
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Powerleader Science & Technology Group Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

(I) RE-APPOINTMENT OF AUDITORS
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS AND
(III) NOTICE OF AGM

A notice dated 27 June 2019 convening the AGM 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 27 June 2019 at 2:00 p.m. is set out on pages N-1 to N-3 of this circular.

Whether or not you intend to attend the AGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered office at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or any adjourned meeting if you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip and return the signed slip in accordance with the instructions printed thereon.

* *For identification purpose only*

8 May 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

This circular 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.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual 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 27 June 2019 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	宝德科技集团股份有限公司 (Powerleader Science & Technology Group Limited*), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign invested ordinary shares of RMB1.00 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Latest Practicable Date”	7 May 2019, being the latest practicable date prior to the printing of the circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap 571) of the Laws of Hong Kong

DEFINITIONS

“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Shares”	H Shares, Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

* *For identification purpose only*



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

Executive Directors

Ms. Zhang Yunxia (*Chairman*)

Mr. Dong Weiping (*Chief Executive Officer*)

Non-executive Director

Mr. Li Ruijie

Independent Non-executive Directors

Mr. Jiang Baijun

Dr. Guo Wanda

Mr. Chan Shiu Yuen Sammy

Registered office

11th Floor, Tower C,

Shenzhen International Innovation Centre
(Futian Technology Square)

No. 1006 Shennan Road Central

Xintian Community

Huafu Sub-district

Futian District

Shenzhen

The PRC

*Principal place of business
in Hong Kong*

Unit 102, 1/F

Sunbeam Centre

27 Shing Yip Street

Kwun Tong

Kowloon

Hong Kong

8 May 2019

To the Shareholders,

Dear Sir or Madam,

(I) RE-APPOINTMENT OF AUDITORS
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS AND
(III) NOTICE OF AGM

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, among other things, (i) the re-appointment of auditors; (ii) the re-election of Directors and Supervisors, and to seek for your approval in respect thereof.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-APPOINTMENT OF AUDITORS

Given that the place of incorporation/business operations of the majority of the Company's subsidiaries are located in the PRC, the Board considers that an ordinary resolution will be proposed at the AGM to re-appoint ShineWing Certified Public Accountants (Special General Partnership) (信永中和會計師事務所(特殊普通合夥)) (“ShineWing China”) as the auditor of the Company for the financial year ending 31 December 2019 until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.

3. RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with the Articles of Association, Directors shall be elected at a general meeting of the Company. The term of the Directors shall commence from the date of appointment until the expiry of the relevant session of the Board. The Company adopted 25 July 2001, being the date of the first general meeting of the Company, as the date of the first session of the Board and each session shall be for a term of three years. Therefore, all current Directors shall be subject to re-election at the forthcoming AGM.

As at the Latest Practicable Date, the Board comprises six Directors, of which two are executive Directors, namely Ms. Zhang Yunxia, Mr. Dong Weiping; one is non-executive Director, namely Mr. Li Ruijie; and three are independent non-executive Directors, namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, all of which have been nominated for re-election as Directors for the coming session of the Board, among whom Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy have been nominated for re-election as independent non-executive Directors.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders, and the papers to Shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected.

Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy were appointed as Independent Non-executive Directors in May 2005, June 2008 and December 2009 respectively. If Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy are re-elected at the AGM, they will continue to serve the Company for more than nine years. The Company has received Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy's confirmation of independence according to Rule 5.09 of the GEM Listing Rules. Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy have not engaged in any executive management of the Group. Taking into consideration of their independent scope of works in the past years, the Board considers Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy to be independent under the GEM Listing Rules despite the fact that they have served the Company for more than nine years. Mr. Jiang Baijun has ample experience in consultancy of the information technology industry. Dr. Guo Wanda is specialized in economics and management while Mr. Chan Shiu Yuen Sammy is a qualified accountant. The Board believes that Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy's continuous tenure will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy who have contributed valuable insights into the Group over time.

