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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司) (the “**Company**”) will be convened and held at Main Conference Room, 11/F, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Thursday, 27 June 2019 at 3 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the capital contribution agreement (the “**Capital Contribution Agreement**”, a copy of which has been produced to the meeting marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) dated 29 March 2019 entered into between Leshan Gaoxin Investment Development (Group) Limited* (樂山高新投資發展(集團)有限公司) (“**Leshan Gaoxin**”) and Shenzhen Powerleader Computing System Limited* (深圳市宝德計算機系統有限公司) (“**Powerleader Computing**”) in relation to the capital contribution of RMB300,000,000 by Leshan Gaoxin to Powerleader Computing and all transactions contemplated thereunder and in connection therewith be approved, confirmed and ratified;

- (b) the supplemental agreement dated 29 March 2019 entered into among Powerleader Computing, Leshan Gaoxin, Madam Zhang Yunxia and Mr. Li Ruijie in relation to the Capital Contribution Agreement (the “**Supplemental Agreement**”, a copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith be approved, confirmed and ratified; and
- (c) any one director of the Company (the “**Director(s)**”) be authorized to do all such acts or things, to execute and sign all such other documents, and take all such steps as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or in connection with the Capital Contribution Agreement, the Supplemental Agreement and any transactions contemplated thereunder, including consent to or making of modifications, amendments or waivers thereunder.”

By order of the Board
Powerleader Science & Technology Group Limited*
(宝德科技集团股份有限公司)
Zhang Yunxia
Chairman

Shenzhen, the PRC, 9 May 2019

Notes:

- (1) The register of 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. Holders of H shares and domestic 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 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 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares of the Company), or at the registered address of the Company (for holders of domestic shares of the Company) not less than 24 hours before the time for holding the EGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarised 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 of the Company) or to the registered address of the Company (for holders of domestic shares of the Company) on or before 6 June 2019. 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) The registered address of the Company is as follows:

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

Postal Code: 518026

Tel: (86 755) 83273531

Fax: (86 755) 29880829

Contact person: Mr. Dong Weiping

As at the date of this announcement, the Board comprises 6 Directors, including executive Directors Madam 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 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 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*