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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 H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting of the Independent H Shareholders 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, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 11 December 2020 at 4:00 p.m. (or immediately after the conclusion of the Domestic Share Class Meeting to be convened and held on the same date at the same place), for the purposes of considering and, if thought fit, passing the following resolution by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the meeting and with the number of votes cast against the resolution by the Independent H Shareholders being not more than 10% of all the H shares held by the Independent H Shareholders.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite document dated 20 November 2020 jointly issued by the Company and 深圳市速必拓網絡科技有限公司 (Shenzhen Speed Top Network Technology Co., Ltd.\*) (“**Speed Top**”) of which this notice forms part.

### **SPECIAL RESOLUTION**

“**THAT** subject to the passing of the same resolution below by (i) the Shareholders at the EGM by way of poll by more than two-thirds of the Shareholders present and voting at the EGM and (ii) the Independent Domestic Shareholders at the Domestic Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the Domestic Shares held by the Independent Domestic Shareholders that are cast either in

person or by proxy at such meeting and with the number of votes cast against the resolution by the Independent Domestic Shareholders being not more than 10% of all the Domestic Shares held by the Independent Domestic Shareholders:

- (a) the Merger Agreement (as amended and supplemented by a supplemental agreement entered into between the same parties on 19 October 2020) and the execution and performance thereof by the Company, the Proposal, the Merger and the respective transactions contemplated thereunder and in connection therewith be approved, ratified and/or confirmed (as the case may be); and
- (b) any one of the Powerleader Directors be authorised to do all such acts or things, to execute and sign all such other documents, and take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement or in connection with the Proposal, the Merger Agreement, the Merger and the respective transactions contemplated thereunder.”

By order of the Board of  
宝德科技集团股份有限公司  
(Powerleader Science & Technology Group Limited\*)  
**Dong Weiping**  
*Director*

Shenzhen, the PRC  
20 November 2020

*Notes:*

- (1) The registers of members of the Company will be closed from 7 December 2020 to 11 December 2020 (both days inclusive) during which no transfer of Shares will be registered. H Shareholders whose names appeared on the registers of members of the Company on 11 December 2020 are entitled to attend and vote at the H Share Class Meeting and may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.
- (2) In order to be valid, the signed form of proxy must be deposited by hand or by post at the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting 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) Completion and return of the proxy form will not affect the right of the H Shareholders to attend and vote at the H Share Class Meeting. In such event, the proxy form will be deemed to have been revoked.
- (4) H Shareholders or their proxies shall produce their identity documents when attending the H Share Class Meeting.
- (5) The H Share Class Meeting is expected to last for one hour. H Shareholders or their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

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

*This notice, 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 notice 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 notice misleading.*

*This notice 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*