
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this document, you should consult either your stockbroker, or a securities dealer, bank manager, solicitor, professional accountant or any other professional adviser.

If you have sold or transferred all your shares in Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司), you should at once hand this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or any other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**AMENDMENT OF ARTICLES OF ASSOCIATION
AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

The EGM will be held at the Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on 29 December 2017 at 3:00 p.m. The notice of the EGM, dated 13 November 2017, is set out in pages N-1 to N-3 of this circular.

A form of proxy in respect of the EGM was despatched by the Company on 13 November 2017. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the registered office of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the EGM or at any adjournment thereof.

The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* *for identification purposes only*

15 November 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and the Company’s website at www.powerleader.com.cn for at least 7 days from its date of publication.

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DEFINITIONS

Unless otherwise defined herein, the following terms shall have the following meanings in this circular:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability, and whose H shares are currently listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary Share(s) issued by the Company with a nominal value of RMB1.00 each, subscribed for or fully paid in Renminbi, which are not listed on the Stock Exchange
“EGM”	the extraordinary general meeting to be convened by the Company at the Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 29 December 2017 at 3:00 p.m., to consider the amendment to the Articles of Association
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed ordinary Share(s) in the share capital of the company with a nominal value of RMB1.00 each, which are listed on the GEM and subscribed for and traded in Hong Kong dollars
“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s) of the Company, including, unless otherwise stated, holders of Domestic Shares and H Shares

DEFINITIONS

“Share(s)” the share(s) in the share capital of the Company with a nominal value of RMB1.00 each

“Stock Exchange” The Stock Exchange of Hong Kong Limited

* *for identification purposes only*



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)

Executive Directors

Madam Zhang Yunxia, *Chairman*
Mr. Dong Weiping, *Chief Executive*
Mr. Ma Zhumao

Non-Executive Directors

Mr. Li Ruijie
Mr. Xu Yueming

Independent Non-Executive Directors

Mr. Jiang Baijun
Dr. Guo Wanda
Mr. Chan Shiu Yuen Sammy

Registered Office

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

Hong Kong Office

Unit 105, 1/F
Sunbeam Centre
27 Shing Yip Street
Kwun Tong
Kowloon, Hong Kong

15 November 2017

To the shareholders

Dear Sir or Madam,

AMENDMENT OF ARTICLES OF ASSOCIATION

I. FOREWORD

The purpose of this circular is to provide you with information in relation to the resolutions that will be put forward at the EGM, which includes the proposed amendment of the Articles of Association, and to seek your approval of the aforementioned matter.

* *for identification purposes only*

LETTER FROM THE BOARD

II. PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

As the Company is currently strengthening our general competitiveness according to our development strategy, the Board proposes to expand the existing scope of business of the Company to include metal structure manufacturing, mobile telecommunications and terminal equipment manufacturing, manufacturing of other electronic equipment, and provision of technical services for the production of semiconductors, flat-screen displays, and PV cells in other professional technological service industries, in order to reflect the current business situation and business development of the Company. Accordingly, the Company proposes to make certain amendments to the Articles of Association to reflect the proposed expansion of our scope of business.

The proposed amendment to the Articles of Association is subject to the approval of the Shareholders by way of special resolution at the forthcoming EGM and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities in the PRC.

The Company proposes to amend the Articles of Association regarding business scope by deleting the entire Article 12 of the Articles of Association and replacing it with the following text:

The business scope of the Company shall be subject to the items approved by its registration office.

Business scope of the Company: computer software, hardware and interface equipment, development, production, and sales of self-made computer accessories; import and export services; lease of property and property services; energy savings technology development services; energy savings technology consulting and exchange services; energy savings technology transfer services; energy technology consulting services; energy technology research and technology development services; energy management services; power distribution services; metal structure manufacturing, mobile telecommunications and terminal equipment manufacturing, manufacturing of other electronic equipment, and provision of technical services for the production of semiconductors, flat-screen displays, and PV cells in other professional technological service industries (the above items do not involve special management measures for foreign investment access.)

