
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other securities dealer, bank manager, solicitor, professional accountant or any other professional advisers.

If you have sold or transferred all your shares in Powerleader Science & Technology Group Limited* (宝德科技集团股份有限公司), you should at once hand this circular and the accompanying forms of proxy and reply slips 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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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

A letter from the Board is set out on pages 3 to 13 of this circular.

The EGM and the Class Meetings will be held at Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Tuesday, 3 March 2020 at 3 p.m.. The notices of the EGM and the Class Meetings, dated 16 January 2020, are set out on pages 14 to 19 of this circular.

The forms of proxy for use for the EGM and the Class Meetings and the reply slips were despatched by the Company on 16 January 2020. Whether or not you intend to attend the meetings, you are requested to complete the forms 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the registered office of the Company at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, Futian District, Shenzhen, the PRC (in case of Domestic Shareholders), no later than 24 hours before the time fixed for holding the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting or at any adjournment thereof.

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

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 the date of its posting.

* *for identification purpose only*

16 January 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

Unless the context otherwise requires, the following terms in this circular shall have the meanings set out below:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Class Meetings”	together, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“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 PRC with limited liability, and whose H shares are currently listed on the GEM (Stock Code: 8236)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary Share(s) of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid in RMB, and all of such shares are not listed on the Stock Exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the class meeting of the Domestic Shareholders to be convened and held on Tuesday, 3 March 2020 to consider and, if thought fit, to approve the Proposed Articles Amendments
“EGM”	the extraordinary general meeting of the Company to be convened and held at Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Tuesday, 3 March 2020 at 3 p.m., to consider and, if thought fit, to approve the Proposed Articles Amendments
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign invested ordinary Share(s) of RMB1.00 each in the share capital of the Company, which are listed on the GEM and subscribed for and traded in Hong Kong dollars

DEFINITIONS

“H Shareholder(s)”	holder(s) of the H Share(s)
“H Shareholders’ Class Meeting”	the class meeting of the H Shareholders to be convened and held on Tuesday, 3 March 2020 to consider and, if thought fit, to approve the Proposed Articles Amendments
“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
“Proposed Articles Amendments”	the proposed amendments to the Articles of Association as set out in the section headed “2. Proposed Amendments to the Articles of Association” in the letter from the Board in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s), including, unless otherwise stated, the Domestic Shareholder(s) and the H Shareholder(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *for identification purpose only*



宝德科技集團股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

Executive Directors

Ms. Zhang Yunxia (*Chairman*)

Mr. Dong Weiping (*Chief Executive*)

Non-executive Director

Mr. Li Ruijie

Independent non-executive Directors

Mr. Jiang Baijun

Dr. Guo Wanda

Mr. Chan Shiu Yuen Sammy

Registered Office

11th Floor, Tower C,

Shenzhen International Innovation Centre
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Futian District

Shenzhen

The PRC

Principal Place of Business in Hong Kong

Unit 102, 1/F, Sunbeam Centre

27 Shing Yip Street

Kwun Tong

Kowloon

Hong Kong

16 January 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS**

1. FOREWORD

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for the Proposed Articles Amendments, and to seek your approval in respect thereof.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the Approval on Matters including Adjustments to the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Circular of the State Council [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函〔2019〕97號)) issued by the State Council of the PRC on 22 October 2019, joint stock companies incorporated in the PRC and listed overseas shall follow the relevant provisions under the Company Law of the People's Republic of China in respect of (i) the notice period for convening general meetings, (ii) shareholders' rights to propose resolutions, and (iii) the convening procedures, rather than the requirements as set out in Articles 20 to 22 of the Special Regulations of the State Council on Overseas Offer and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》).