LETTER FROM THE BOARD

They bring to the Board their respective professional skills, knowledge and valuable experience in the areas of accounting as well as consultancy and management. They also contribute to diversity of the Board in terms of addition to the number of its members having professional qualifications. Separate resolutions will be proposed for their respective re-election at the EGM.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, three separate ordinary resolution will be proposed at the AGM to approve the re-election of Mr.Jiang Baijun,Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy respectively as an independent non-executive Director.

In accordance with the Articles of Association, the Supervisory Committee shall comprise three Supervisors, two of which shall be elected by the Shareholders at general meeting and one of which shall be elected by the staff through a democratic process. As at the Latest Practicable Date, the Supervisory Committee comprises three Supervisors, namely Ms. Shu Ling and Ms. Li Xiaowei as the Supervisors elected by the Shareholders at general meeting and Mr. Xing Funeng as the Supervisor elected by the staff through a democratic process. Ms. Shu Ling and Ms. Li Xiaowei have been nominated for re-election by the Shareholders at general meeting as Supervisors.

Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Li Ruijie, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, who will stand for re-election as Directors and Ms. Shu Ling and Ms. Li Xiaowei who will stand for re-election as Supervisors at the AGM, their biographical details required under Rule 17.46A of the GEM Listing Rules are set out in Appendix I to this circular.

All the candidates set out in Appendix I to this circular will be re-elected at the forthcoming AGM by resolutions passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The new term of office of the elected Directors and Supervisors will be for a period of three years, which is proposed to commence on 27 June 2019 and will expire on the date of the annual general meeting of the Company to be held in 2022.

4. THE AGM

The notice of AGM is set out on pages N-1 to N-3 of this circular. A proxy form for use at the AGM to be held at 2:00 p.m. on Thursday, 27 June 2019 at main conference room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form for use at the AGM in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-176, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

LETTER FROM THE BOARD

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) not later than 20 days before the date of the AGM (i.e. on 6 June 2019) in accordance with the instructions printed thereon.

In the event that based on the written replies received from the Shareholders indicating that they intend to attend the AGM, the number of Shares with the voting rights as are held by the Shareholders who will the meeting represents not more than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter re-notify its Shareholders of the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such notice has been given.

Closure of Register of Members of the Company

The register of members of the Company will be closed from 25 May 2019 to 27 June 2019, both days inclusive, during which period no transfer of H Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of the H Shares together with the relevant Share certificates must be delivered to the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 24 May 2019, and all transfers of the Domestic Shares together with the relevant Share certificates must be delivered to the Company's registered address at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on 24 May 2019.

LETTER FROM THE BOARD

5. RECOMMENDATIONS

The Board is of the view (i) the re-appointment of ShingWing China as the auditors of the Company for the year ending 31 December 2019; (ii) the re-election of Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Li Ruijie, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy as the Directors; (iii) the re-election of Ms. Shu Ling and Ms. Li Xiaowei as the Supervisors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
Chairman

* *For identification purpose only*

Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Li Ruijie, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, who will stand for re-election as Directors and Ms. Shu Ling and Ms. Li Xiaowei who will stand for re-election as Supervisors at the AGM, their biographical details required under Rule 17.46A of the GEM Listing Rules are set out below:

