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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board hereby proposes to amend the Articles of Association to reflect the change in the Company's registered address, simplify the presentation of the shareholding structure regarding domestic shares of the Company and the change in the composition of the Board.

The proposed amendments to the Articles of Association shall be subject to the approval of the Shareholders by way of special resolution at the forthcoming EGM on a date to be determined and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities in the PRC.

A circular containing, inter alia, further information regarding the above proposed amendments to the Articles of Association together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

The Board of directors (the "**Board**") of Powerleader Science & Technology Group Limited\* (宝德科技集團股份有限公司) (the "**Company**") proposes to amend the articles of association of the Company (the "**Articles of Association**") to reflect the change in the Company's registered address, simplify the presentation of the shareholding structure regarding domestic shares of the Company and the change in the composition of the Board. The proposed amendments to the Articles of Association shall be subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of special resolution at the forthcoming extraordinary general meeting (the "**EGM**") and all

necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities in the People's Republic of China (the "PRC"). The details of such proposed amendments to the Articles of Association are as follows:

**I. In considering that the business address of the Company has already moved, the Board proposes to change the information in the Articles of Association regarding the registered address of the Company.**

Delete the full text of existing Article 3 of the Articles of Association and replace it with the following text:

"Company's Address: 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, Futian District, Shenzhen, the People's Republic of China

Zip Code: 518026

Tel: (86 755) 83273531

Fax: (86 755) 29880829"

**II. In order to facilitate the understanding by investors, the Board proposes to simplify the presentation of the shareholding structure in the Articles of Association.**

Delete the full text of existing Article 18 of the Articles of Association and replace it with the following text:

"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 total issued share capital:

the controlling shareholder "Powerleader Investment Holding Company Limited (深圳市宝德投资控股有限公司)" holds 102,184,500 shares, representing 42.05% of total issued share capital of the Company; and other shareholders of domestic shares hold 80,065,500 shares in aggregate, representing 32.95% of total issued share capital of the Company;

2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of total issued share capital of the Company."

**III. In view of Mr. Ma Zhumao, the past executive director of the Company, and Mr. Xu Yueming, the past non-executive director of the Company, had resigned on 6 December 2017. To reflect the change in the composition of the Board and the actual situation of the Company, the Board proposes to amend the composition of the Board in the Articles of Association.**

Delete the full text of existing Article 90 of the Articles of Association and replace it with the following text:

“The Company shall set up a Board of Directors. The Board of Directors shall be composed of 6 directors including a chairman, a vice chairman and four directors (three of whom shall be independent non-executive directors).”

The Articles of Association is written in Chinese and the English version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

A circular containing, inter alia, further information regarding the above proposed amendments to the Articles of Association together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

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  
16 July 2018

*As at the date of this announcement, the Board comprises 6 directors, including executive directors, Ms. Zhang Yunxia and Mr. Dong Weiping; non-executive director, Mr. Li Ruijie and independent non-executive directors, Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 announcement 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