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宝德科技集團股份有限公司

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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 Friday, 31 August 2012 at 3:00 p.m. for the following purpose of considering and, if thought fit, approving (with or without modifications) the following special resolution:

1. THAT:

the following amendment to the Articles of Association of the Company (“**Articles of Association**”), which reflects the consequential amendments to the existing Articles of Association upon the completion of the proposed shares transfers (the “**Proposed Shares Transfers**”) of the Company’s domestic shares of nominal value of RMB0.10 each (the “**Domestic Shares**”) respectively held by (i) 北京雅利安達科技發展有限公司 (“**Yali Anda**”) currently holding 125,642,500 Domestic Shares and (ii) 深圳市綠恒科技有限公司 (“**Eternal Green**”) currently holding 103,295,000 Domestic Shares, be and is hereby approved:

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 2,430,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 1,822,500,000 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 1,021,845,000 shares, representing 42.05% of the issued share capital of the Company;

- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 239,580,000 shares, representing 9.86% of the issued share capital of the Company;
 - (3) 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Co., Ltd*) holds 159,637,500 shares, representing 6.57% of the issued share capital of the Company;
 - (4) 天津誠柏股權投資合夥企業(有限合夥) (Tianjin Chengbai Capital Fund Investment Partnership (limited partnership)*) holds 150,000,000 shares, representing 6.17% of the issued share capital of the Company;
 - (5) 深圳市綠恒科技有限公司(Shenzhen Eternal Green Technology Co., Ltd*) holds 78,937,500 shares, representing 3.25% 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 72,500,000 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 50,000,000 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 50,000,000 shares, representing 2.06% of the issued share capital of the Company;
2. shareholders of overseas listed shares hold 607,500,000 shares in aggregate, representing 25% of the issued share capital of the Company.”

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

17 July 2012
Shenzhen, the PRC

Notes:

1. The register of the members of the Company will be closed from 1 August 2012 to 31 August 2012 (both days inclusive) during which no transfer of shares will be registered during the period. Shareholders whose names appeared on the register of the Company on or before 4:30 p.m. on 31 July 2012 are entitled to attend and vote at the EGM 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's 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 EGM 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 EGM should complete 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 10 August 2012. Please refer to the reply slip for details of the instructions.
4. Completion and return of the proxy form and reply slip will not affect the right of the shareholders of the Company to attend and vote at the EGM. In such event, the proxy form will be deemed to have been revoked.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. The EGM is expected to last for one hour. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
7. 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 thereof, the Board comprises nine directors of which three are executive directors, namely Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao; three are non-executive directors, namely Mr. Li Ruijie, Mr. Sun Wei and Mr. Li Donglei; three are independent non-executive directors, namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy.

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 GEM 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 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