EXECUTIVE DIRECTORS

Ms. Zhang Yunxia (“Ms. Zhang”), aged 53, the Company’s founder, chairman of the Board and an executive Director. Ms. Zhang graduated from the Faculty of Computer Engineering in Software of Nankai University, Tianjin in 1988, and obtained a master’s degree in tourism management from the same university in 1990. She had previously served in Shenzhen Wan Tong Software Engineering Limited. She co-founded Shenzhen Xin Le He Computers Limited with Mr. Li Ruijie in 1991 and co-founded the Company with Mr. Li Ruijie in 1997. At present, she is mainly serving as a vice president of Shenzhen Powerleader Investment Holdings Limited and of ZQGAME. She is also concurrently acting as the vice president of the Shenzhen Software Industry Association, and vice president of the Shenzhen Women Entrepreneurs Chamber of Commerce. She has been appointed for the current term of office as an executive Director on 30 June 2016, and is responsible for the management of the overall strategies and policies of the Company. Ms. Zhang and Mr. Li Ruijie are interested in an aggregate of 34.18% of the issued share capital of ZQGAME. Ms. Zhang and Mr. Li are interested in an aggregate of 102,184,500 Domestic Shares (representing approximately 42.05% of the issued share capital of the Company) held by Shenzhen Powerleader Investment Holdings Company Limited* (深圳市宝德投资控股有限公司) (“**Powerleader Investment**”). Ms. Zhang is also a director of various subsidiaries of the Company, namely, Powerleader Science & Technology (H.K.) Limited (宝德科技(香港)有限公司), Powerleader Binhai Technology (Tianjin) Company Limited* (宝德滨海科技(天津)有限公司) and Guangzhou Baoyun Information Technology Co., Ltd..

Ms. Zhang is the wife of Mr. Li Ruijie, a non-executive Director and the vice chairman of the Company.

The current term of office of Ms. Zhang is 3 years commencing from her appointment on 30 June 2016. Pursuant to the terms of her service agreement with the Company, Ms. Zhang is entitled to an annual emolument of RMB240,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Ms. Zhang is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Mr. Dong Weiping (“Mr. Dong”), aged 58, an executive Director, president and company secretary of the Company. Mr. Dong graduated from Jilin University in the PRC with a bachelor’s degree in computer systems engineering. Since 1982, Mr. Dong has served in a number of information technology companies. Prior to joining the

Company in August 2000, he has worked for Hong Kong Laser Computer Limited as sales manager for the China division. Mr. Dong has been appointed for the current term of office as an executive Director on 30 June 2016, and is responsible for the overall operation management of the Company. He has also been appointed as the company secretary of the Company by the Board on 6 July 2015. The current term of office of Mr. Dong is 3 years commencing from his appointment on 30 June 2016. Pursuant to the terms of his service agreement with the Company, Mr. Dong is entitled to an annual emolument of RMB420,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Dong is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

NON-EXECUTIVE DIRECTORS

Mr. Li Ruijie (“Mr. Li”), aged 51, the founder, vice chairman of the Board and a non-executive Director of the Company. He graduated from the Nankai University with a double bachelor’s degree in economics and electronics in 1989, and obtained an EMBA degree from Cheung Kong Graduate School of Business in 2012. He had previously served in Shenzhen Shanbao Electronics Co., Ltd. Shenzhen Wan Tong Software Engineering Limited. He co-founded Shenzhen Xin Le He Computers Limited with Ms. Zhang in 1991 and co-founded the Company with Ms. Zhang in 1997. At present, he is mainly serving as the chairman of Shenzhen Powerleader Investment Holdings Limited and as the chairman of Zqgame. He is also concurrently serving as an expert in the cloud computing research center under the Ministry of Industry and Information Technology Software and Integrated Circuit Promotion Centre (CSIP), as the vice chairman of cloud computing committee in the China Computer Society, as honorary president of Shenzhen General Chamber of Commerce (Association of the Industrialists and Businessmen), as the vice chairman in Shenzhen General Chamber of Commerce Chaoshan Chamber of Commerce, as a standing committee member of China Zhi Gong Party Guangdong Province. He was appointed as the vice chairman of Shenzhen Zhi Gong Party Committee in 2014, and the member of the CPPCC of Shenzhen in 2015. Mr. Li has been appointed for the current term of office as a non-executive Director on 30 June 2016.

Mr. Li is currently the chairman of Powerleader Investment and the chairman and general manager of ZQGAME. Mr. Li and Ms. Zhang are interested in an aggregate of 34.18% of the issued share capital of ZQGAME. Mr. Li and Ms. Zhang are interested in an aggregate of 102,184,500 Domestic Shares (representing approximately 42.05% of the issued share capital of the Company) held by Powerleader Investment. Mr. Li is also a director of subsidiaries of the Company, namely, Powerleader Binhai Technology (Tianjin) Company Limited* (宝德滨海科技(天津)有限公司) and Powerleader Science & Technology (H.K.) Limited (宝德科技(香港)有限公司).