Accordingly, the Board proposes to amend the Articles of Association to reflect the requisite changes to the notice period for convening general meetings, shareholders' proposal rights and convening procedures, and also to make some tidy-up amendments to wordings in some provisions in the English language version of the Articles of Association. The Proposed Articles Amendments are subject to the approval of the Shareholders by way of special resolution at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, 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 details of the Proposed Articles Amendments are as follows:

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
Article 6	<p>The Articles of Association shall become effective after being approved by the General Meeting of Shareholders in the form of a special resolution and be registered at Shenzhen Municipal Administration for Industry and Commerce. The Articles of Association is formulated mainly pursuant to the Company Law, Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC (“Prerequisite Clauses”) (Z.W.F.No.(1994) 21) issued by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System on August 27, 1994 and the Letter Concerning the Opinions about Amendment to the Articles of Association of Companies Seeking a Listing in Hong Kong (Z.J.H.H.No.[1995]1) issued by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the State Commission for Restructuring the Economic System on April 3, 1995.</p> <p>The Company’s original Articles of Association shall be superseded by the Articles of Association since the effective date of the Articles of Association.</p> <p>The Articles of Association shall be deemed as a document which is used to standardize the Company’s organization and behavior, identify the rights and obligations between the Company and the shareholders and among the shareholders and has the legal effects since it comes into force.</p>	<p>The Articles of Association shall become effective after being approved by the General Meeting of Shareholders in the form of a special resolution and be registered at Shenzhen Municipal Administration for Industry and Commerce. The Articles of Association is formulated mainly pursuant to the Company Law, Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC (“Prerequisite Clauses”) (Z.W.F.No.(1994) 21) issued by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System on August 27, 1994 and the Letter Concerning the Opinions about Amendment to the Articles of Association of Companies Seeking a Listing in Hong Kong (Z.J.H.H.No.[1995]1) issued by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the State Commission for Restructuring the Economic System on April 3, 1995 <u>and the Approval on Matters including Adjustments to the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Circular of the State Council [2019] No. 97).</u></p> <p>The Company’s original Articles of Association shall be superseded by the Articles of Association since the effective date of the Articles of Association.</p> <p>The Articles of Association shall be deemed as a document which is used to standardize the Company’s organization and behavior, identify the rights and obligations between the Company and the shareholders and among the shareholders and has the legal effects since it comes into force.</p>

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
Article 54	<p>The General Meeting of Shareholders is entitled to the following powers:</p> <ol style="list-style-type: none"> (1) To make decisions on the Company's business policy and investment plan; (2) To elect and replace the director and make decisions on the remuneration of such director; (3) To elect and replace the supervisor served by the shareholder representative and make decisions on the remuneration of such supervisor; (4) To examine and approve the report from the Board of Directors; (5) To examine and approve the report from the Board of Supervisors; (6) To examine and approve the Company's program for annual financial budget and final accounts; (7) To examine and approve the Company's program for the profit distribution and covering the losses; (8) To adopt a resolution on the increase or decrease of the Company's registered capital; (9) To adopt a resolution on the merger, division, dissolution and liquidation of the Company; (10) To adopt a resolution on the issuance of corporate bonds; (11) To adopt a resolution on the appointment, dismissal or non further appointment of certain accounting firm by the Company; (12) To modify the Articles of Association; 	<p>The General Meeting of Shareholders is entitled to the following powers:</p> <ol style="list-style-type: none"> (1) To make decisions on the Company's business policy and investment plan; (2) To elect and replace the director and make decisions on the remuneration of such director; (3) To elect and replace the supervisor served by the shareholder representative and make decisions on the remuneration of such supervisor; (4) To examine and approve the report from the Board of Directors; (5) To examine and approve the report from the Board of Supervisors; (6) To examine and approve the Company's program for annual financial budget and final accounts; (7) To examine and approve the Company's program for the profit distribution and covering the losses; (8) To adopt a resolution on the increase or decrease of the Company's registered capital; (9) To adopt a resolution on the merger, division, dissolution and liquidation of the Company; (10) To adopt a resolution on the issuance of corporate bonds; (11) To adopt a resolution on the appointment, dismissal or non-further appointment of certain accounting firm by the Company; (12) To modify the Articles of Association;

