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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Powerleader Science & Technology Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 3:00 p.m. on 20 May 2010 at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen for the following purposes:

1. To consider and approve the report of the directors of the Company (the “**Directors**”) for the year ended 31 December 2009;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2009;
3. To consider and approve the audited financial statements of the Group for the year ended 31 December 2009;
4. To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the Company’s auditors for the year ended 31 December 2010 and to authorize the Directors to fix their remuneration;
5. (a) To consider and approve the election of Mr. Li Ruijie as executive director of the Company;
- (b) To consider and approve the election of Mr. Dong Weiping as executive director of the Company;
- (c) To consider and approve the election of Mr. Wang Lixin as non-executive director of the Company;
- (d) To consider and approve the election of Mr. Sun Wei as non-executive director of the Company;
- (e) To consider and approve the election of Mr. Li Donglei as non-executive director of the Company;

- (f) To consider and approve the election of Mr. Jiang Baijun as independent non-executive director of the Company;
 - (g) To consider and approve the election of Mr. Chan Shiu Yuen Sammy as independent non-executive director of the Company;
6. To pass the following resolution as special resolution:

“**THAT:**

subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the People’s Republic of China and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the proposed allotment and issue of new H shares of the Company (“**H Shares**”) and/or domestic shares of the Company (“**Domestic Shares**”), the board of directors of the Company be and is hereby authorized:

- (a) to issue and/or place H Shares and/or Domestic Shares within a period of 12 months from the date of this resolution, provided that the total number of H Shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “**20% Limit**”) of the number of H Shares and/or Domestic Shares in issue respectively;
- (b) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new shares mentioned above;
- (c) to amend, in accordance with the increase in registered capital of the Company, the relevant articles contained in the articles of association of the Company in relation to the registered capital of the Company and any other articles that require corresponding amendments; and
- (d) if any chronological variation of the wordings or numbering of the articles contained in the articles of association of the Company is necessary upon application to the companies examination and approval authority authorized by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the articles of association of the Company as required by such authority and China Securities Regulatory Commission.”

7. To pass the following resolution as special resolution:

“**THAT:**

the following amendments to the Articles of Association of the Company (“**Articles of Association**”), which reflect the consequential amendments to the existing Articles of Association upon the completion of the proposed shares transfer (the “**Proposed Shares Transfer**”) of the Company’s non-listed foreign investment shares of nominal value of RMB0.10 each (“**Non-listed Foreign Investment Shares**”) respectively held by (i) Crosby ChinaChips Holdings (2) (BVI) Limited (“**Crosby**”) currently holding 82,250,000 Non-listed Foreign Investment Shares, and (ii) Front Trend Investment Limited (“**Front Trend**”) currently holding 37,540,000 Non-listed Foreign Investment Shares to 深圳市恒通達遠電子有限公司 (“**Shenzhen Electronics**”) whereby the said Non-listed Foreign Investment Shares will be redesignated into domestic invested shares of nominal value RMB0.10 each (“**Domestic Shares**”), be and are hereby made with effect from the date of completion of the Proposed Shares Transfer:

Article 18

By deleting the existing Article 18 in its entirety and substituting therefor the following new Article 18:

“Article 18 After incorporation, the number of issued ordinary shares of the Company is presently 2,257,500,000 shares. The share structure is as follows:

1. Holders of Domestic Shares hold 1,650,000,000 shares in aggregate, representing 73.9% of the total share capital;
 - (1) 1,021,845,000 shares are held by 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited*), representing 45.26% of the total share capital;
 - (2) 239,580,000 shares are held by 深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited*), representing 10.61% of the total share capital;
 - (3) 159,637,500 shares are held by 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Company Limited*), representing 7.07% of the total share capital;
 - (4) 103,295,000 shares are held by 深圳市綠恒科技有限公司 (Shenzhen Luheng Technology Company Limited*), representing 4.58% of the total share capital;
 - (5) 125,642,500 shares are held by 北京雅利安達科技發展有限公司 (Beijing Yalianda Technology Development Company Limited*), representing 5.57% of the total share capital;

2. Holders of overseas listed shares hold 607,500,000 shares in aggregate, representing 26.91% of the total share capital.”