Mr. Li is the husband of Ms. Zhang, an executive Director and the chairman of the Company. The current term of office of Mr. Li is 3 years commencing from his appointment on 30 June 2016. Pursuant to the terms of his service agreement with the Company, Mr. Li is entitled to an annual emolument of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Li is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Jiang Baijun (“Mr. Jiang”), aged 57, graduated from the China Central Radio and TV University and majored in Chinese Literature. He was previously a secondary school teacher in Xian. He was engaged by the newspaper, Computerworld, as a special commentator on market development, and hosted a CEO interview program. He was the China market strategic consultant of AST, the market strategic consultant of Create Group, the market strategic consultant of the office automation department of Digital China (Toshiba China business), the market strategic consultant and strategic development consultant of HP China, and also the market strategic consultant of the product market in Compaq in China. Mr. Jiang was engaged as the market strategic consultant of the Hong Kong China Business of NEC (Notebook computer and monitor business), and was appointed the market strategic consultant of the monitor business of PHILIPS China, as well as the market strategic consultant of the peripheral product business of Legend Computer. Mr. Jiang was also the chief consultant in strategic development of Shenzhen Qinzhong Electronics, and the market strategic consultant of Huayu Bancoo. Mr. Jiang has been the market strategic consultant of the PC business of IBM China (notebook computer business), as well as the market strategic consultant of the Panasonic business and FUJITSU business of the China Daheng Group. Mr. Jiang has been appointed for the current term of office as an independent non-executive Director on 30 June 2016.

Mr. Jiang is a member of the audit committee, nomination committee and remuneration committee of the Company.

Mr. Jiang has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 30 June 2016 until the date of the annual general meeting of the Company to be held in 2019 and is entitled to a basic annual remuneration of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Jiang is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Dr. Guo Wanda (“Dr. Guo”), aged 53, an independent non-executive Director of the Company, graduated with a doctoral degree in economics from Nankai University in 1991. He was a former researcher of the Economics Research Institute, Nankai University. He also served as the director of the macro-economic center of the economic forecasting department of The Information Centre of Shenzhen Municipality. He previously served in Shenzhen Guangshun Co., Ltd. (深圳廣順股份有限公司) as the head of the investment department, the secretary of the Board of Directors and an assistant general manager. He served for Guangshun Investment Hubei Shashi Company Limited (廣順投資湖北沙市公司) as the chairman and general manager. He is currently acting as vice president of China Development Institute. He is the vice president of China Development Institute of Shenzhen, the chairman of Shenzhen Association of Management Consultants, and also a committee member of the advisory committee of Shenzhen municipal government. He has been appointed for the current term of office as an independent non-executive Director on 30 June 2016.

Dr. Guo is a member of the audit committee, nomination committee and remuneration committee of the Company.

Dr. Guo has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 30 June 2016 until the date of the annual general meeting of the Company to be held in 2019 and is entitled to a basic annual remuneration of RMB60,000 which is determined with reference to his duties and responsibilities with the Company. In addition, Dr. Guo is not entitled to receive any discretionary bonus.

Mr. Chan Shiu Yuen Sammy (“Mr. Chan”), aged 54, an independent non-executive Director of the Company, has more than 21 years of experience in auditing, accounting, taxation, business consultancy and financial management. Mr. Chan holds a bachelor’s degree in Commerce from Dalhousie University, Canada and is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chan was the qualified accountant, company secretary and authorized representative of the Company, the deputy general manager of China Fibretech Limited and the chief financial officer of Newtree Group Holdings Limited. He is currently a director of Brilliant Consultancy Limited. Mr. Chan has been appointed for the current term of office as an independent non-executive Director on 30 June 2016.

