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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 convened and 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 Friday, 29 April 2016 at 3:00 p.m. to consider, and if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the conditional agreement (the “**Agreement**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into among the Company, Shenzhen Powerleader Cloud Computing Research Institute* (深圳市宝德雲計算研究院有限公司) (the “**PC Research Institute**”) and Taiji Computer Corporation Limited* (太極計算機股份有限公司) (the “**Taiji Computer**”) on 4 January 2016 in respect of the disposal of 90% equity interests and 10% equity interests in Shenzhen Powerleader Computing System Limited* (深圳市宝德計算機系統有限公司) (the “**Powerleader Computing**”) by the Company and PC Research Institute to Taiji Computer, respectively, at the consideration of cash and subscription of new ordinary shares of Taiji Computer by the Company and PC Research Institute, respectively and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (b) the assets acquisition agreement (the “**Assets Acquisition Agreement**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into between the Company and Powerleader Computing on 22 December 2015 for the transfer of assets, rights, interests and liabilities of the Company and its subsidiaries (other than Powerleader Computing) related to server and software businesses to Powerleader Computing and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;

- (c) the profit guarantee compensation agreement (the “**Profit Guarantee Compensation Agreement**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) entered into among the Company, PC Research Institute and Taiji Computer on 4 January 2016 in respect of the compensation that the Company and PC Research Institute are required to make to Taiji Computer in the event Powerleader Computing fails to achieve the guaranteed profit and for asset impairment of Powerleader Computing, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- (d) the non-competition undertakings (the “**Undertakings**”, the copy of which will be presented to the EGM and signed by the chairman of the meeting for identification) made by the Company and PC Research Institute to Taiji Computer in respect of the transactions contemplated under the Agreement on 22 December 2015 and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified; and
- (e) any one director of the Company (the “**Director(s)**”) be and is hereby authorized by and on behalf of the Company to do all such acts and things, and execute, sign all such other documents, and take all such steps as he/she may in his/her discretion consider necessary, expedient, appropriate or desirable to implement or in connection with the Agreement, the Assets Acquisition Agreement, the Profit Guarantee Compensation Agreement, the Undertakings and any transactions contemplated thereunder, including consent to or make modifications, amendments or waivers thereunder.”

SPECIAL RESOLUTIONS

- (2) “**THAT** in consideration of the change to the domestic shareholding structure due to the proposed share transfer, relevant amendment to the articles of association of the Company (including further amendments (if any) to the articles of association made by the Directors as authorised by shareholders of the Company) are incorporated into in the articles of association of the Company (the “**Existing Articles**”), and shall only take effect upon the proposed share transfer becoming effective. Details of the proposed amendments to the articles of association are as follows:

- (i) By deleting Article 18 of the Existing Articles in its entirety and substituting by the following:

“Article 18 After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

- 1. shareholders of domestic shares hold 182,250,000 shares in aggregate, representing 75% of the issued share capital of the Company:

- (1) Powerleader Investment Holding Company Limited (深圳市宝德投資控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;

- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 23,958,000 shares, representing 9.86% of the issued share capital of the Company;
 - (3) 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Co., Ltd*) holds 15,963,750 shares, representing 6.57% of the issued share capital of the Company;
 - (4) 烏魯木齊雅利安達股權投資有限公司 (Urumqi Yali Anda Investment Co., Ltd*) holds 15,000,000 shares, representing 6.17% of the issued share capital of the Company;
 - (5) 深圳市綠恒科技有限公司 (Shenzhen Eternal Green Technology Co., Ltd*) holds 7,893,750 shares, representing 3.25% of the issued share capital of the Company;
 - (6) 深圳市金博利通投資合夥企業 (有限合夥) (Shenzhen Jinbolitong Investment Partnership (limited partnership)*) holds 7,250,000 shares, representing 2.98% of the issued share capital of the Company;
 - (7) 深圳市志正立達投資合夥企業 (有限合夥) (Shenzhen Zhizhenglida Investment Partnership (limited partnership)*) holds 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
 - (8) 深圳市嘉創聯合投資合夥企業 (有限合夥) (Shenzhen Jiachuang Joint Investment Partnership (limited partnership)*) holds 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”

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

Shenzhen, the PRC
14 March 2016

Notes:

1. The register of members of the Company will be closed from 29 March 2016 to 29 April 2016 (both days inclusive) during which no transfer of shares will be registered. Holders whose names appeared on the register of the Company on or before 4:30 p.m. on 24 March 2016 are entitled to attend and vote at the EGM 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 signed 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 17M 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 holders of H shares) or to the registered address of the Company (for holders of domestic shares) on or before 8 April 2016. Please refer to the reply slip for details of the instructions.
4. Completion and return of the proxy form 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.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. The EGM is expected to last for two hours. Shareholders of the Company or their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
7. 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 3387
Postal Code: 518031
Contact person: Mr. Dong Weiping

As at the date hereof, the board of directors of the Company comprises a total of nine Directors, of which three are executive Directors, namely Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao; three are non-executive Directors, namely Mr. Li Ruijie, Mr. Sun Wei and Mr. Xu Yueming; and three are independent non-executive Directors, namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy.

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 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