
NOTICE OF ANNUAL GENERAL MEETING



深圳市宝德科技股份有限公司
POWERLEADER SCIENCE & TECHNOLOGY COMPANY LIMITED*

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

(Stock code: 8236)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Powerleader Science & Technology Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Room 43A, 43/F, Block C, Electronic Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, PRC on 28 May 2008 at 11:a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors of the Company (the “**Directors**”) for the year ended 31 December 2007;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2007;
3. To consider and approve the audited financial statements of the Group for the year ended 31 December 2007;
4. To consider and approve the re-appointment of SHINEWING (HK) CPA LIMITED as the Company’s auditor for the year ending 31 December 2008 and to authorize the Directors to fix their remuneration;
5.
 - (a) To consider and approve the election of Mr. Li Ruijie (李瑞杰) as executive director of the Company;
 - (b) To consider and approve the election of Mr. Dong Weiping (董衛屏) as executive director of the Company;
 - (c) To consider and approve the election of Mr. Sun Wei (孫偉) as non-executive director of the Company;
 - (d) To consider and approve the election of Mr. Li Donglei (李東磊) as non-executive director of the Company;
 - (e) To consider and approve the election of Mr. Wang Lixin (王立新) as non-executive director of the Company;
 - (f) To consider and approve the election of Mr. Jiang Baijun (蔣白俊) as independent non-executive director of the Company;
 - (g) To consider and approve the election of Mr. Yim Hing Wah (嚴慶華) as independent non-executive director of the Company;

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SPECIAL RESOLUTION

6. To pass the following resolution as a special resolution:

“THAT subject to the approval of China Securities Regulatory Commission and/or other relevant statutory authorities in the People’s Republic of China and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the proposed allotment and issue of new H shares of the Company (the “**H Shares**”) and/or domestic shares of the Company (the “**Domestic Shares**”), the board of directors of the Company be and is hereby authorized:

- (a) to issue and/or place H Shares and/or Domestic Shares within a period of 12 months from the date of this resolution, provided that the total number of H Shares and/or Domestic Shares to be placed and/or issued shall not exceed 20% (the “**20% Limit**”) of the number of H Shares and/or Domestic Shares in issue respectively;
- (b) subject to the 20% Limit, to decide the number of H Shares and/or Domestic Shares to be placed and/or issued and to deal with any matter arising from or related to the placing or issue of the new shares mentioned above;
- (c) to amend, in accordance with the increase in registered capital of the Company, the relevant articles contained in the articles of association of the Company in relation to the registered capital of the Company and any other articles that require corresponding amendments; and
- (d) if any chronological variation of the wordings or numbering of the articles contained in the articles of association of the Company is necessary upon application to the companies examination and approval authority authorized by the State Council and China Securities Regulatory Commission for examination and approval, to make corresponding amendments to the articles of association of the Company as required by such authority and China Securities Regulator Commission.”

By order of the Board
Powerleader Science & Technology Company Limited
Li Ruijie
Chairman

Shenzhen, the PRC, 8 April 2008

Notes:

1. The register of the members of the Company will be closed from 27 April 2008 to 28 May 2008 (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. 25 April 2008 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a shareholder of the Company.

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2. In order to be valid, the proxy form, under which it is signed, must be deposited by hand or post, for holders of H shares of the Company to the H share registrar of the Company at Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong and, for holders of domestic shares, to the registered address of the Company not less than 24 hours before the time for holding the AGM or not less than 24 hours before the time appointed for taking the poll. 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 AGM should complete and return the enclosed reply slip and return it by hand or 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 May 2008.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Shareholders or their proxies should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
5. The AGM is expected to take half day. Shareholders or 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: Ms. Nancy Zheng

7. Li Puijie (李瑞杰), aged 41, is the founder, chairman and executive director of the Company. Mr. Li graduated from Nankai University in the PRC with double bachelor degrees in economics and electronics science. Mr. Li has over 10 years experience in the PRC IT industry. He has worked for Shenzhen Shanbao Electronics Co., Ltd. as an engineer and then for Shenzhen Wan Tong Software Engineering Limited as a sales manager during the period from 1989 to 1991, he set up Shenzhen Xin Le He Electronics Limited to carry on IT-related business until July 1997. In recognition of Mr. Li's contribution to the PRC IT industry, he was appointed to be the General Secretary of Shenzhen Information Industry Association in December 2000. Mr. Li established the Company in August 1997. He is responsible for the strategic planning and the overall development of the Company.

