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**宝德科技集团股份有限公司**

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

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

**(Stock Code: 8236)**

### **NOTICE OF AGM**

**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 Wednesday, 26 June 2013 at 2:00 p.m., for the following purposes:

#### **Ordinary Resolutions**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2012;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2012;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2012;
4. To consider and approve the appointment of ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2013 and to authorize the Board to fix their remuneration;
5. To consider and approve the election of Ms. Zhang Yunxia as a director of the Company and to authorize the Board to fix her remuneration;
6. To consider and approve the election of Mr. Dong Weiping as a director of the Company and to authorize the Board to fix his remuneration;
7. To consider and approve the election of Mr. Ma Zhumao as a director of the Company and to authorize the Board to fix his remuneration;
8. To consider and approve the election of Mr. Li Ruijie as a director of the Company and to authorize the Board to fix his remuneration;
9. To consider and approve the election of Mr. Sun Wei as a director of the Company and to authorize the Board to fix his remuneration;

10. To consider and approve the election of Mr. Li Donglei as a director of the Company and to authorize the Board to fix his remuneration;
11. To consider and approve the election of Mr. Jiang Baijun as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
12. To consider and approve the election of Dr. Guo Wanda as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
13. To consider and approve the election of Mr. Chan Shiu Yuen Sammy as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
14. To consider and approve the election of Ms. Shu Ling as a supervisor of the Company and to authorize the Board to fix her remuneration;
15. To consider and approve the election of Ms. Li Xiaowei as a supervisor of the Company and to authorize the Board to fix her remuneration; and
16. To consider and approve the proposed declaration and payment of final dividend for the year ended 31 December 2012.

#### **Special Resolution**

1. To consider, and if thought fit, pass with or without modifications, the following resolution as special resolution:
  - (a) “**THAT** the following amendments to the articles of association of the Company (the “**Articles of Association**”) be and are hereby made with effect from the relevant regulatory authorities in the People’s Republic of China (the “**PRC**”) granting approval for the registration of such amendments (and the Board be and is hereby authorized to make any further amendments to the Articles of Association, which in its opinion are consequential amendments in connection with the change of auditors and the consequential change of the accounting standards applicable to the Company’s consolidated financial statements from Hong Kong Financial Reporting Standards to China Accounting Standards for Business Enterprises, as mentioned in the paragraph headed “2. Change of auditors and Articles Amendments” in the circular of the Company dated 10 May 2013, a copy of which is produced to this meeting marked “**A**” and initialled by the chairman of this meeting for the purpose of identification):
    - (i) Article 144 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The Company’s financial statements should be prepared according to Chinese accounting standards and regulations. In addition, according to the needs of the Company, the financial statements may also be prepared in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s). In case there is major discrepancy between the two financial statements prepared in accordance with the two sets of accounting standards, it should be stated in the notes to the financial statements. When the

Company allocates after-tax profit for a relevant accounting year, the set of financial statements that contain the lesser after-tax profit out of the above two financial statements shall prevail.”#; and

- (ii) Article 145 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The quarterly reports, interim results, annual reports or any financial data published or disclosed by the Company should be prepared in accordance with Chinese accounting standards and laws, rules and regulations applicable in China. In addition, if the Company considers necessary, the Company may also prepare its financial statements in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s).”#.

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

10 May 2013  
Shenzhen, the People’s Republic of China

*Notes:*

1. The register of the members of the Company will be closed from 26 May 2013 to 26 June 2013 (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 2013 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 6 June 2013. 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 one hour. 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

7. As at the date of this announcement, the board of directors of the Company comprises a total of nine 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 (the “Directors”) of Powerleader Science & Technology Group Limited (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 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 announcement 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*

# The English version of the proposed amendments to the Articles of Association is for reference only and if there is any conflict between the English and the Chinese versions, the Chinese version shall prevail.