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宝德科技集团股份有限公司

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

*(a joint stock 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**”) will be convened and 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 Monday, 25 June 2012 at 2:00 p.m., 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 2011;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2011;
3. To consider and approve the audited financial statements of the Group for the year ended 31 December 2011;
4. To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the Company’s auditors for the year ending 31 December 2012 and to authorize the Directors to fix their remuneration;
5. To re-elect the retiring Directors and to authorize the board of Directors to fix their remuneration;
6. To consider and approve the proposed declaration of final dividend for the year ended 31 December 2011;
7. To consider, and if thought fit, pass with or without modifications, the following resolutions as special resolutions:
  - (1) “**THAT** subject to and conditional upon the conditions (as set out in the paragraph headed “Conditions of the Shares Consolidation” in the section titled “5. Conditions for Shares Consolidation, Transfer of Listing and Articles Amendments” in the circular of the Company dated 9 May 2012 (the “**Circular**”), a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting

for the purpose of identification), the consolidation of every ten (10) shares of RMB 0.10 each into (1) consolidated share of RMB1.00 each (the “**Shares Consolidation**”) be and is hereby approved.”

(2) “**THAT** subject to and conditional upon the conditions (as set out in the paragraph headed “Conditions of the Transfer of Listing” in the section titled “5. Conditions for Shares Consolidation, Transfer of Listing and Articles Amendments” in the Circular), the possible transfer of listing from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the Main Board of the Stock Exchange (the “**Main Board**”) (the “**Transfer of Listing**”) be and is hereby approved.”

(3) “**THAT** the consequential amendments to the articles of association of the Company as a result of the proposed Shares Consolidation (subject to further amendments (if any) being made to the same articles of association by the Directors as authorized by the shareholders of the Company) (the “**Shares Consolidation Amended Articles**”) (a copy of which is produced to the meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby incorporated into the articles of association of the Company (the “**Existing Articles**”), which shall take effect upon obtaining necessary approval from relevant regulatory authorities and the listing of the H shares on the Main Board. The details of the amendments set out in the Shares Consolidation Amended Articles are as follows:

(i) Article 14 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The shares issued by the Company are with par value. The par value of each share is RMB1.00.”;

(ii) Article 18 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“With the approval of the China Securities Regulatory Commission, the Company’s existing share structure consists of 243,000,000 ordinary shares, among which:

(1) shareholders of domestic shares hold 182,250,000 shares in aggregate, representing 75% of the issued share capital of the Company:

- 1) Powerleader Investment Holding Company Limited (深圳市宝德投資控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;
- 2) 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Co., Ltd\*) holds 15,963,750 shares, representing 6.57% of the issued share capital of the Company;
- 3) 深圳市綠恒科技有限公司 (Shenzhen Eternal Green Technology Co., Ltd\*) holds 10,329,500 shares, representing 4.25% of the issued share capital of the Company;

- 4) 北京雅利安達科技發展有限公司 (Beijing Yali Anda Technology Development Co., Ltd\*) holds 12,564,250 shares, representing 5.17% of the issued share capital of the Company;
- 5) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd\*) holds 23,958,000 shares, representing 9.86% of the issued share capital of the Company;
- 6) 深圳市金博利通投資合夥企業(有限合夥) (Shenzhen Jinbolitong Investment Partnership (limited partnership)\*) holds 7,250,000 shares, representing 2.98% of the issued share capital of the Company;
- 7) 深圳市志正立達投資合夥企業(有限合夥) (Shenzhen Zhizhenglida Investment Partnership (limited partnership)\*) holds 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
- 8) 深圳市嘉創聯合投資合夥企業(有限合夥) (Shenzhen Jiachuang Joint Investment Partnership (limited partnership)\*) holds 5,000,000 shares, representing 2.06% of the issued share capital of the Company;

(2) shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”

(4) “**THAT** the consequential amendments to the articles of association of the Company as a result of the proposed Transfer of Listing (subject to further amendments (if any) being made to the same articles of association by the Directors as authorized by the shareholders of the Company) (the “**Transfer of Listing Amended Articles**”) (a copy of which is produced to the meeting marked “C” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby incorporated into the Existing Articles, with effect from the date of listing of the H shares on the Main Board. The details of the amendments set out in the Transfer of Listing Amended Articles are as follows:

(i) note 2 of Article 1 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“2 “A” refers to the “Appendix of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited”;

(ii) the first sentence of Article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“This Articles of Association will take effect upon obtaining the passing of the special resolutions at the shareholders’ meeting of the Company, obtaining the approval from the relevant authority in charge and on the date of listing of the H shares of the Company on the Main Board of the Stock Exchange.”;

(iii) the second sentence of paragraph 3 of Article 16 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“Overseas listed foreign shares can be listed on the Main Board of the Stock Exchange.”;

(iv) the following paragraph shall be inserted after Article 27 of the Existing Articles:

“Article 27A In respect of the purchase for redemption a redeemable share by the Company:

- a) If purchase is not made through the market or by tender, the price of such purchase shall be limited to a maximum price as approved by the meeting of the Shareholders;
- b) If purchases are by tender, tenders shall be available to all shareholders alike.”;

(v) the following paragraph shall be inserted before the first paragraph of Article 68 of the Existing Articles:

“In respect of each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting.”;

(vi) the following paragraph shall be inserted after the second paragraph of Article 87 of the Existing Articles:

“The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.”;

(vii) the second paragraph of Article 92 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The length of the period during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, will be at least seven days. Such period for lodgement of notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

(viii) the following paragraph shall be inserted after the last paragraph of Article 93 of the Existing Articles:

