

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) of Powerleader Science & Technology Group Limited (the “Company”) dated 9 May 2012 (“Notice of AGM”), which set out the resolutions to be considered by the shareholders of the Company at the AGM 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 Monday, 25 June 2012 at 2 p.m..

The Company received a written notice from the Company’s controlling shareholder, Powerleader Investment Holding Company Limited* (holding 42.05% equity interest of the Company), of its intention to propose an additional resolution in relation to the Company’s proposed issue of Debt Instruments (as defined in the circular of the Company dated 9 May 2012 (the “Circular”)), details of which are set out on page 2 of the supplemental circular of the Company dated 5 June 2012 (the “Additional Resolution”).

The Board considers that the qualifications of the proposer of the Additional Resolution are legal and the procedure is in compliance with the articles of association of the Company, and agrees to submit the following additional supplemental special resolution to the AGM which will be held as originally scheduled, for consideration by the shareholders of the Company:

7. To consider, and if thought fit, pass with or without modifications, the following resolutions as special resolutions:
 - (9) “**THAT** subject to special resolution number (8) as contained in the Notice of AGM being passed by the shareholders of the Company (with or without modifications) by way of special resolution at the AGM, the directors of the Company be and are hereby authorised to further deal with all matters, as they may in their absolute discretion think fit, relating to the proposed issue of Debt Instruments (as defined in the Circular) in the PRC, including but not limited to:
 - (a) in the event that the Company expects that it is unable or fails to repay the principal and interest relating to the Debt Instruments (as defined in the Circular), to decide to carry out the guarantee measures for debt repayment according to the PRC laws and regulations as well as requirements of relevant regulatory authorities, including but not limited to: (1) cancellation of dividend

distribution to the shareholders of the Company; (2) suspension of projects that incur capital expenses such as substantial external investments, acquisitions and mergers; (3) adjustment, reduction or cessation of payment of salary and bonus to directors and senior management of the Company; and (4) prohibition of job reallocation of persons who are principally responsible, etc; and

- (b) taking all necessary actions and steps for and to deal with or make decisions on all matters to comply with any applicable laws, rules and regulations, including but not limited to the 關於發佈《公開發行證券的公司信息披露內容與格式準則第23號 — 公開發行公司債券募集說明書》的通知 (Circular in relation to publication of “Prospectus on Public Offering of Corporate Bonds in compliance with Rule No. 23 for the Content and Format of Information Disclosure by Companies in Public Offering of Securities”*)).

Save for the inclusion of the additional supplemental special resolution number (9) above, there are no other changes to the resolutions set out in the Notice of AGM. Please refer to the Circular and the Notice of AGM in respect of other resolutions to be proposed at the AGM and other relevant matters.

A revised proxy form is attached. Whether or not you intend to attend the AGM, you are requested to complete the revised proxy form 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 holding of the AGM or any adjournment thereof.

Apart from the above, the eligibilities for attending the AGM, the registration procedures, closure of register of members and other relevant matters in relation to the AGM remain unchanged. Please refer to the Notice of AGM dated 9 May 2012 for details, which was published on the websites of the Company (www.powerleader.com.cn) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

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

5 June 2012

Shenzhen, the PRC

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 for at least 7 days from its date of publication and the Company’s website at www.powerleader.com.cn.

** for identification purposes only*