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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)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association to reflect the changes in the holding structure of the Domestic Shares upon the completion of the Proposed Shares Transfers among some of the Shareholders.

The Proposed Articles Amendment will be subject to the approval of the Shareholders by way of special resolution at the EGM to be convened on a date to be fixed and approval by the relevant regulatory authority in the PRC, and will only become effective upon the completion of the Proposed Share Transfer.

A circular containing, inter alia, further details of the Proposed Articles Amendment and a notice convening the EGM will be dispatched to the Shareholders as soon as practicable.

INTRODUCTION

The Company has been informed by Yali Anda and Eternal Green, two of the Shareholders, that Yali Anda has agreed to transfer its entire holding of 125,642,500 Domestic Shares to Tianjin Chengbai, while Eternal Green has agreed to transfer 24,357,500 out of its 103,295,000 Domestic Shares held to Tianjin Chengbai. The completion of the Proposed Shares Transfers is subject to, amongst others, the approval and consent by the regulatory authorities of the Proposed Shares Transfers and the corresponding amendment to the Articles of Association. Upon completion of the Proposed Shares Transfers, 150,000,000 Domestic Shares will be held by Tianjin Chengbai.

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

In connection with the Proposed Shares Transfers, the Board proposes that the Articles of Association be amended to reflect the changes in the holding structure of the Domestic Shares upon the completion of the Proposed Shares Transfers. The Proposed Articles Amendment will be subject to the approval of the Shareholders by way of special resolution at the EGM to be convened on a date to be fixed and approval by the relevant regulatory authority in the PRC, and will only become effective upon the completion of the Proposed Shares Transfers. Details of the Proposed Articles Amendment will be set out in full in the notice of EGM.

GENERAL

A circular containing, inter alia, further details of the Proposed Articles Amendment and notice of EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	宝德科技集团股份有限公司 (Powerleader Science & Technology Group Limited*), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the GEM
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB0.10 each issued by the Company, which are subscribed for or credited as fully paid up in Renminbi (RMB), and all of such shares are not listed on the Stock Exchange
“EGM”	the extraordinary general meeting of the Company
“Eternal Green”	深圳市綠恒科技有限公司 (Shenzhen Eternal Green Technology Co., Ltd*), a limited liability company incorporated in the PRC, which is currently holding 103,295,000 Domestic Shares
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“H Share(s)”	the overseas listed foreign invested ordinary share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in Hong Kong dollars (HK\$)
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes the regions of Hong Kong, Macau and Taiwan

“Proposed Articles Amendment”	the proposed amendment to the Articles of Association
“Proposed Shares Transfers”	the proposed transfers of an aggregate of 150,000,000 Domestic Shares held by Yali Anda and Eternal Green to Tianjin Chengbai pursuant to the share transfer agreement dated 11 July 2012 entered into among Yali Anda, Eternal Green and Tianjian Chengbai
“Share(s)”	shares of the Company, including the Domestic Shares, H Shares and all shares of other class(es) from time to time in the share capital of the Company
“Shareholder(s)”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Tianjin Chengbai”	天津誠柏股權投資合夥企業(有限合夥) (Tianjin Chengbai Capital Fund Investment Partnership (limited partnership)*), a partnership enterprise established in the PRC with limited liability
“Yali Anda”	北京雅利安達科技發展有限公司 (Beijing Yali Anda Technology Development Co., Ltd*), a limited liability company incorporated in the PRC, which is currently holding 125,642,500 Domestic Shares

By Order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
Chairman

Shenzhen, the PRC, 11 July 2012

As at the date hereof, the Board comprises a total of 9 directors, including Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao as executive directors, Mr. Li Ruijie, Mr. Sun Wei 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 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.

* For identification purposes only