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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* (宝德科技集团股份有限公司) (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 PRC on Tuesday, 11 September 2018 at 2:00 p.m., for the purpose of considering, if thought fit, and passing the following resolutions:

SPECIAL RESOLUTION

I. **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 amendments to the Articles of Association are as follows:

- (i) Delete the full text of Article 3 of the Existing Articles and replace it with the following text:

“Company’s Address: 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the People’s Republic of China

Postal Code: 518026

Tel: (86 755) 83273531

Fax: (86 755) 29880829”

* *For identification purposes only*

- (ii) Delete the full text of Article 18 of the Existing Articles and replace it with the following text:

“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 total issued share capital:

the controlling shareholder “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 total issued share capital of the Company; and other shareholders of domestic shares hold 80,065,500 shares in aggregate, representing 32.95% of total issued share capital of the Company;

2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of total issued share capital of the Company.”

- (iii) Delete the full text of Article 90 of the Existing Articles and replace it with the following text:

“The Company shall set up a Board of Directors. The Board of Directors shall be composed of 6 directors including a chairman, a vice chairman and four directors (three of whom shall be independent non-executive directors).”

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

Shenzhen, the PRC

24 July 2018

Notes:

1. The register of the members of the Company will be closed from 8 August 2018 to 11 September 2018 (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 7 August 2018 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 notarised 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 20 August 2018. 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.
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 travelling and accommodation expenses.
6. 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) 2988 0829

Fax: (86-755) 2988 0829

Postal Code: 518031

Contact person: Mr. Dong Weiping

As at the date of this announcement, the Board comprises 6 directors, including executive directors, Ms. Zhang Yunxia and Mr. Dong Weiping; non-executive director, Mr. Li Ruijie and independent non-executive directors, Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

This announcement, for which the Directors 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 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 announcement 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.

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