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

Shenzhen, The PRC, 31 March 2010

Notes:

1. The register of the members of the Company will be closed from 20 April 2010 to 20 May 2010 (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. 19 April 2010 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 proxy form, under which it is signed, must be deposited by hand or post, for holders of H shares of the Company to the H share registrar of the Company at Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong and, for holders of Domestic Shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM. 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 and return the enclosed reply slip and return it by hand or 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 30 April 2010.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Shareholders or their proxies should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
5. The AGM is expected to take half day. Shareholders or 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:

Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC

Tel: (86-755) 8328 7692
Fax: (86-755) 8327 3380
Postal Code: 518031
Contact person: Ms. Nancy Zheng
7. Mr. Li Ruijie, aged 43, is the founder, chairman, and an executive Director of the Company. Mr. Li graduated from Nankai University in the PRC with double bachelor degrees in economics and electronics science. Mr. Li has over 10 years of experience in the PRC IT industry. Mr. Li has worked for Shenzhen Shanbao Electronics Co., Ltd. as engineer and then for Shenzhen Wan Tong Software Engineering Limited as sales manager during the period from 1989 to 1991. In 1991, he set up Shenzhen Xin Le He Electronics Limited to carry on IT-related business until July 1997. In recognition of Mr. Li's contribution to the PRC

IT industry, he was appointed to be the General Secretary of Shenzhen Information Industry Association in December 2000. Mr. Li established the Company in August 1997. He is responsible for the strategic planning and the overall development of the Company.

Mr. Li is also an executive director of 深圳市中青宝網網絡科技股份有限公司, the securities of which are listed on the Growth Enterprise Market of the Shenzhen Stock Exchange on 11 February 2010. Save as disclosed herein, Mr. Li had not held any other directorships in any listed public companies in the last three years.

Mr. Li is the husband of Ms. Zhang Yunxia, an executive director of the Company. Save as disclosed herein, Mr. Li has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Li had the following interests in shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong “SFO”):

(a) Shares of the Company

Type of interests	Number of Domestic Shares held by a controlled corporation	Approximate percentage of the Company’s issued share capital	Approximate percentage of the Company’s issued Domestic Shares
Corporate and Family (<i>Note</i>)	1,021,845,000	45.26%	61.93%

Note: Mr. Li and Ms. Zhang hold in aggregate 1,021,845,000 Domestic Shares through Powerleader Investment Holding Company Limited (“Powerleader Investment”) which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

(b) Shares in an associated corporation — Ex-Channel Group Limited (*Note 1*)

Type of interests	Number of shares held by a controlled corporation	Approximate percentage of the issued share capital of Ex-channel Group Limited
Family (<i>Note 2</i>)	3,000,000	10%

Note 1: Ex-Channel Group Limited is an 80% indirectly owned subsidiary of the Company

Note 2: These shares are beneficially held by a company in which Mr. Li and Ms. Zhang have beneficial interests

(c) Shares in an associated corporation — 深圳市宝騰互聯科技有限公司 (*Note 1*)

Type of interests	Number of shares held by a controlled corporation	Approximate percentage of the issued share capital of 深圳市宝騰互聯科技有限公司
Corporate and Family (<i>Note 2</i>)	2,500,000	25%

Note 1: 深圳市宝騰互聯科技有限公司 is a 75% directly owned subsidiary of the Company.

Note 2: Mr. Li and Ms. Zhang hold in aggregate 2,500,000 shares through Power Investment which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 12 December 2008. He is entitled to a basic monthly remuneration of RMB15,000.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and there are no matters that should be brought to the attention of the shareholders of the Company.

8. Mr. Dong Weiping, aged 50, is an executive Director and general manager of the Company. Mr. Dong graduated from Jilin University in the PRC with a bachelor degree in computer system engineering. Since 1982, Mr. Dong has worked for a number of companies in the IT industry. 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 is responsible for sales and marketing and the overall operation of the Company.

Save as disclosed above, Mr. Dong had not held any other directorships in any listed public companies in the last three years.

Mr. Dong has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Dong had the following interests in shares of the Company and its associated corporation within the meaning of Part XV of the SFO:

(a) Shares of the Company

Type of interests	Number of H Shares held	Approximate percentage of the Company's issued share capital	Approximate percentage of the Company's issued H Shares
Spouse	5,250,000	0.23%	0.86%

(b) Shares in an associated corporation — Ex-Channel Group Limited

Type of interests	Number of shares held by beneficial owner	Approximate percentage of the issued share capital of associated corporation
Personal (<i>Note</i>)	3,000,000	10%

Note: Ex-Channel Group Limited is an 80% indirectly owned subsidiary of the Company.

Save as disclosed above, Mr. Dong is not interested in any shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. Dong has entered into a service agreement with the Company for a term of three years commencing from 12 December 2008. He is entitled to a basic monthly remuneration of RMB26,250.

Save as disclosed above, Mr. Dong has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

9. Mr. Wang Lixin, aged 41, is a non-executive Director of the Company. Mr. Wang graduated from Nankai University with a bachelor degree in law in 1991 and is a qualified lawyer. Prior to joining the Company in January 2001, he has been a legal consultant of Shenzhen International Economic Law Firm from 1994 to 1995 and a partner of Shu & Jin Solicitor, PRC Law Firm from 1995 to 2002. He is currently a partner of King & Wood, PRC Law Firm.

Save as disclosed above, Mr. Wang had not held any other directorships in any listed public companies in the last three years.

