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## 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.

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;
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 reply 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.
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 of this announcement, 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, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Yim Hing Wah as independent non-executive directors.*

*This announcement, 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 GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and the Company's website at [www.powerleader.com.cn](http://www.powerleader.com.cn).*

\* for identification purpose only