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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 CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of the domestic shares of Powerleader Science & Technology Group Limited (the “**Company**”) will be convened and held at 4:00 p.m. on Monday, 11 November 2013 (or immediately after the class meeting of holders of H shares of the Company to be convened and held on the same date and at the same place) at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen, the PRC, for the purpose of considering and, if thought fit, passing 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 announcement of the Company dated 23 September 2013 (the “**Announcement**”), a copy of which is produced to the meeting marked “A” and initialed 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 RMB 1.00 each (the “**Shares Consolidation**”) be and is hereby approved.”
- (2) “**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 “**Share Consolidation Amended Articles**”) (a copy of which is produced to the meeting marked “B” and initialed 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 the Shares Consolidation becoming effective. 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:

“After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

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) 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;
  - (3) 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;
  - (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 15,000,000 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 7,893,750 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 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.”

- (3) “**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.”

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

25 September 2013  
Shenzhen, the PRC

*Registered address in PRC:*  
Room 43A, 43rd Floor, Block C  
Electronic Science & Technology Building Shennan Road Central  
Futian District  
Shenzhen  
The PRC

Notes:

1. The register of the members of the Company will be closed from 11 October 2013 to 11 November 2013 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of domestic shares whose names appeared on the register of the Company on or before 4:30 p.m. on 10 October 2013 are entitled to attend and vote at the Domestic Class Meeting 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 registered address of the Company not less than 24 hours before the time for holding the Domestic Class Meeting 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. Holders of domestic shares or their proxies who intend to attend the Domestic Class Meeting should complete the enclosed reply slip and return it by hand or by post to the registered address of the Company on or before 22 October 2013. Please refer to the reply slip for details of the instructions.
4. Holders of domestic shares or their proxies shall produce their identity documents when attending the Domestic Class Meeting.
5. The Domestic Class Meeting is expected to last for half an hour. Holders of domestic shares and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

*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 purpose only