Mr. Chan is the chairman of the audit committee, nomination committee and remuneration committee of the Company.

Mr. Chan has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 30 June 2016 until the date of the annual general meeting of the Company to be held in 2019 and is entitled to a basic annual remuneration of RMB60,000 which is determined with reference to his duties and responsibilities with the Company. In addition, Mr. Chan is not entitled to receive any discretionary bonus.

SUPERVISORS

Ms. Shu Ling (“Ms. Shu”), aged 44, graduated with a bachelor’s degree in biology education from Guizhou Normal University. She is currently the chairman of the supervisory committee of the Company.

Ms. Shu has entered into a service agreement with the Company for a term of 3 years commencing from her appointment on 30 June 2016 and is entitled to a basic annual remuneration of RMB120,000 which is determined with reference to her duties and responsibilities with the Company. Under the service agreement, Ms. Shu is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Ms. Li Xiaowei (“Ms. Li”), aged 42, holds a bachelor’s degree in electrical automation engineering from Xian University of Technology in the PRC. Ms. Li had worked with Jiangsu Yizheng Wellong Piston Ring Co., Ltd. as an equipment maintenance engineer. Ms. Li is currently a supervisor of the Company, and the chief operation officer of Ex-channel, a subsidiary of the Company.

Ms. Li has entered into a service agreement with the Company for a term of 3 years commencing from her appointment on 30 June 2016 and is entitled to a basic annual remuneration of RMB120,000 which is determined with reference to her duties and responsibilities with the Company. Under the service agreement, Ms. Li is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Save as disclosed above, as at the date of this circular, none of the Directors nor the Supervisors (i) has any relationship with any other Directors, senior management, substantial shareholders and controlling shareholders of the Company; (ii) has any interest in Shares which is required to be disclosed under Part XV of the SFO; and (iii) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no information relating to the Directors or the Supervisors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders.



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) 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 Thursday, 27 June 2019 at 2:00 p.m., for the following purposes:

Ordinary Resolutions

1. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2018;
2. To consider and approve the report of the committee of supervisors of the Company for the year ended 31 December 2018;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2018;
4. To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) (信永中和會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2019, and to authorize the Board to fix their remuneration;
5. To consider and approve the election of Ms. Zhang Yunxia as an executive director of the Company and to authorize the Board to fix her remuneration;
6. To consider and approve the election of Mr. Dong Weiping as an executive director of the Company and to authorize the Board to fix his remuneration;
7. To consider and approve the election of Mr. Li Ruijie as a non-executive director of the Company and to authorize the Board to fix his remuneration;
8. To consider and approve the election of Mr. Jiang Baijun as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;

* *For identification purpose only*

NOTICE OF AGM

9. To consider and approve the election of Dr. Guo Wanda as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
10. To consider and approve the election of Mr. Chan Shiu Yuen Sammy as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
11. To consider and approve the election of Ms. Shu Ling as a supervisor of the Company and to authorize the Board to fix her remuneration; and
12. To consider and approve the election of Ms. Li Xiaowei as a supervisor of the Company and to authorize the Board to fix her remuneration.

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

Shenzhen, the PRC, 8 May 2019

Notes:

1. The register of the members of the Company will be closed from 25 May 2019 to 27 June 2019 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of domestic shares and H shares whose names appeared on the register of the Company on or before 4:30 p.m. on 24 May 2019 are entitled to attend and vote at the AGM 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 Shops1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s 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 AGM 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 AGM 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 6 June 2019. Please refer to the reply slip for details of the instructions.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.

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5. The AGM is expected to last for one hour. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

6. Details of the registered address of the Company are as follows:

11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, Futian District, Shenzhen, the PRC

Tel: (86-755) 8254 6396

Fax: (86-755) 2988 0829

Postal Code: 518033

Contact person: Mr. Dong Weiping

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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 for at least 7 days from its date of publication and the Company’s website at www.powerleader.com.cn.

** for identification purpose only*