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
	<p>(13) To put forward a proposal to the Company on behalf of the shareholders holding at least 5% voting shares;</p> <p>(14) Such other matters which should be determined at the General Meeting of Shareholders as are regulated by the laws, administrative regulations and the Articles of Association.</p>	<p>(13) To put forward a proposal to the Company on behalf of the shareholders holding at least <u>53%</u> voting shares;</p> <p>(14) Such other matters which should be determined at the General Meeting of Shareholders as are regulated by the laws, administrative regulations and the Articles of Association.</p>
Article 57	<p>In case the shareholder's meeting is convened, the Company shall notify the shareholders of record of the matters discussed at the meeting and the time and place of the meeting in writing prior to 45 days before the meeting is convened. The shareholder who intends to attend the shareholder's meeting shall give a written reply about his/her attendance to the Company prior to 20 days before the meeting is convened.</p> <p>The notice about convening the shareholder's meeting by the Company shall be sent no later than 60 days prior to the commencement of the meeting. The period of calculating the delivery of notice shall not include the date on which the meeting is convened and the notice is issued.</p>	<p>In case the <u>an annual</u> shareholder's meeting is convened, the Company shall notify the shareholders of record of the matters discussed at the meeting and the time and place of the meeting in writing prior to 45 days <u>at least 20 clear business days</u> before the meeting is convened; if an <u>extraordinary general meeting</u> is convened, it shall <u>notify the shareholders at least 10 clear business days or 15 days (whichever is earlier) before the meeting is convened.</u> The shareholder who intends to attend the shareholder's meeting shall give a written reply about his/her attendance to the Company prior to 20 days before the meeting is convened.</p> <p>The notice about convening the shareholder's meeting by the Company shall be sent no later than 60 days prior to the commencement of the meeting. The period of calculating the delivery of notice shall not include the date on which the meeting is convened and the notice is issued.</p>

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
Article 58	<p>Where the Company convenes the annual shareholder's meeting, then the shareholder holding at least 5% of voting shares may put forward a new proposal in writing to the Company. The Company shall include such matters listed in the proposal as are within the scope of duties of the shareholder's meeting into the agenda of such meeting. Such proposal shall be delivered to the Company at least 7 days prior to the issuance of the notice.</p>	<p>Where the Company convenes the annual shareholder's meeting, then <u>The shareholder(s) who individually or collectively holding(s) at least not less than 53% of voting the shares of the Company may put forward an new extraordinary proposal in writing to the Company Board of Directors 10 days prior to the date of the shareholders' general meeting. The Company Board of Directors shall include</u> such matters listed in the proposal as are within the scope of duties of the shareholder's meeting into the agenda of such meeting <u>notify the shareholders within 2 days of receipt of such proposal and submit such extraordinary proposal to the general meeting for consideration. Such proposal shall be delivered to the Company at least 7 days prior to the issuance of the notice. The contents of the extraordinary proposal shall be subject to the functions and powers of the shareholders' general meeting, and shall have a clear topic of discussion and a specific matter to be resolved.</u></p>
Article 59	<p>The Company shall calculate the number of such shares representing the voting rights as are held by the shareholders attending the meeting based on the written reply received 20 days prior to the commencement of the meeting. In case the number of such shares representing the voting rights as are held by the shareholders attending the meeting reaches more than a half of the total number of shares representing the voting rights, the Company may convene the shareholder's meeting; otherwise, the Company shall, within 5 days, notify the shareholders of the matters discussed at the meeting and the time and place of the meeting once again by giving a notice. In such case, the Company may convene the shareholder's meeting.</p> <p>The matters not specified in the notice shall not be decided at the interim shareholder's meeting.</p>	<p>The Company shall calculate the number of such shares representing the voting rights as are held by the shareholders attending the meeting based on the written reply received 20 days prior to the commencement of the meeting. In case the number of such shares representing the voting rights as are held by the shareholders attending the meeting reaches more than a half of the total number of shares representing the voting rights, the Company may convene the shareholder's meeting; otherwise, the Company shall, within 5 days, notify the shareholders of the matters discussed at the meeting and the time and place of the meeting once again by giving a notice. In such case, the Company may convene the shareholder's meeting.</p> <p><u>The A shareholders' meeting shall not resolve matters not specified in the notice shall not be decided at the interim shareholder's or the supplementary notice of the meeting.</u></p>