Save as disclosed above, Mr. Li had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

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Mr. Li is the husband of Ms. Zhang Yunxia, an executive director of the Company. Save as disclosed herein, Mr. Li has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Li had the following interests in shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong “SFO”):

(a) Shares of the Company

| Type of interests | Number of Domestic Shares held | Approximate percentage of the Company issued share capital | Approximate percentage of the issued Domestic Shares |
|--------------------------------------|--------------------------------|--|--|
| Corporate and Family (<i>Note</i>) | 1,021,815,000 | 45.26% | 61.93% |

Note: Mr. Li and his spouse, Ms. Zhang Yunxia hold in aggregate 1,021,845,000 Domestic Shares through Powerleader Investment Holding Company Limited which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

(b) Shares in an associated corporation — Ex-Channel Group Limited

| Type of Interests | Number of Domestic Shares held | Percentage |
|---------------------------|--------------------------------|------------|
| Corporate (<i>Note</i>) | 3,000,000 | 10% |

Note: These shares were beneficially held by a company in which Mr. Li had beneficial interests.

(c) Shares in an associated corporation — 深圳市宝腾互联科技有限公司

| Type of Interests | Number of Domestic Shares held | Percentage |
|--------------------------------------|--------------------------------|------------|
| Corporate and Family (<i>Note</i>) | 2,500,000 | 25% |

Note: Mr. Li and Ms. Zhang hold in aggregate 2,500,000 shares through Powerleader Investment Holding Company Limited which is held by Mr. Li and Ms. Zhang as to 87.5% and 12.5% respectively.

Mr. Li has entered into a service agreement with the Company for a term of three years for the period from 12 December 2005 to 12 December 2008. He is entitled to a basic monthly remuneration of RMB15,000.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

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8. Dong Weiping (董衛屏), aged 48, is an executive director and general manager of the Company. Dr. Dong graduated from Jilin University in the PRC with a bachelor degree in computer system engineering. Since 1982, Mr. Dong has worked for a number of companies in the IT industry. Prior to joining the Company in August 2000, he has worked for Hong Kong Laser Computer Limited as sales manager for the China division. Mr. Dong is responsible for sales and marketing and the overall operation of the Company.

Save as disclosed above, Mr. Dong had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

Mr. Dong has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date hereof, Mr. Dong had the following interests in shares of the Company and its associated corporations within the meaning of Part XV of the SFO:

Shares in an associated corporation — Ex-Channel Group Limited

| Type of Interests | Number of Domestic Shares held | Percentage |
|-------------------|-----------------------------------|------------|
| Beneficial | 3,000,000 | 10% |

Mr. Dong has entered into a service agreement with the Company for a term of three years for the period from 12 December 2005 to 12 December 2008. He is entitled to a basic monthly remuneration of HK\$27,000.

Save as disclosed above, Mr. Dong has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

9. Sun Wei (孫偉), aged 42, graduated from the department of automation control of Harbin Shipbuilding Engineering Institute with a bachelor degree and a master degree in engineering in July 1987 and September 1992 respectively and worked as a lecturer after graduation. In January 1997, he founded 哈爾濱世紀龍翔科技開發有限公司 and held the position of chairman and general manager. Then, he established 哈爾濱工程大學龍翔運通科技開發有限公司, which was principally engaged in development and sale of software, jointly with Harbin Engineering University and held the position of chairman and general manager. In September 2000, he attended a part-time doctoral degree programme at the department of automation control of Harbin Engineering University, during which he published 5 articles in national top-class publications, and was awarded two Third Class Awards in Provincial (Municipal) Scientific & Technological Achievement. In September 2005, he obtained the master degree of business administration (EMBA) from China Europe International Business School in Beijing. In June 2006, he was awarded a doctoral degree in engineering by Harbin Engineering University.

Save as disclosed above, Mr. Sun had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

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Mr. Sun has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date of this notice, he is not interested in any shares in the Company within the meaning of Part XV of the SFO.

Mr. Sun has entered into a service agreement with the Company for a term of one year for the period from 10 May 2007 to 10 May 2008. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Sun has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

10. Li Donglei (李東磊), aged 39, graduated from the department of computer science of Shandong University with a bachelor degree in science in 1989, majoring in scientific and technological intelligence. From 1989 to 1993, he worked with the information centre of the Second Light Industrial Bureau of Shandong Province as an engineer, and was in charge of various projects, including system information statistics, information analysis and industrial development planning. In 1993, he founded 慧聰集團濟南公司, a key marketing partner of some IT companies in Shandong, including Intel, Lenovo and Langchao, and held the position of general manager, being in charge of strategic planning, business development and general management in Shandong. Since 2001, he has acted as the general manager of 北京聯合智業廣告有限公司 and 北京鑫聯合智業顧問有限公司 (“IBCG”), and was in charge of strategic planning, business development and general management. IBCG is a marketing partner of some international companies and brands in China, including Philips CE, Panasonic and Ariston.

Save as disclosed above, Mr. Li had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

Mr. Li has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date of this notice, he is not interested in any shares in the Company within the meaning of Part XV of the SFO.

