



深圳宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock Code: 8236)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Powerleader Science & Technology Group Limited (the “**Company**”) will be convened and held on Monday, 22 December 2008 at 11:00 a.m. at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, The PRC, for the purpose of considering and, if thought fit, approving the following special resolutions:

1. “**THAT** the proposed transfer of listing status of the H shares of the Company (the “**H Shares**”) from The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the Main Board (the “**Main Board**”) of the Stock Exchange (the “**Main Board Transfer**”) be and is hereby approved.”
2. “**THAT** the amended articles of association of the Company (the “**Amended Articles**”) (a copy of which is produced to the meeting marked “**A**” and initialed by the chairman of this meeting for the purpose of identification) which reflect the consequential amendments to the existing articles of association of the Company (the “**Existing Articles**”) as a result of the proposed Main Board Transfer (subject to further amendments (if any) being made to the same articles of association by the directors of the Company (the “**Directors**”) as authorized by the shareholders of the Company), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the Existing Articles, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments set out in the Amended Articles are as follows:
 - (i) the first sentence of Article 6 of the Existing Articles of the Company shall be deleted in its entirety and replaced by the following:

“The Articles will take effect upon the obtaining of the approval from the relevant authority in charge after the approval by the special resolutions at the shareholders’ meeting of the Company and the registration at the Shenzhen Industrial and Commercial Administrative Management Bureau; and on the date of listing of the H Shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).”;
 - (ii) the second sentence of paragraph 3 of Article 16 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“Overseas listed foreign shares can be listed on the Main Board of the Hong Kong Stock Exchange.”;
 - (iii) paragraph 2 of Article 23 of the Existing Articles shall be deleted in its entirety;

(iv) the following Article 27A shall be inserted after Article 27 of the Existing Articles:

“That, where the Company has the power to purchase for redemption a redeemable share:

(1) purchases not made through the market or by tender shall be limited to a maximum price; and

(2) if purchases are by tender, tenders shall be available to all shareholders alike.”;

(v) the first sentence and the second sentence of paragraph 1 of Article 40 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“All transfer of overseas listed foreign shares which are listed in Hong Kong shall be effected by written instruments of transfer in any usual or common form or standard form of transfer as prescribed by the Hong Kong Stock Exchange or in any other form acceptable to the board of directors. Such instrument of transfer shall be executed under hand or by machine imprinted signature by the transferor and the transferee.”;

(vi) the words “GEM” in sub-paragraph (1) of paragraph 2 of Article 40 of the Existing Articles shall be deleted and replaced by the words “Hong Kong Stock Exchange”;

(vii) sub-paragraph (7) of paragraph 2 of Article 40 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“(7) the relevant instrument of transfer shall be in the form as prescribed above.”;

(viii) the following sub-paragraph (5) shall be inserted after sub-paragraph (4) of paragraph 2 of Article 56 of the Existing Articles:

“(5) when the accountant’s firm as engaged by the Company requests to convene a special general meeting in accordance with Article 168 of the Articles.”;

(ix) the following sub-paragraph (4) shall be inserted after sub-paragraph (3) of Article 70 of the Existing Articles:

“(4) chairman of the meeting and/or the directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at that meeting (and if on a show of hands a meeting votes in the opposite manner to that instructed in those proxies).”;

(x) the following Article 70A shall be inserted after Article 70 of the Existing Articles:

“According to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, any vote of shareholders taken at a general meeting to approve the following transactions or arrangement must be taken on a poll:

(1) connected transactions pursuant to Chapter 14A of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;

(2) transactions that are subject to independent shareholders’ approval pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;

Note: “Independent shareholders” means any shareholders other than controlling shareholders of the Company and their associates or, where there are no controlling shareholders, any shareholders other than the directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates.

