

---

## THE 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 registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **Powerleader Science & Technology Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of **Powerleader Science & Technology Group Limited**, nor is this circular calculated to invite offers for any shares or other securities of **Powerleader Science & Technology Group Limited**.

---



深圳宝德科技集团股份有限公司

(前稱深圳市宝德科技股份有限公司)

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***  
(formerly known as **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)

### **PROPOSED ISSUE OF MEDIUM-TERM NOTES IN THE PRC AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

---

A notice convening the extraordinary general meeting of the Company to 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 Wednesday, 8 July 2009 at 3:00 p.m. is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the above meeting or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meetings, or any adjourned meeting, should you so wish.

This circular, 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum period of 7 days from the date of its posting.*

\* for identification purpose only

22 May 2009

---

## 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.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
— INTRODUCTION .....	4
— PROPOSED ISSUE OF MEDIUM-TERM NOTES .....	5
— PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION .	7
— EGM .....	8
— ACTION TO BE TAKEN .....	8
— RECOMMENDATION .....	9
— GENERAL .....	9
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	10

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“Agreement (A)”	the share transfer agreement dated 8 May 2009 entered into between Shenzhen Electronics, Murray and Mr. Li in relation to the proposed transfer of 119,790,000 Non-listed Foreign Investment Shares held by Murray to Shenzhen Electronics and pursuant to which Mr. Li agreed to procure the Company to hold any necessary shareholders’ meeting and/or comply with any necessary registration requirements in connection with the proposed transfer
“Agreement (B)”	the share transfer agreement dated 8 May 2009 entered into between Shenzhen Electronics, Crosby, Front Trend and Mr. Li in relation to the proposed transfer of (i) 82,250,000 Non-listed Foreign Investment Shares held by Crosby and (ii) 37,540,000 Non-listed Foreign Investment Shares held by Front Trend, to Shenzhen Electronics and pursuant to which Mr. Li agreed to procure the Company to hold any necessary shareholders’ meeting and/or comply with any necessary registration requirements in connection with the proposed transfer
“Agreements”	Agreement (A) and Agreement (B)
“Announcement”	the announcement of the Company dated 8 May 2009 in relation to the proposed issue of the Notes in the PRC
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“China Special Situations Investment”	China Special Situations Investment Management (BVI) Limited, a limited liability company incorporated in the British Virgin Islands
“Company”	深圳宝德科技集团股份有限公司 (Powerleader Science & Technology Group Limited*), a foreign joint stock limited company incorporated in the PRC, the H Shares of which are listed on GEM
“Crosby”	Crosby ChinaChips Holding (2) (BVI) Limited, a limited liability company incorporated in the British Virgin Islands, a wholly-owned subsidiary of Crosby Investment Fund
“Crosby Investment Fund”	Crosby ChinaChips Investment Fund Limited, a limited liability company incorporated in the Cayman Islands
“Directors”	the directors of the Company

\* *for identification purpose only*

---

## DEFINITIONS

---

“Domestic Shares”	Ordinary domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be 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 Wednesday, 8 July 2009 at 3:00 p.m., for the purpose of approving, amongst others, the proposed issue of the Notes in the PRC and the proposed amendments to the Articles of Association
“EGM Notice”	the notice dated 22 May 2009 for convening the EGM as set out on pages 10 to 13 of this circular
“Front Trend”	Front Trend Investment Limited, a limited liability company incorporated in the British Virgin Islands, a wholly-owned subsidiary of China Special Situations Investment
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Shares”	the overseas listed foreign share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$
“Independent Third Parties”	person(s) or company(ies) which is/are independent of the Company or any of its connected persons
“Latest Practicable Date”	22 May 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Mr. Li”	Mr. Li Ruijie, an executive Director and the chairman of the Company
“Murray”	Murray Venture Limited, a limited liability company incorporated in the British Virgin Islands, a wholly-owned subsidiary of China Special Situations Investment

