宝 德
PowerLeader

深 圳 宝 德 科 技 集 團 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)

Proxy Form of Holders of H Shares/Domestic Shares for use at extraordinary general meeting to be held on Monday, 27 September 2010

I/We ^(note 1) _____

of _____

being the registered holder(s) of ^(note 2) _____

H shares/Domestic Shares in the capital of POWERLEADER SCIENCE AND TECHNOLOGY GROUP LIMITED (the "Company") HEREBY APPOINT ^(note 3) _____

of _____

or failing him ^(note 3) _____

of _____ ,

or failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect of ^(note 4) _____ H shares/Domestic Shares in the capital of the Company held by me/us to attend and act for me/us at the Extraordinary General Meeting of the Company to be held at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao'an District, Shenzhen, the PRC on Monday, 27 September 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the special resolution as set out in the notice convening the EGM and at such EGM to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	For ^(note 6)	Against ^(note 6)	Abstain ^(note 6)
Special Resolution ^(note 5)			

Dated the _____ day of _____ 2010   Shareholder's signature ^(Note 7) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

2. Please insert the number of all the shares of the Company registered in your name(s).

3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

4. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).

5. The full text of the resolution is set out in the notice of extraordinary meeting dated 12 August 2010 contained in the circular dated 12 August 2010 which is sent to the shareholders of the Company together with this Form of Proxy.

6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE SPECIAL RESOLUTION, TICK THE BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares/Domestic Shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. Failure to tick either box will entitle your proxy to cast your vote at his discretion.

7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under its common seal or under the hand of any director or attorney duly authorized in writing.

8. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited, for holders of H Shares of the Company at the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof, and for holders of Domestic Shares of the Company to the registered office address of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, PRC not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.

* *For identification purposes only*