

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the notice of extraordinary general meeting (the “EGM”) of Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司) (the “Company”) dated 21 November 2016 (the “Notice”) and the announcement of the Company dated 23 December 2016 in relation to the postponement of the EGM (the “Announcement”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Notice and the Announcement.

Notice is hereby given that the EGM is postponed to be convened on 26 June 2017, Monday, at 3:00 p.m. at main conference room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

(1) “**THAT:**

- (a) the conditional agreement (the “**Agreement**”, 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.* (深圳中青宝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**”, 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**”) and the supplemental agreement to the Profit Guarantee Compensation Agreement (together with the Profit Guarantee Compensation Agreement, the “**Profit Guarantee Compensation Agreements**”, 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 Zqgame on 1 September 2016 and 1 March 2017 respectively in respect of the compensation that the Company will be 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 “**Company Undertakings**”, copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) made by the Company 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 to execute and sign all such other documents, and to 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 Agreements, the Company Undertakings and any transactions contemplated thereunder, including consent to or make modifications, amendments or waivers thereunder.”

SPECIAL RESOLUTION

- (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) be incorporated into in the articles of association of the Company (the “**Existing Articles**”). Details of such 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
宝德科技集团股份有限公司
Powerleader Science & Technology Group Limited*
Zhang Yunxia
(張雲霞)
Chairman

Shenzhen, the PRC

6 June 2017

Notes:

1. The register of members of the Company will be closed from 21 June 2017 to 26 June 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 20 June 2017 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 revised form of proxy (the "**Revised Proxy Form**") 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 (the "**Closing Time**"). If the Revised 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 16 June 2017. 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. Shareholders who have lodged the proxy form despatched on 21 November 2016 (the "**Original Proxy Form**") with the Company prior to the date of this revised notice of EGM of this Company (i.e. 6 June 2017) should note that:
 - i. If no Revised Proxy Form is lodged with the Company's registered address in the PRC or the Company's H Share Registrar, Hong Kong Registrars Limited, prior to the Closing Time, the Original Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the EGM.

- ii. If the Revised Proxy Form is lodged with the Company's registered address in the PRC or the Company's H Share Registrar, Hong Kong Registrars Limited, prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
- iii. If the duly completed and signed Revised Proxy Form is lodged with the Company's registered address in the PRC or the Company's H Share Registrar, Hong Kong Registrars Limited, after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the EGM, he or she will have to attend in person and vote at the relevant meeting himself or herself. Completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should he or she so wish.

8. 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 of this announcement, the executive directors of the Company are Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao; the non-executive directors are Mr. Li Ruijie, Mr. Sun Wei and Mr. Xu Yueming and independent non-executive directors are Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

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 for at least 7 days from its date of publication and the Company's website at www.powerleader.com.cn.

* *for identification purpose only*