Mr. Wang has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service agreement with the Company for a term of one year commencing from 12 December 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Wang has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

10. Mr. Sun Wei, aged 44, graduated from the department of automation control of Harbin Shipbuilding Engineering Institute with a bachelor degree and a master degree in engineering in July 1987 and September 1992 respectively and worked as a lecturer after graduation. In January 1997, he founded 哈爾濱世紀龍翔科技開發有限公司 and held the position of chairman and general manager. Then, he established 哈爾濱工程大學龍翔運通科技開發有限公司, which was principally engaged in development and sale of software, jointly with Harbin Engineering University and held the position of chairman and general manager. In September 2000, he attended a part-time doctoral degree programme at the department of automation control of Harbin Engineering University, during which he published 5 articles in national top-class publications, and was awarded two Third Class Awards in Provincial (Municipal) Scientific & Technological Achievement. In September 2005, he obtained the master degree of business administration (EMBA) from China Europe International Business School in Beijing. In June 2006, he was awarded a doctoral degree in engineering by Harbin Engineering University.

Save as disclosed above, Mr. Sun had not held any other directorships in any listed public companies in the last three years.

Mr. Sun has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Sun has entered into a service agreement with the Company for a term of one year commencing from 8 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Sun has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

11. Mr. Li Donglei, aged 41, graduated from the department of computer science of Shandong University with a bachelor's degree in science in 1989, majoring in scientific and technological intelligence. From 1989 to 1993, he worked with the information centre of the Second Light Industrial Bureau of Shandong Province as an engineer, and was in charge of various projects, including system information statistics, information analysis and industrial development planning. In 1993 he founded 慧聰集團濟南公司, a key marketing partner of some IT companies in Shandong, including Intel, Lenovo and Langchao, and held the position of general manager, being in charge of strategic planning, business development and general management in Shandong. Since 2001, he has acted as the general manager of 北京聯合智業廣告有限公司 and 北京鑫聯合智業顧問有限公司 ("IBCG"), and was in charge of strategic planning, business development and general management. IBCG is a marketing partner of some international companies and brands in China, including Philips CE, Panasonic and Ariston.

Save as disclosed above, Mr. Li had not held any other directorships in any listed public companies in the last three years.

Mr. Li has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Li has entered into a service agreement with the Company for a term of one year commencing from 8 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

12. Mr. Jiang Bajiun, aged 48, graduated from the China Central Radio and TV University, majoring in Chinese Literature. From 1980 to 1994, he was a secondary school teacher in Xian, while from 1995 to 1999, Mr. Jiang was engaged as a special commentator on market development, and hosted the Directors' forum of China Computerworld. Since 1994, Mr. Jiang established his consultation career with numerous popular international computer corporations. From 1994 to 1996, he was the China market strategic consultant of AST, and the market strategic consultant of Create Group. Mr. Jiang was also the market strategic consultant of the office automation department of Digital China (Toshiba China business) and the market strategic consultant and strategic development consultant of HP China from 1996 to 1999. In 1999, he served in Compaq as the market strategic consultant of the product market in China. From 2000 to 2002, Mr. Jiang was engaged as the market strategic consultant of the Hong Kong China Business of NEC (Notebook computer and monitor business), while from 2001 to 2003, he was named the market strategic consultant of the monitor business of PHILIPS China, as well as the market strategic consultant of the product business of Legend Computer. Mr. Jiang was also the chief consultant in strategic development of Shenzhen Qinzhong Electronics from 2002 to 2004, and the market strategic consultant of Huayu Bancoo from 2003 to 2004. Since 2003, 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 since 2004. Mr. Jiang was appointed to be an independent non-executive director of the Company on 20 May 2005.

Save as disclosed above, Mr. Jiang had not held any other directorships in any listed public companies in the last three years.

Mr. Jiang has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Jiang has entered into a service agreement with the Company for a term of one year commencing from 20 May 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Jiang has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

13. Mr. Chan Shiu Yuen Sammy, aged 46, has more than 16 years of experience in auditing, accounting, taxation, business consultancy and financial management. Mr. Chan holds a Bachelor of Commerce degree from Dalhousie University, Canada and is a member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Chan had worked for a big-four accountant firm for over 8 years, and after that he acted as the qualified accountant, company secretary and authorized representative of the Company during the period from May 2005 to May 2007. Mr. Chan was the deputy general manager of China Fibretech Limited, the securities of which are listed on the main board of the Singapore Stock Exchange Limited, during the period from July 2007 to February 2009. In addition, Mr. Chan is a shareholder and director of a business consultancy firm established by himself and others since 2001.

Save as disclosed above, Mr. Chan had not held any other directorships in any listed public companies in the last three years.

Mr. Chan has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, he is not interested in any shares of the Company and its associated corporation within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company for a term of one year commencing from 10 December 2009. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Chan has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company.

14. 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. Chan Shiu Yuen Sammy as independent non-executive directors.

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 GEM 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) the 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 its date of publication and the Company’s website at www.powerleader.com.cn.

* for identification purpose only