- (3) granting of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, as required under Rule 17.04(1) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange; and
 - (4) any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.”;
- (xi) the following paragraph shall be inserted after paragraph 2 of Article 92 of the Existing Articles:
- “That the period for lodgment of the notices referred to in the immediately preceding paragraph will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”;
- (xii) paragraph 1 of Article 96 of the Existing Articles shall be deleted in its entirety and replaced by the following:
- “Meetings of the board of directors shall be convened at least four times every year. Such meetings shall be convened by the chairman of the board of directors.”;
- (xiii) the words “ten days” in paragraph 1 of Article 97 of the Existing Articles shall be deleted and replaced with the words “fourteen days”;
- (xiv) paragraph 4 of Article 98 of the Existing Articles shall be deleted in its entirety and replaced by the following:
- “That, subject to such exceptions specified in the Articles, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange) has a material interest nor shall he be counted in the quorum present at the meeting.
- In this Article, “material interest” of a director or his associate means any contract, arrangement or proposal in which the director or his associate is interested in 5% or more.”;

(xv) the following shall be inserted after paragraph 3 of Article 129 of the Existing Articles:

“In addition to the above requirements, a director shall not vote on any board resolution in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, provided that such prohibition shall not be applicable to the matters as stated below:

- (1) any contract or arrangement for the giving of any security or indemnity to the director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (2) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (3) any contract or arrangement for the proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the issuer may promote or be interested in for subscription or purchase where the director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (4) any contract or arrangement in which the director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (5) any contract or arrangement concerning any other company in which the director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) is/are beneficially interested in shares of that company or of any third company through which his interest or that of his associates is derived, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights; or
- (6) any contract or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any share option scheme, pension fund or retirement, death or disability benefits scheme or other arrangements which relates both to directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.

In this Article, “associate” has the same meaning as prescribed by the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.”;

(xvi) Article 146 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Company shall despatch the directors’ report and its annual accounts and the auditors’ report for the purpose of its annual accounts to the shareholders at least 21 days before the date of the annual general meeting and within 120 days after the end of the accounting year.

The Company shall prepare its interim report for the first 6 months of each accounting year which complies with the required information set out in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and publish the same within 60 days after the end of the first 6 months of the accounting year.”;

(xvii) the last sentence of paragraph 3 of Article 155 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until the expiry of the applicable effective period.”;

(xviii) the definition for “GEM” in Article 197 of the Existing Articles shall be deleted; and

(xix) the consequential amendments to the effect that all references to the “GEM Listing Rules” in the Existing Articles shall be deleted and replaced with the “the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange”.

3. “**THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the proposed Main Board Transfer, and the transactions contemplated thereunder, with such changes as the Directors may consider necessary, desirable or expedient, which include but are not limited to:

(i) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the proposed Main Board Transfer;

(ii) amending the Amended Articles further, as the Directors may deem appropriate and necessary;

(iii) filing or registering the Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the People’s Republic of China and Hong Kong, if required; and

(iv) attending to and handling all other necessary procedures and registrations relating to or as a result of the proposed Main Board Transfer.”

By Order of the Board
Powerleader Science & Technology Group Limited
Li Ruijie
Chairman

6 November 2008
Shenzhen, the PRC

Notes:

- (A) Any shareholders of the Company entitled to attend and to vote at the SGM shall be entitled to appoint a proxy who need not be a shareholder of the Company, to attend and to vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy.
- (B) Where a shareholder of the Company appoints more than one proxy, his proxy may only vote in a poll.
- (C) To be valid, the proxy forms for the use of shareholders of the Company and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company not less than 24 hours before the time scheduled for holding the SGM or its adjourned meetings of the Company. Please refer to the proxy form for details of instructions.
- (D) Shareholders of the Company who intend to attend the SGM are required to return the reply slip to the Company on or before Tuesday, 2 December 2008. Please refer to the reply slip for details of instructions.
- (E) Completion and return of the proxy form and the reply slip will not affect the right of the shareholders of the Company to attend and to vote at the SGM. In such event, the form of proxy will be deemed to have been revoked.
- (F) Holders of domestic shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority and the reply slip to the Company's registered office address.
- (G) Holders of H shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority and the reply slip to the Company's H Share Registrar in Hong Kong.
- (H) The SGM is expected to last for half an hour. Shareholders of the Company and their proxies attending the SGM shall be responsible for the transportation and accommodation expenses on their own.

As at the date hereof, the Board comprises a total of 10 directors, including Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao as executive directors, Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei as non-executive directors and Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Yim Hing Wah as independent non-executive directors.

This announcement, for which the Director 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 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: (1) their information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.

* For identification purpose only