunxia**, aged 46, is an executive Director and the vice chairman of the Board. Ms. Zhang graduated from the Faculty of Computer 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. and Shenzhen Xin Le He Computer Co. Ltd. between 1990 and 1997 and is currently responsible for administration and research and development of the Company. Ms. Zhang is currently the vice president of the Shenzhen Software Industry Association.

Ms. Zhang is a director of ZQGAME. Ms. Zhang and Mr. Li hold in aggregate 25.50% of the interest in ZQGAME through Powerleader Investment. Save as disclosed herein, Ms. Zhang had not held any other directorships in any listed public companies in the last three years.

Ms. Zhang is the wife of Mr. Li, an executive Director and the chairman of the Board. Save as disclosed herein, Ms. Zhang has no relationship with the directors, senior management, substantial shareholders and controlling shareholders of the Company.

As at the date hereof, Ms. Zhang had the following interests in shares of the Company within the meaning of Part XV of the SFO:

***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	42.05%	56.07%

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

Pursuant to the service contract dated 31 August 2009 entered into between Ms. Zhang and the Company, Ms. Zhang was appointed as an executive Director for 3 years commencing on 31 August 2009 (subject to retirement by rotation and re-election in accordance with the Articles of Association) unless otherwise terminated in accordance with the terms of the service contract. Following her re-designation with effect from 30 March 2012, Ms. Zhang's monthly remuneration will be adjusted from RMB5,000 to RMB20,000, which is determined with reference to market remuneration standards. Her monthly remuneration is subject to review from time to time by the remuneration committee of the Board. Under the service contract, Ms. Zhang is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies. Ms. Zhang will assume Mr. Li's previous functions and responsibilities as the chairman of the Board and Mr. Li will assume Ms. Zhang's previous functions and responsibilities as the vice chairman of the Board.

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 GEM Listing Rules and there are no matters that should be brought to the attention of the Shareholders in relation to her appointment.

In accordance with the Articles of Association, Ms. Zhang will replace Mr. Li as the legal representative of the Company in the PRC. The Company will make the necessary filings with the relevant governmental authorities of the PRC accordingly.

**Resignation of Non-executive Director**

Mr. Wang has tendered his resignation as a non-executive Director with effect from 30 March 2012 in order to focus on his full time job as a partner of a PRC law firm. Mr. Wang confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Wang for his effort and valuable contribution during the tenure of his office.

## (2) THE ARTICLES AMENDMENTS

In anticipation of the upcoming rule 5.05A of the GEM Listing Rules requiring an issuer to have independent non-executive directors representing at least one-third of the board by 31 December 2012, the Board proposed that amendments be made to the Articles of Association, where appropriate, to reduce the number of Directors from 10 Directors to 9 Directors (the “**Articles Amendments**”). The Company will seek the approval of its Shareholders in the annual general meeting of the Company to be convened in year 2012 (the “**AGM**”) to approve the Articles Amendments.

A circular containing, among other things, further details in respect of the Articles Amendments, and the notice to convene the AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Xu Yueming**  
*Company Secretary*

Shenzhen, the PRC  
29 March 2012

*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.*

*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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and the Company’s website at [www.powerleader.com.cn](http://www.powerleader.com.cn).*

\* *for identification purpose only*