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
Article 61	<p>The notice of shareholder’s meeting shall be sent to the shareholder (no matter such shareholder has the voting right or not) by hand or mail with postage paid and the address of recipient shall be the one registered in the register of shareholders.</p> <p>For the shareholder holding domestic shares, the notice of shareholder’s meeting may be issued in the form of an announcement.</p> <p>The aforesaid announcement shall be, within 45 to 50 days prior to the commencement of the meeting, published in one or more newspapers designated by the stock management department of the State Council. Once such announcement is published, it shall be deemed that all of the shareholders holding domestic shares have received the notice of shareholder’s meeting.</p> <p>Where the dividend warrant is sent by mail when the exercise of rights is terminated, then if such dividend warrant has not been withdrew, then such right may be exercised after such dividend warrant has not been withdrew for a consecutive of two times. However, such rights may also be exercised if such dividend warrant is not delivered to the recipient and returned for the first time.</p>	<p>The notice of shareholder’s meeting shall be sent to the shareholder (no matter such shareholder has the voting right or not) by hand or mail with postage paid and the address of the recipient shall be the one registered in the register of shareholders.</p> <p>For the shareholders holding domestic shares, the notice of shareholder’s meeting may be issued in the form of an announcement.</p> <p>The aforesaid announcement shall be, within 45 to 50 <u>20 clear business days</u> prior to the commencement of the <u>an annual shareholder’s meeting</u> and either <u>10 clear business days or 15 days (whichever is earlier)</u> prior to the commencement of an <u>extraordinary general meeting</u>, published in one or more newspapers designated by the stock management department of the State Council. Once such announcement is published, it shall be deemed that all of the shareholders holding domestic shares have received the notice of <u>the relevant</u> shareholder’s meeting.</p> <p><u>The notice of shareholder’s meeting served on shareholders holding overseas listed shares may be published on the website designated by The Stock Exchange of Hong Kong Limited and the website of the Company. Upon the publication of the announcement, all holders of overseas listed shares shall be deemed to have received the notice of the relevant shareholder’s meeting.</u></p>

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
	<p>Regarding the exercise of the right to sell the shares of such shareholder who cannot be contacted, unless the following requirements are met, otherwise, such right may not be exercised:</p> <p>① The dividend relevant to the shares has been paid at least three times within 12 years but not claimed during such period; and</p> <p>② The Company publishes an advertising in the newspaper when such 12 years expire to indicate its intention to sell such shares and then notify the stock exchange.</p>	<p>Where the dividend warrant is sent by mail when the Company exercises of rights is terminated, then if such dividend warrant has not been withdrawn <u>rights to cease sending dividend warrants by post, then</u> such right may <u>not</u> be exercised after <u>until</u> such dividend warrants has <u>have not</u> been withdraw <u>so left uncashed on for a two consecutive of two times occasions.</u> However, such rights may also be exercised if when such dividend warrants is not <u>have failed to be delivered to the recipient initially and after the dividend warrants have been returned for the first time.</u></p> <p>Regarding the exercise of the right to sell the shares of such shareholders who cannot be contacted, unless the following requirements are met, otherwise, such right may not be exercised:</p> <p>① The dividends relevant to the shares has <u>have</u> been paid at least three times within <u>a 12-years period</u> but have not <u>been claimed</u> during such period; and</p> <p>② The Company publishes an advertising <u>advertisement</u> in the newspaper when such 12 years expire <u>upon expiry of the 12-year period</u> to indicate its intention to sell such shares and then <u>notifies</u> the stock exchange <u>of such intention.</u></p>
Article 83	<p>In case the Company intends to alter or abolish the rights of classified shareholders, it should be carried out after shareholders' general meeting adopts in special resolution and the affected classified shareholders respectively adopt in shareholders' general meeting convened according to Article 85 to Article 88.</p>	<p>In case the Company intends to alter or abolish the rights of classified <u>class</u> shareholders, it should be carried out <u>only</u> after <u>it is passed by special resolution at a shareholders' general meeting adopts in special resolution</u> and <u>at shareholders' meetings the affected classified shareholders respectively adopt in shareholders' general meeting convened by the affected classes of shareholders according to Article 85 to Article 88.</u></p>