---

## DEFINITIONS

---

“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) of the PRC
“Non-listed Foreign Investment Shares”	the non-listed foreign investment shares of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for in Renminbi (RMB) and held by foreign investors, and for the avoidance of doubt, Non-listed Foreign Investment Shares exclude H Shares
“Notes”	the medium-term notes with an aggregate principal amount of not exceeding RMB100 million proposed to be issued by the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement excluding the regions of Hong Kong, Macau and Taiwan
“Proposed Shares Transfer”	the proposed transfer of Non-listed Foreign Investment Shares held by the three foreign institutional investors, namely Crosby, Front Trend and Murray, to Shenzhen Electronics pursuant to the Agreements
“Proposed Articles Amendments”	the proposed amendments to the Articles of Association, particulars of which are set out in the section headed “THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” and the EGM Notice
“Registration Date”	the date of the Notice on Receiving of Registration (接受註冊通知書) issued by NAFMII
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	shares of the Company, including the Domestic Shares, the H Shares and all shares of other class(es) from time to time in the share capital of the Company
“Shenzhen Electronics”	深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited*), a limited liability company established in the PRC
“Total Share Capital”	the aggregate share capital of the Company, as at the Latest Practicable Date, being 2,257,500,000 Shares
“%”	per cent.
“*”	for identification only



深圳宝德科技集团股份有限公司

(前稱深圳市宝德科技股份有限公司)

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

**(formerly known as 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)

*Executive Directors:*

Mr. Li Ruijie (*Chairman*)  
Mr. Dong Weiping  
Ms. Zhang Yunxia  
Mr. Ma Zhumao

*Non-executive Directors:*

Mr. Sun Wei  
Mr. Wang Lixin  
Mr. Li Donglei

*Independent Non-executive Directors:*

Mr. Jiang Baijun  
Mr. Yim Hing Wah  
Dr. Guo Wanda

*Registered Office:*

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

*Principal place of business in Hong Kong:*

Flat 904C, 9/F.,  
Sunbeam Centre,  
27 Shing Yip Street,  
Kwun Tong  
Kowloon, Hong Kong

22 May 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ISSUE OF MEDIUM-TERM NOTES IN THE PRC  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed issue of the Notes in the PRC and the proposed amendments to the Articles of Association in connection with the Proposed Shares Transfer, and to seek your approval by way of special resolutions for the matters at the EGM to be held on 8 July 2009.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED ISSUE OF MEDIUM-TERM NOTES

Reference is made to the Announcement.

The Board has on 4 May 2009 approved to seek the Shareholders' approval by way of special resolution at the EGM for the proposed issue of the Notes in the PRC with an aggregate principal amount of not exceeding RMB100 million.

Particulars of the proposed issue of the Notes are as follows:

- Aggregate principal amount: Not exceeding RMB100 million, to be issued in lump sum or in several tranches depending on the prevailing market conditions at the time of issue
- Term: To be determined based on the prevailing market conditions at the time of issue, but it is expected that the term will be within the range of 3 to 7 years from the date of issue
- Interest rate: To be determined based on the prevailing market conditions at the time of issue, but in any event not higher than the best lending rate quoted by the People's Bank of China for the corresponding period
- Target: To the institutional investors in the PRC inter-bank bond market only, save for those prohibited by PRC laws or regulations from subscription (and not to the general public)
- Issue method: To be arranged and underwritten by the financial institution(s) which have been filed with the People's Bank of China to be engaged by the Company
- Use of proceeds: It is proposed that the proceeds of the issue of the Notes will be applied towards the operational needs of the Group, including but not limited to the financing of capital expenditure, the supplementation of working capital and the repayment of existing bank loans

#### Conditions

According to the PRC law and the Articles of Association, the proposed issue of the Notes shall be subject to the Shareholders' approval by way of special resolution at the EGM and shall be conditional upon obtaining necessary approvals for registration of the proposed issue of the Notes from the NAFMII.

---

## LETTER FROM THE BOARD

---

Under the relevant PRC laws and regulations, the validity period of the registration is 2 years from the Registration Date. Within the validity period, the Notes may be issued in lump sum or in several tranches, provided that the initial issue of the Notes shall be completed within two months from the Registration Date, and the issuer shall file the proposed issue with the NAFMII two days prior to any subsequent issues for their record.

**Warning:**

**As the proposed issue of the Notes may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.**

**Proposed Granting of Authorisation to the Board**

In order to ensure that the proposed issue of the Notes will duly comply with the applicable legal and regulatory requirements, and to enable the Board to carry out the proposed issue of the Notes smoothly, it is proposed that the authorisation to be granted to the Board or any one Director by the Shareholders at the EGM shall include but not limited to the following:

- (a) to determine the terms of the issue of the Notes, including but not limited to the size of issue, issue price, term of the Notes, timing of issuance, maturity, method(s) of the issue, interest rate(s) and the method to determine the interest rate(s), security matters, etc.;
- (b) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging underwriting institution(s), credit rating authority(s) and legal representative(s);
- (c) to undergo all necessary negotiations, amend and execute all relevant contracts, agreements and other necessary documents (including but not limited to the applications for approvals of the issue of the Notes, registration report(s), offering document(s), underwriting agreement(s), announcement(s) and document(s) for disclosures as required under applicable legal and/or regulatory requirement(s);
- (d) to apply for all necessary approvals and conduct all necessary filings and registrations in connection with the proposed issue of the Notes, including but not limited to submitting relevant application(s) for registration to the relevant PRC authorities and making all necessary amendments to the application(s) and document(s) and making submissions to the relevant PRC authorities on any queries which they may have in relation to the issue of the Notes; and
- (e) to take all necessary actions and steps for and deal with or make decisions on all matters relevant to the issue of the Notes.

