

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



深圳宝德科技集团股份有限公司

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 (the “EGM”) of Powerleader Science & Technology Group Limited* (the “**Company**”) will 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 3 May 2011 (Tuesday) at 3 p.m. for the purpose of considering and, if thought fit, approving the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the agreement dated 17 February 2011 entered into between Mr. Dong Weiping and Powerleader Science & Technology (H.K.) Limited (“Powerleader HK”) in relation to the acquisition of 10% equity interest in Ex-Channel Group Limited by Powerleader HK (the “Ex-Channel Share Transfer Agreement A”, a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “Directors”) be and are hereby authorized on behalf of the Company to sign, seal, execute all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Ex-Channel Share Transfer Agreement A and the transaction thereby contemplated.”

2. “**THAT:**

- (a) the agreement dated 17 February 2011 entered into between Top Pioneer Limited and Powerleader Science & Technology (H.K.) Limited (“Powerleader HK”) in relation to the acquisition of 10% equity interest in Ex-Channel Group Limited by Powerleader HK (the “Ex-Channel Share Transfer Agreement B”, a copy of which marked “B” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) the directors of the Company (the “Directors”) be and are hereby authorized on behalf of the Company to sign, seal, execute all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Ex-Channel Share Transfer Agreement B and the transaction thereby contemplated.”

3. “**THAT:**

(c) the agreement dated 17 February 2011 entered into between the Company and Powerleader Investment Holding Company Limited* (“Powerleader Investment”) in relation to the disposal of approximately 30.07% equity interest in Mini Credit of Shenzhen Chaoshang commerce Chamber Co., Ltd.* by Powerleader Investment (the “Mini Credit Share Transfer Agreement”, a copy of which marked “C” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and

(d) the directors of the Company (the “Directors”) be and are hereby authorized on behalf of the Company to sign, seal, execute all such other documents and agreements and to do all such acts and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Mini Credit Share Transfer Agreement and the transaction thereby contemplated.”

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

Shenzhen, the PRC, 10 March 2011

Notes:

1. Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote on his/her behalf in accordance with the Articles of Association. A proxy need not be a shareholder of the Company.
2. To be valid, the 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, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for holders of H Shares), or at the registered address of the Company (for holders of Domestic Shares) 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 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 EGM should complete the enclosed reply slip and return it by hand or by post to the H share registrar of the Company (for holder of H Shares) or to the registered address of the Company (for holders of Domestic Shares) on or before 13 April 2011. Please refer to the reply slip for details of instructions.
4. The register of members of the Company will be closed from 3 April 2011 (Sunday) to 3 May 2011 (Tuesday), both days inclusive, during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:30 p.m. on 1 April 2011 (Friday) will be entitled to attend and vote at the meeting. All transfers accompanied by relevant share certificates must be lodged with Company’s H share registrar and transfer office in Hong Kong not later than 4:30 p.m. on 1 April 2011.

5. Completion and return of the proxy form and reply slip 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.
6. Shareholders or their proxies shall produce their identity documents when attending the meeting.
7. The EGM is expected to last for half an hour. Shareholders of the Company and their proxies attending the EGM shall be responsible for the transportation and accommodation expenses on their own.
8. The ordinary resolution as set out above will be determined by way of poll.
9. 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, Mr. Chan Shiu Yuen, Sammy and Dr. Guo Wanda 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or 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 document 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.

English names of the PRC established companies/entities in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.

** for identification purpose only*