“The functions of non-executive directors should include but should not be limited to the following:

- (a) participating in board meetings of the Company to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit, remuneration, nomination and other governance committees, if invited; and
- (d) scrutinizing the Company’s performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.”;

- (ix) the first sentence of the first paragraph of Article 96 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“Meetings of the board of Directors shall be convened at least four times every year. Such meetings shall be convened by the chairman of the board of Directors.”;

- (x) the following sentence shall be inserted after the first paragraph of Article 96 of the Existing Articles:

“Such regular meeting does not include the practice of obtaining board consent through the circulation of written resolutions.”;

- (xi) the words “ten days” in the first paragraph of Article 97 of the Existing Articles shall be deleted and replaced with the words “fourteen days”;

- (xii) the fourth paragraph of Article 98 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“A Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules governing the listing of securities on the Main Board) has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (1) the giving of any security or indemnity either:

- (a) to the director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (2) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (3) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the director or his associate(s) may benefit; or

- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (4) any contract or arrangement in which the director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
- (xiii) the following paragraph shall be inserted after Article 99 of the Existing Articles:
- “Article 99A There should be a procedure agreed by the board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company’s expense. The board should resolve to provide separate independent professional advice to Directors to assist the relevant Director or Directors to discharge his/their duties to the Company.”;
- (xiv) Article 146 of the Existing Articles shall be deleted in its entirety and replaced by the following:
- “The Company shall despatch two financial reports for each accounting year, i.e. despatch its interim report (the compilation of such interim report shall also comply with the requirements set out in the Rules governing the listing of securities on the Main Board) within 60 days after the end of the first six months of the accounting year and despatch its annual report within 120 days after the end of the accounting year. Apart from complying with the above requirements, the Company shall also despatch the Directors’ report and its annual accounts and the auditors’ report for the purpose of its annual accounts to the shareholders at least 21 days before the date of the annual general meeting and within 4 months after the end of the accounting year.”;
- (xv) the consequential amendments to the effect that all references to “the Hong Kong GEM Listing Rules” in the Existing Articles shall be deleted and replaced with “Rules governing the listing of securities on the Main Board”;
- (xvi) the consequential amendments to the effect that all references to “the GEM Board” in the Existing Articles shall be deleted and replaced by “the Main Board”.
- (5) **“THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the proposed Shares Consolidation and the transactions contemplated thereunder, with such changes as the Directors may consider necessary, desirable or expedient, which include but are not limited to:
- (1) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the proposed Shares Consolidation;



- (2) determine and implement at its discretion with full authority the proposed Shares Consolidation, including but not limited to the specific timing of the Shares Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares and the application for the acceptance of the Consolidated H Shares as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in The Central Clearing and Settlement System;
  - (3) determine the board lot size for trading in the H Shares in accordance with the requirements of the relevant authorities and the Company's own situation;
  - (4) amending the Shares Consolidation Amended Articles further, as the Directors may deem appropriate and necessary;
  - (5) filing or registering the Shares Consolidation Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
  - (6) attending to and handling all other necessary procedures and registrations relating to or as a result of the proposed Shares Consolidation.”
- (6) **“THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the possible Transfer of Listing and the transactions contemplated thereunder, with such changes as the Directors may consider necessary desirable or expedient, which include but are not limited to:
- (1) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the possible Transfer of Listing;
  - (2) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission (“**CSRC**”) for the Transfer of Listing;
  - (3) amending the Transfer of Listing Amended Articles further, as the Directors may deem appropriate and necessary;
  - (4) filing or registering the Transfer of Listing Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
  - (5) attending to and handling all other necessary procedures and registrations relating to or as a result of the possible Transfer of Listing.”

(7) “**THAT** the following amendments to the Existing Articles be and are hereby made with effect from the relevant regulatory authorities in the PRC granting approval for the registration of such amendments (and the Directors be and are hereby authorized to make any further amendments to the articles of association of the Company, which in their opinion may be necessary to give effect to (or in connection with) reducing the number of Directors to 9 Directors):

(i) the second sentence of Article 90 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Board of Directors shall comprise of 9 directors including a chairman, a vice chairman and seven directors (three of whom shall be independent non-executive directors).”

(8) “**THAT** the Company be and is hereby approved and authorised to issue bills and/or notes and/or company bonds and/or corporate bonds (the “Debt Instruments”) in the aggregate principal amount not exceeding RMB250 million in the PRC within 2 years from the date on which this special resolution is passed by the shareholders of the Company in lump sum or in several tranches, details of which are set out in the circular of the Company dated 9 May 2012, and to authorise the directors of the Company to generally and unconditionally deal with all matters relating to and/or in connection with the issue of the Debt Instruments (including but not limited to the matters which are set out in pages 15 to 16 of the Circular).”

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Zhang Yunxia**  
*Chairman*

9 May 2012  
Shenzhen, the PRC

*Notes:*

1. The register of members of the Company will be closed from 25 May 2012 to 25 June 2012 (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. on 24 May 2012 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 signed form of proxy must be deposited by hand or by post, at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for holders of H shares), or at the registered address of the Company (for holders of domestic shares) not less than 24 hours before the time for holding the AGM or any adjournment thereof. 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 the enclosed reply slip and return it by hand or by 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 5 June 2012. Please refer to the reply slip for details of the instructions.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.



5. The AGM is expected to last for two hours. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
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: Mr. Xu Yueming

*As at the date hereof, the Board comprises a total of 9 directors, including Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao as executive directors, Mr. Li Ruijie, Mr. Sun Wei 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 purposes only*