LETTER FROM THE BOARD

Article number	Original articles	Amended articles
Article 87	<p>In case the Company holds classified shareholders' meeting, a notice in written form shall be made 45 days before the meeting informing all the registered shareholders of this classified shares of the matters under discussion as well as the meeting date and place. The shareholders who propose to attend the meeting should send a written reply on attending the meeting to the Company 20 days before the meeting.</p> <p>In case the number of shares represented by the shareholders proposing to attend the meeting which have voting right in the meeting exceeds half of the total number of the classified shares which have voting right in the meeting, the Company could hold classified shareholder meeting; otherwise, the Company should inform shareholders once again of the matters under discussion as well as the meeting date and place within five days by public notice. After public notice, the Company could hold classified shareholder meeting.</p>	<p>In case the Company holds <u>convenes</u> a classified shareholders' class meeting, <u>a notice in written form shall be made 45 days before the meeting</u> <u>the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting.</u> <u>The written notice shall informing all the registered shareholders of this classified shares such class of the matters under discussion as well as the meeting date and place. The shareholders who propose to attend the meeting should send a written reply on attending the meeting to the Company 20 days before the meeting.</u></p> <p>In case the number of shares represented by the shareholders proposing to attend the meeting which have voting right in the meeting exceeds half of the total number of the classified shares which have voting right in the meeting, the Company could hold classified shareholder meeting; otherwise, the Company should inform shareholders once again of the matters under discussion as well as the meeting date and place within five days by public notice. After public notice, the Company could hold classified shareholder meeting.</p>

The Articles of Association are in the Chinese and the English versions. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

3. EXTRAORDINARY GENERAL MEETING, DOMESTIC SHAREHOLDERS' CLASS MEETING AND H SHAREHOLDERS' CLASS MEETING

The EGM and the Class Meetings will be held at Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Tuesday, 3 March 2020 at 3 p.m. for the purpose of allowing the Shareholders to consider and, if thought fit, approve the Proposed Articles Amendments.

LETTER FROM THE BOARD

The forms of proxy for use for the EGM and the Class Meetings and the reply slips were despatched by the Company on 16 January 2020. Whether or not you intend to attend the meetings, you are requested to complete the forms 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in case of H Shareholders) or the registered office of the Company at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC (in case of Domestic Shareholders), no later than 24 hours before the time fixed for holding the relevant meeting or at any adjournment thereof. Completion and delivery of the forms of proxy will not preclude you from attending and voting at the meetings or any adjournment thereof if you so wish.

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

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Sunday, 2 February 2020 to Tuesday, 3 March 2020 (both dates inclusive). During this period, no transfer of Shares will be registered. In order to ensure that H Shareholders are entitled to attend and vote at the EGM and the H Shareholders’ Class Meeting, all completed H Share transfer documents accompanied by the relevant share certificates should be lodged no later than 4:30 p.m. on Friday, 31 January 2020 with the Company’s H Share registrar office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. For the Domestic Shareholders, all completed Domestic Share transfer documents accompanied by the relevant share certificates should be lodged no later than 4:30 p.m. on Friday, 31 January 2020 with the Company’s registered office at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC.

5. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be put to vote at the EGM, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting shall be taken by way of poll. The poll results will be announced by the Company in accordance with Rule 17.47(5) of the GEM Listing Rules after the EGM and the Class Meetings.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors are of the view that the Proposed Articles Amendments are fair and reasonable and in the interests of the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution in relation to the Proposed Articles Amendments to be proposed at the EGM and the relevant Class Meetings.

