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)

Proxy Form of Holders of H Shares/Domestic Shares for use at the Extraordinary General Meeting to be held on Friday, 6 January 2017

I/We *(Note 1)* _____
of _____
being the registered holder(s) of *(Note 2)* _____ H Shares/Domestic Shares in **POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*** (the "Company"), HEREBY APPOINT *(Note 3)* _____ of _____ or failing him *(Note 3)* _____ of _____ or failing him the Chairman of the meeting or any director of the Company as my/our proxy in respect of *(Note 4)* _____ H Share/Domestic Shares in the capital of the Company held by me/us to attend and act for me/us at the Extraordinary General Meeting of the Company to be 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. or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the ordinary resolution and the special resolution as hereunder indicated; or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	**For** *(Note 6)*	**Against** *(Note 6)*	**Abstain** *(Note 6)*
Resolution in relation to the disposal of equity interests in Shenzhen Baoteng Internet Technology Limited*(深圳市宝腾互聯科技有限公司) *(Note 5)*			
Special Resolutions	**For** *(Note 6)*	**Against** *(Note 6)*	**Abstain** *(Note 6)*
Amendment to Articles of Association *(Note 5)*			

Date: _____, 2017 Signature(s) *(Note 7)*: _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. Please insert the number of all the shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. The full text of the resolutions is set out in the notice of extraordinary general meeting of the Company dated 21 November 2016 which is sent to the shareholders of the Company together with this Proxy Form.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares/Domestic Shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
8. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited, for holders of H Shares of the Company at the Company's H shares registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof, and for holders of Domestic Shares of the Company to the registered office address of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, PRC not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.

* *For identification purpose only*