Mr. Li has entered into a service agreement with the Company for a term of one year for the period from 10 May 2007 to 10 May 2008. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

11. Wang Lixin (王立新), aged 39, graduated from Nankai University with a bachelor degree in law in 1991 and is a qualified lawyer. Prior to joining the Company in January 2001, he has been a legal consultant of Shenzhen International Economic Law Firm from 1994 to 1995 and a partner of Shu & Jin Solicitor, PRC Law Firm from 1995 to 2002. He is currently a partner of King & Wood, PRC Law Firm.

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Save as disclosed above, Mr. Wang had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

Mr. Wang has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date of this notice, he is not interested in any shares in the Company within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service agreement with the Company for a term of one year for the period from 12 December 2007 to 12 December 2008. He is entitled to a basic monthly remuneration of RMB15,000.

Save as disclosed above, Mr. Wang has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

12. Jiang Baijun (蔣白俊), aged 46, graduated from the China Central Radio and TV University, majoring in Chinese Literature. From 1980 to 1994, he was a secondary school teacher in Xian, while from 1995 to 1999, Mr. Jiang was engaged as a special commentator on market development, and hosted the Directors' forum of China Computerworld. Since 1994, Mr. Jiang established his consultation career with numerous popular international computer corporations. From 1994 to 1996, he was the China market strategic consultant of AST, and the market strategic consultant of Create Group. Mr. Jiang was also the market strategic consultant of the office automation department of Digital China (Toshiba China business) and the market strategic consultant and strategic development consultant of HP China from 1996 to 1999. In 1999, he served in Compag as the market strategic consultant of the product market in China. From 2000 to 2002, Mr. Jiang was engaged as the market strategic consultant of the Hong Kong China Business of NEC (Notebook computer and monitor business), while from 2001 to 2003, he was named the market strategic consultant of the monitor business of PHILIPS China, as well as the market strategic consultant of the product business of Legend Computer. Mr. Jiang was also the chief consultant in strategic development of Shenzhen Qinchong Electronics from 2002 to 2004, and the market strategic consultant of Huayu Bancoo from 2003 to 2004. Since 2003, Mr. Jiang has been the market strategic consultant of the PC business of IBM China (notebook computer business), as well as the market strategic consultant of the Panasonic business and FUJITSU business of the China Daheng Group since 2004.

Save as disclosed above, Mr. Jiang had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years.

Mr. Jiang has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date of this notice, he is not interested in any shares in the Company within the meaning of Part XV of the SFO.

Mr. Jiang has entered into a service agreement with the Company for a term of three years for the period from 20 May 2005 to 20 May 2008. He is entitled to a basic monthly remuneration of RMB4,000.

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Save as disclosed above, Mr. Jiang has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

13. Yim Hing Wah (嚴慶華), aged 44, has more than 16 years of experience in auditing, accounting, taxation, business consulting and financial management. He had worked for Deloitte Touche Tohmatsu as a manager for eight years from July 1992 to December 2000. After that, he was the financial controller of Jiangsu Nandasoft Company Limited and Chinasoft International Limited for one and a half years and two years respectively, both of which are companies listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. Currently, he is a partner of Chan, Yim, Cheung & Co., an accounting firm in Hong Kong. Mr. Yim is a graduate of Hong Kong Polytechnic University and holds a bachelor degree in Accounting. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a member of the Hong Kong Securities Institute. Currently, he is an independent non-executive director of Jiangsu Nandasoft Company Limited, Launch Tech Company Limited, Far East Holdings International Limited, Ever Fortune International Holdings Limited and China Haisheng Juice Holding Company Limited, the securities of which are listed on The Stock Exchange of Hong Kong Limited. For the period from 27 September 2004 to 18 September 2006, Mr. Yin was also an independent non-executive director of Artel Solutions Group Holdings Limited (宏通集團控股有限公司), the securities of which are listed on the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Yim had not held any other positions with any members of the Company and had not held any other directorships in any listed public companies in the last three years other than those disclosed above.

Mr. Yim has no relationship with the directors, senior management, management shareholders, substantial shareholders and controlling shareholders of the Company. As at the date of this notice, he is not interested in any shares in the Company within the meaning of Part XV of the SFO.

Mr. Yim has entered into a service agreement with the Company for a term of three years for the period from 30 September 2007 to 30 September 2010. He is entitled to a basic monthly remuneration of RMB4,000.

Save as disclosed above, Mr. Yim has confirmed that there is no other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

14. As at the date hereof, the Board comprises a total of 9 directors, including Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao as executive directors, Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei as non-executive directors and Mr. Jiang Baijun and Mr. Yim Hing Wah as independent non-executive directors.

* *for identification purpose only*