---

## LETTER FROM THE BOARD

---

### Reasons for the Proposed Issue

The Board believes that the proposed issue of the Notes will provide the Company with additional source of funds for the operational needs of the Group. Further, the related interest rate will not exceed the best lending rate quoted by the People's Bank of China for the corresponding period. Thus, the Company can enhance its financial strength and reduce its funding costs.

Therefore, the Board considers that the proposed issue of the Notes is in the interests of the Company and the Shareholders as a whole.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Crosby is currently holding 82,250,000 Non-listed Foreign Investment Shares, representing approximately 3.64% of the Total Share Capital. Front Trend is currently holding 37,540,000 Non-listed Foreign Investment Shares, representing approximately 1.66% of the Total Share Capital. Murray is currently holding 119,790,000 Non-listed Foreign Investment Shares, representing 5.31% of the Total Share Capital. Pursuant to the Agreements, Crosby, Front Trend and Murray proposed to transfer all their respective existing Non-listed Foreign Investment Shares to Shenzhen Electronics. The completion of the Proposed Shares Transfer is subject to, amongst others, the approval by the Provincial Department of the Ministry of Commerce of the PRC and/or other related PRC authorities. Upon completion of the Proposed Shares Transfer, the said Non-listed Foreign Investment Shares will be redesignated into Domestic Shares and Shenzhen Electronics will hold a total of 239,580,000 Domestic Shares, representing approximately 10.61% of the Total Share Capital.

The Directors confirm, to the best of their knowledge, information and belief, that having made all reasonable enquiries, Shenzhen Electronics, Crosby, Front Trend and Murray, together with their ultimate beneficial owners are all Independent Third Parties and have no connection with the Company or any of its connected persons.

In order to provide for the Proposed Shares Transfer, the Board proposes that Article 18 of the Articles of Association be amended and the Proposed Articles Amendments will only become effective upon the completion of the Proposed Shares Transfer. Should there be any discrepancies between the Chinese version and the English version of the Proposed Articles Amendments as set out in the EGM Notice, the Chinese version shall prevail.

Particulars of the Proposed Articles Amendments are set out in the EGM Notice. In general, the Proposed Articles Amendments is to reflect the changes in the shareholding structure of the Company upon the completion of the Proposed Shares Transfer.

The Company's PRC legal adviser is of the view that the Proposed Articles Amendments are in compliance with the relevant PRC laws and regulations and the Articles of Association. Save as disclosed in this circular, to the best knowledge, information and belief of the Directors having made all reasonable enquiries and based

---

## LETTER FROM THE BOARD

---

on the advice of the Company's PRC legal adviser, the Directors are not aware of any other material impacts on the holders of H Shares due to the Proposed Shares Transfer and the Proposed Articles Amendments.

#### 4. EGM

The EGM Notice is set out on pages 10 to 13 of this circular. The EGM will be 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 8 July 2009 at 3:00 p.m. At the EGM, special resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the proposed issue of the Notes in the PRC and the Proposed Articles Amendments.

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

#### 5. ACTION TO BE TAKEN

The form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return them to the registered address of the Company at Room 43A, 43rd Floor, Block C, Electronic Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 24 hours before the time for holding of EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

A reply slip for the purpose of informing the Company whether you will be attending (in person or by proxy) the EGM is also despatched to you with this circular. Shareholders who intend to attend the EGM are requested to complete and return the reply slip to the Company not later than 20 days before the date of the EGM (i.e. on or before 18 June 2009) in accordance with the Articles of Association. In the event that the written replies received from the Shareholders indicating that they intend to attend the EGM represent less than half of the total number of Shares with voting rights of that relevant meeting, the Company shall within 5 days thereafter inform its Shareholders by way of an announcement the proposed matters for consideration at the relevant meeting and the date and venue of the relevant meeting. The relevant meeting may be convened after such announcement has been published.