7. RESPONSIBILITY STATEMENT

This circular, 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 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 in this circular misleading.

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 purpose only*



宝德科技集團股份有限公司
POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited 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 Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC, on Tuesday, 3 March 2020 at 3 p.m., for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“**THAT** the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), the details of which are set out in the section headed “2. Proposed Amendments to the Articles of Association” in the letter from the Board in the circular issued by the Company to its shareholders dated 16 January 2020, be and are hereby approved.”

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
16 January 2020

Notes:

1. The register of members of the Company will be closed from Sunday, 2 February 2020 to Tuesday, 3 March 2020 (both dates inclusive), during which no transfer of Shares will be registered. Domestic Shareholders and H Shareholders whose names appeared on the register of the Company on or before 4:30 p.m. on Friday, 31 January 2020 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.

NOTICE OF EGM

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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders), or at the registered address of the Company (for Domestic Shareholders) 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 H Shareholders) or to the registered address of the Company (for Domestic Shareholders) on or before 12 February 2020. 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 registered address of the Company are as follows:

11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, 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 notice, 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.

* For identification purpose only



宝德科技集團股份有限公司
POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of the holders (“**Domestic Shareholders**”) of the domestic shares (“**Domestic Shares**”) 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 Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC, on Tuesday, 3 March 2020 at 4 p.m. (or immediately after the conclusion of the extraordinary general meeting of the Company to be convened and held on the same date at the same place) (the “**Domestic Shareholders' Class Meeting**”), for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“**THAT** the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), the details of which are set out in the section headed “2. Proposed Amendments to the Articles of Association” in the letter from the Board in the circular issued by the Company to its shareholders dated 16 January 2020, be and are hereby approved.”

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
16 January 2020

Notes:

1. The register of members of the Company will be closed from Sunday, 2 February 2020 to Tuesday, 3 March 2020 (both dates inclusive), during which no transfer of Shares will be registered. Domestic Shareholders whose names appeared on the register of the Company on or before 4:30 p.m. on Friday, 31 January 2020 are entitled to attend and

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

vote at the Domestic Shareholders' Class Meeting 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 registered address of the Company not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting 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. Domestic Shareholders or their proxies who intend to attend the Domestic Shareholders' Class Meeting should complete the enclosed reply slip and return it by hand or by post to the registered address of the Company on or before 12 February 2020. Please refer to the reply slip for details of the instructions.
4. Domestic Shareholders or their proxies shall produce their identity documents when attending the Domestic Shareholders' Class Meeting.
5. The registered address of the Company are as follows:

11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, 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 notice, 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.

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宝德科技集團股份有限公司
POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of the holders (“**H Shareholders**”) of H shares (“**H Shares**”) 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 Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC, on Tuesday, 3 March 2020 at 5 p.m. (or immediately after the conclusion of the domestic shareholders' class meeting of the Company to be convened and held on the same date at the same place) (the “**H Shareholders' Class Meeting**”), for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“**THAT** the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), the details of which are set out in the section headed “2. Proposed Amendments to the Articles of Association” in the letter from the Board in the circular issued by the Company to its shareholders dated 16 January 2020, be and are hereby approved.”

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
16 January 2020

Notes:

1. The register of members of the Company will be closed from Sunday, 2 February 2020 to Tuesday, 3 March 2020 (both dates inclusive), during which no transfer of Shares will be registered. H Shareholders whose names appeared on the register of the Company on or before 4:30 p.m. on Friday, 31 January 2020 are entitled to attend and vote at the H Shareholders' Class Meeting and may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting 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. H Shareholders or their proxies who intend to attend the H Shareholders' Class Meeting should complete the enclosed reply slip and return it by hand or by post to the H Share registrar of the Company on or before 12 February 2020. Please refer to the reply slip for details of the instructions.
4. H Shareholders or their proxies shall produce their identity documents when attending the H Shareholders' Class Meeting.

As at the date of this notice, 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.

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