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**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)**

**INSIDE INFORMATION  
SHAREHOLDERS' REQUEST TO CONVENE  
AN EXTRAORDINARY GENERAL MEETING  
FOR THE PROPOSED REMOVAL OF A DIRECTOR  
AND AMENDMENT OF ARTICLES OF ASSOCIATION**

This announcement is made by Powerleader Science & Technology Group Limited\* (宝德科技集團股份有限公司) (the “**Company**”), together with its subsidiaries, the “**Group**”) pursuant to rules 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) hereby announces that the Board received two written requests (the “**Written Requests**”) on 11 July 2017 from the Company's shareholders (the “**Shareholders**”), Powerleader Investment Holding Company Limited\* (深圳市宝德投資控股有限公司) (“**Powerleader Investment**”) and Shenzhen Zhizhenglida Investment Partnership (limited partnership)\* 深圳市志正立達投資合夥企業(有限合夥) (“**Zhizheng Lida**”, together with Powerleader Investment, the “**Requisitioning Shareholders**”), respectively.

In the Written Requests, the Requisitioning Shareholders requested the Board to convene an extraordinary general meeting in accordance with the Company Law and the articles of association of the Company (the “**Articles of Association**”) for considering the following proposals:

1. To remove Mr. Sun Wei as a non-executive director of the Company; and
2. To amend the Articles of Association to reduce the number of directors in the Board from nine directors to eight directors.

Pursuant to article 76 of the Articles of Association, two or more Shareholders as at the date of submission of the written request holding 10% or above of the shares of the Company carrying the right of voting at the general meetings of the Company have the right, by written request to the Board, to require the Board to convene an extraordinary general meeting for the matter specified in such written request. The Board is then required to convene an extraordinary general meeting as soon as possible upon receipt of such written request.

The issue of the Written Requests by the Requisitioning Shareholders were stated in the Written Requests as follows:

Mr. Sun Wei holds 85% equity interest in Longxiang Ruiwei (Beijing) Technology Development Limited\* (龍翔瑞維(北京)科技發展有限公司) (“**Longxiang Ruiwei**”), and part of Longxiang Ruiwei’s scope of business overlaps with the Company’s scope of business. Further, after conducting searches on the successful bidding announcements relating to Longxiang Ruiwei and retrieving tax information of Longxiang Ruiwei from the website of the State Administration of Taxation of the People’s Republic of China (the “**PRC**”), it is revealed that Longxiang Ruiwei is engaged in the sales of hosts, servers, and server racks, which are the same business to those that the Company is engaged in. Mr. Sun Wei is in breach of Article 147 and Clause V of Paragraph 1 of Article 148 of the Company Law and Article 125(10) of the Articles of Association. Therefore, Mr. Sun Wei has breached his duty of loyalty to the Company, and so the Requisitioning Shareholders propose to remove Mr. Sun Wei from his position as a non-executive director of the Company. The Written Requests also proposed that the Articles of Association should be amended by deleting the entire text of Article 90 of the Articles of Association and replacing by the following paragraph:

“The Company shall set up a Board of Directors. The Board of Directors shall be composed of eight directors including a chairman, a vice chairman and six directors (three of whom shall be independent non-executive directors).”

As of the date of receipt of the Written Requests, Powerleader Investment holds approximately 42.05% of all issued shares of the Company, while Zhizheng Lida holds approximately 2.06% of all issued shares of the Company.

The Board, having considered the details of the requisitions as contained in the Written Requests, has resolved to convene an extraordinary general meeting for considering the resolutions for the removal of Mr. Sun Wei as a non-executive director of the Company and the amendment of the Articles of Association as proposed in the Written Requests.

A circular containing, among other things, information relating to the Written Requests, the notice convening the extraordinary general meeting together with proxy form and reply slip, shall be despatched to the Shareholders in due course.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing with the shares of the Company.**

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
宝德科技集團股份有限公司  
**Zhang Yunxia**  
*Chairman*

Shenzhen, the PRC  
14 July 2017

*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. Xu Yueming as non-executive Directors and Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun 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*