---

## LETTER FROM THE BOARD

---

### 6. RECOMMENDATION

The Directors believe that the proposed issue of the Notes, the Proposed Articles Amendments and all other resolutions set out in the notice of EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the resolutions set out in the notice of EGM.

### 7. GENERAL

Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

Yours faithfully,  
By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Li Ruijie**  
*Chairman*

\* *for identification purpose only*



深圳宝德科技集团股份有限公司

(前稱深圳市宝德科技股份有限公司)

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

**(formerly known as 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Powerleader Science & Technology Group Limited\* (the “**Company**”) will be 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 Wednesday, 8 July 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, approving (with or without modifications) the following special resolutions:

### SPECIAL RESOLUTIONS

1. **THAT:**

the Company be and is hereby approved and authorised to issue medium-term notes (the “**Notes**”) in the aggregate principal amount not exceeding RMB100 million in the PRC, details of which are set out in the circular of the Company dated 22 May 2009, and to authorise the directors of the Company to generally and unconditionally deal with all matters relating to and/or in connection with the issue of the Notes.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### 2. THAT:

the following amendments to the Articles of Association of the Company (“**Articles of Association**”), which reflect the consequential amendments to the existing Articles of Association upon the completion of the proposed shares transfer (“**the Proposed Shares Transfer**”) of the Company’s non-listed foreign investment shares of nominal value of RMB0.10 each (“**Non-listed Foreign Investment Shares**”) respectively held by (i) Crosby ChinaChips Holdings (2) (BVI) Limited (“**Crosby**”) currently holding 82,250,000 Non-listed Foreign Investment Shares, (ii) Front Trend Investment Limited (“**Front Trend**”) currently holding 37,540,000 Non-listed Foreign Investment Shares, and (iii) Murray Venture Limited (“**Murray**”) currently holding 119,790,000 Non-listed Foreign Investment Shares to 深圳市恒通達遠電子有限公司 (“**Shenzhen Electronics**”) whereby the said Non-list Foreign Investment Shares will be redesignated into domestic invested shares of nominal value of RMB0.10 each (“**Domestic Shares**”), be and are hereby made with effect from the date of completion of the Proposed Shares Transfer:

#### Article 18

By deleting the existing Article 18 in its entirety and substituting therefor the following new Article 18:

“Article 18 After incorporation, the number of issued ordinary shares of the Company is presently 2,257,500,000 shares. The share structure is as follows:

1. Holders of Domestic Shares hold 1,650,000,000 shares in aggregate, representing 73.9% of the total share capital;
  - (1) 1,021,845,000 shares are held by 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited\*), representing 45.26% of the total share capital;
  - (2) 239,580,000 shares are held by 深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited\*), representing 10.61% of the total share capital;
  - (3) 159,637,500 shares are held by 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Company Limited\*), representing 7.07% of the total share capital;
  - (4) 103,295,000 shares are held by 深圳市綠恒科技有限公司 (Shenzhen Luheng Technology Company Limited\*), representing 4.58% of the total share capital;
  - (5) 125,642,500 shares are held by 北京雅利安達科技發展有限公司 (Beijing Yalianda Technology Development Company Limited\*), representing 5.57% of the total share capital;

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

2. Holders of overseas listed shares hold 607,500,000 shares in aggregate, representing 26.91% of the total share capital.”

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Li Ruijie**  
*Chairman*

Shenzhen, the PRC, 22 May 2009

**Notes:**

1. Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote on his/her behalf in accordance with the Articles of Association. A proxy need not be a shareholder of the Company.
2. To be valid, the 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, 17th 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 rely slip and return it by hand or by post to the H share registrar of the Company (for holder of H Shares) or to the registered address of the Company (for holders of Domestic Shares) on or before 18 June 2009. Please refer to the reply slip for details of instructions.
4. The register of members of the Company will be closed from 8 June 2009 to 8 July 2009, both days inclusive, during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:00 p.m. on 5 June 2009 will be entitled to attend and vote at the meeting. All transfers accompanied by relevant share certificates must be lodged with Company’s H share registrar and transfer office in Hong Kong not later than 4:00 p.m. on 5 June 2009.
5. Completion and return of the proxy form and reply slip 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.
6. Shareholders or their proxies shall produce their identity documents when attending the meeting.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

7. The EGM is expected to last for half an hour. Shareholders of the Company and their proxies attending the EGM shall be responsible for the transportation and accommodation expenses on their own.
8. The special resolution as set out above will be determined by way of poll.

*As at the date hereof, the Board comprises a total of 10 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, Dr. Guo Wanda and Mr. Yim Hing Wah as independent non-executive directors.*

*\* for identification purposes only*