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**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)**

## **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 main conference room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 6 January 2017 at 3:00 p.m. to consider, and if thought fit, passing with or without amendments, the following resolutions:

### **ORDINARY RESOLUTIONS**

(1) “**THAT:**

- (a) the conditional agreement (the “**Agreement**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into between the Company and Shenzhen ZQGAME Co. Ltd.\* (深圳中青寶互動網絡股份有限公司)(“**Zqgame**”) on 1 September 2016 in respect of the disposal of the entire equity interests in Shenzhen Baoteng Internet Technology Limited\* (深圳市宝騰互聯科技有限公司) (“**Baoteng Internet**”) by the Company to Zqgame and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (b) the asset transfer agreements (the “**Asset Transfer Agreements**”, the copies of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into between the Company and Baoteng Internet on 16 November 2016 for the transfer of assets, rights, interests and liabilities of the Company and its subsidiaries (other than Baoteng Internet) related to the Shenzhen internet data centre business to Baoteng Internet, and for the transfer of assets, rights, interests and liabilities of the Baoteng Internet related to the content delivery network business to the Company; and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;

- (c) the profit guarantee compensation agreement (the “**Profit Guarantee Compensation Agreement**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into between the Company and Zqgame on 1 September 2016 in respect of the compensation that the Company is required to make to Zqgame in the event Baoteng Internet fails to achieve the guaranteed profit and for asset impairment of Baoteng Internet, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (d) the non-competition undertakings (the “**Undertakings**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) made by the Company, Mr. Li Ruijie, Madam Zhang Yunxia, Shenzhen Powerleader Investment Holding Company Limited\* (深圳市宝德投資控股有限公司) and Shenzhen Speed Top Network Technology Company Limited\* (深圳市速必拓網絡科技有限公司) to Zqgame in respect of the transactions contemplated under the Agreement on 1 September 2016 and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified; and
- (e) any one director of the Company (the “**Director(s)**”) be and is hereby authorized by and on behalf of the Company to do all such acts and things, and execute, sign all such other documents, and take all such steps as he/she may in his/her discretion consider necessary, expedient, appropriate or desirable to implement or in connection with the Agreement, the Asset Transfer Agreements, the Profit Guarantee Compensation Agreement, the Undertakings and any transactions contemplated thereunder, including consent to or make modifications, amendments or waivers thereunder.”

### **SPECIAL RESOLUTIONS**

- (2) “**THAT** in consideration of expanding the existing scope of business of the Company in order to reflect the current business situation and business development of the Company, relevant amendment to the articles of association of the Company (including further amendments (if any) to the articles of association made by the Directors as authorised by shareholders of the Company) are incorporated into in the articles of association of the Company (the “**Existing Articles**”). Details of the proposed amendment to the articles of association are as follows:

By deleting Article 12 of the Existing Articles in its entirety and substituting by the following:

The business scope of the Company shall be subject to the items approved by its registration office.

Business scope of the Company: development, production and sales of computer software, hardware, interface equipment and accessories; sales of self-made products; import and export business (subject to S.M.J.Z.Z.No.[2001] 0490); leasing of properties and property services.

With the resolution of the Company's General Meeting of Shareholders and upon the approval of the national relevant competent departments, the Company may, according to the changes of the domestic and foreign markets, demand of the domestic and foreign business and its development ability, appropriately adjust its business scope or investment direction and method."

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

Shenzhen, the PRC  
21 November 2016

*Notes:*

1. The register of members of the Company will be closed from 6 December 2016 to 6 January 2017 (both days inclusive) during which no transfer of shares will be registered. Holders whose names appeared on the register of the Company on or before 4:30 p.m. on 5 December 2016 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 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 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 17 December 2016. Please refer to the reply slip for details of the instructions.
4. Completion and return of the proxy form 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 two hours. Shareholders of the Company or their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
7. 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 3387  
Postal Code: 518031  
Contact person: Mr. Dong Weiping

*As at the date hereof, the board of directors of the Company comprises a total of 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. Xu Yueming; and 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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](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*