With the resolution of the Company's General Meeting of Shareholders and upon the approval of the national relevant competent departments, the Company may, according to the changes of the domestic and foreign markets, demand of the domestic and foreign business and its development ability, appropriately adjust its business scope or investment direction and method.

The Articles of Association is written in Chinese and the English translation is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD

III. EXTRAORDINARY GENERAL MEETING

The EGM will be held at main conference room, 11/F, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 29 December 2017 at 3:00 p.m.. At the EGM, a special resolution will be proposed to the Shareholders to consider, and if thought fit, to approve the proposed amendment of Articles of Association.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the vote of the Shareholders at the EGM shall be taken by poll. Accordingly, the resolutions put to vote at the EGM will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy in respect of the EGM was despatched by the Company on 13 November 2017. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the registered office of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the relevant meeting or at any adjournment thereof. Completion and delivery of the proxy will not prevent you from attending, and voting at, the meeting or any adjournment thereof if you so wish.

Should the replies in writing received from Shareholders indicating their intention to attend the EGM represent less than one half of the total voting rights of all Shareholders, the Company shall once again inform its shareholders of the matters to be considered at the EGM and the date and time of that meeting within 5 days. The EGM may be convened after the publication of such notice.

Closure of Register of Members

The register of the members of the Company will be closed from Tuesday, 28 November 2017 to Friday, 29 December 2017 (both dates inclusive). During this period, no transfer of the H Shares will be registered. In order to ensure that H Share Shareholders are entitled to attend and vote at the EGM, all H Share transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on Monday, 27 November 2017 with the Company's H Share registrar office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong. All Domestic Share transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on Monday, 27 November 2017 with the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC.

LETTER FROM THE BOARD

IV. RECOMMENDATIONS

The Board recommends that Shareholders vote in favour of the special resolution in relation to the amendment to the Articles of Association as contained in the notice of the EGM.

Yours faithfully,
By Order of the Board
Powerleader Science & Technology Group Limited*
(宝德科技集團股份有限公司)
Zhang Yunxia
Chairman

* *for identification purposes only*



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司) (the “Company”) will be convened and held at main conference room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the People’s Republic of China (the “PRC”) on Friday, 29 December 2017 at 3:00 p.m., for the purpose of considering, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

THAT 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) be incorporated into in the articles of association of the Company (the “Existing Articles”). Details of such proposed amendment to the articles of association are as follows:

By deleting Article 12 of the Existing Articles in its entirety and substituting by the following:

“The business scope of the Company shall be subject to the items approved by its registration office.

Business scope of the Company: computer software, hardware and interface equipment, development, production, and sales of self-made computer accessories; import and export services; lease of property and property services; energy savings technology development services; energy savings technology consulting and exchange services; energy savings technology transfer services; energy technology consulting services; energy technology research and technology development services; energy management services; power distribution services; metal structure manufacturing, mobile telecommunications and terminal equipment manufacturing, manufacturing of other electronic equipment, and provision of technical services for the production of semiconductors, flat-screen displays, and PV cells in other professional technological service industries (the above items do not involve special management measures for foreign investment access).

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NOTICE OF EGM

With the resolution of the Company's General Meeting of Shareholders and upon the approval of the national relevant competent departments, the Company may, according to the changes of the domestic and foreign markets, demand of the domestic and foreign business and its development ability, appropriately adjust its business scope or investment direction and method."

By Order of the Board
Powerleader Science & Technology Group Limited*
(宝德科技集团股份有限公司)
Zhang Yunxia
Chairman

Shenzhen, the PRC
13 November 2017

Notes:

1. The register of the members of the Company will be closed from 28 November 2017 to 29 December 2017 (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. on 27 November 2017 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's 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 9 December 2017. Please refer to the reply slip for details of the instructions.
4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

* *for identification purposes only*

NOTICE OF EGM

5. The EGM is expected to last for one hour. Shareholders of the Company and 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: Mr. Dong Weiping