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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) CHANGE OF AUDITORS AND ARTICLES AMENDMENTS

(II) CLOSURE OF REGISTER OF MEMBERS

AND

(III) PROPOSED PAYMENT OF FINAL DIVIDEND

Reference is made to the 2012 annual results announcement of 宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited*) (the “**Company**”) dated 27 March 2013 and the circular dated 10 May 2013 in relation to, among others, (i) the change of auditors and amendments to the articles of association of the Company, (ii) the annual general meeting of the Company to be held on 26 June 2013 and (iii) the proposed payment of final dividend for the year ended 31 December 2012 (the “**Circular**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

CHANGE OF AUDITORS AND ARTICLES AMENDMENTS

SHINEWING (HK) CPA Limited (“**SHINEWING HK**”), the auditors of the Company for the financial year ended 31 December 2012, will retire as the auditors of the Company with effect from the conclusion of the AGM.

PRC incorporated companies listed in Hong Kong are allowed to prepare their financial statements in accordance with CASBE, and PRC accounting firms approved by the Ministry of Finance of China and the China Securities Regulatory Commission are allowed to act as reporting accountants and/or auditors of PRC incorporated companies listed in Hong Kong. Given that the majority of the Company’s subsidiaries and business operations are located/ conducted in the PRC, the financial statements of the majority of the Company’s subsidiaries are prepared using the applicable PRC accounting standards. The Board considers that it is in the interests of the Company and the Shareholders to appoint SHINEWING HK’s PRC counterpart, ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合夥)) (“**ShineWing CPA**”), to serve as the Company’s auditors of its consolidated financial statements in accordance with CASBE. Accordingly, the Board, with the recommendation of the audit committee of the Company and subject to the passing of an ordinary resolution by the Shareholders at the AGM, proposes to appoint ShineWing CPA as the new auditors of the Company to fill the vacancy arising from the retirement of Shinewing HK in order to improve the efficiency and reduce the audit expenses of the audit works. ShineWing CPA is a firm of practising accountants which has been approved by the Ministry of Finance of China and the China Securities Regulatory Commission as eligible to act as reporting accountants and/or auditors for PRC incorporated companies listed in Hong Kong. An ordinary resolution for the

appointment of ShineWing CPA as the auditors of the Company for the year ending 31 December 2013 and for the authorisation of the Board to determine their remuneration will be proposed at the AGM.

SHINEWING HK has confirmed that there are no matters that need to be brought to the attention of the Shareholders in connection with its retirement. The Board also confirmed that there are no circumstances in respect of the change of auditors that need to be brought to the attention of the Shareholders.

In view of the change of auditors and the consequential change of the accounting standards applicable to the Company's consolidated financial statements from HKFRS to CASBE, the Board proposes the following amendments (and any other 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 HKFRS to CASBE) to be made to the Articles of Association:

- (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).” #.

PROPOSED PAYMENT OF FINAL DIVIDEND

According to the 2012 annual results announcement of the Company dated 27 March 2013, the Board proposed the payment of final dividend for the year ended 31 December 2012 of RMB0.005 per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date (the “**Proposed Final Dividend**”). For distribution of such dividend, dividend for Domestic Shares will be paid in RMB while dividend for H Shares will be paid in Hong Kong dollars.

Subject to the approval of the Shareholders at the AGM, the payment of final dividend for the year ended 31 December 2012 aforesaid will be distributed and the final dividend cheques will be dispatched to the Shareholders whose names appear on the register of members of the Company on the Record Date.

As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for the year ended 31 December 2012.

Pursuant to the “PRC Corporate Income Tax Law” (《中華人民共和國企業所得稅法》), the “PRC Implementation Regulations of the Corporate Income Tax Law” (《中華人民共和國企業所得稅法實施條例》), the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” ([Guo Shui Fa 2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》([國稅發2009]124號)) and other relevant laws and regulations in respect of holders of H Shares which are non-resident enterprises, the Company shall withhold and pay the corporate income tax in respect of the dividends to which they are entitled in accordance with the tax rate of 10%.

Pursuant to the “PRC Individual Income Tax Law” (《中華人民共和國個人所得稅法》), the “PRC Implementation Regulations of the Individual Income Tax Law” (《中華人民共和國個人所得稅法實施條例》), the “Notice of the Ministry of Finance, State Administration of Taxation in relation to certain policy issues in respect of individual income tax” ([Cai Shui Zi 1994] No. 020) (《財政部、國家稅務總局關於個人稅若干政策問題的通知》([財稅字1994]020號)) and other relevant laws and regulations, no PRC individual income tax for individual holders of H Shares will be withheld in respect of the dividends obtained by the individual holders of H Shares from the Company (an enterprise with foreign investment within the PRC). As such, any H Shares which are not registered in the name(s) of individual(s) (which, for this purpose, includes H Shares registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or groups) shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

The register of members of the Company will be closed from Sunday, 26 May 2013 to Wednesday, 26 June 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of the H Shares together with the relevant Share certificates must be delivered to the Company’s H Share registrar’s transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong no later than 4: 30 p.m on Friday, 24 May 2013, and all transfers of the Domestic Shares together with the relevant Share certificates must be delivered to the Company’s registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC no later than 4: 30 p.m. on Friday, 24 May 2013.

Subject to the approval of the Proposed Final Dividend by the Shareholders at the AGM and for the purpose of ascertaining the Shareholders’ entitlement to the Proposed Final Dividend for the year ended 31 December 2012, the register of members of the Company will be closed from Friday, 5 July 2013 to Wednesday, 10 July 2013, both dates inclusive, during which period no transfers of Shares will be effected. In order to be qualified for the payment of Proposed Final Dividend for the year ended 31 December 2012, all transfer instruments accompanied by the relevant Share certificates must be lodged by holders of H Shares with the Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong no later than 4: 30 p.m. on Thursday, 4 July 2013. All transfers of the Domestic

Shares together with the relevant Share certificates must be delivered at the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on Thursday, 4 July 2013.

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

Shenzhen, the PRC
10 May 2013

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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 purpose 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.