
THE SUPPLEMENTARY CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplementary 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 supplementary circular 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).

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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)

**SUPPLEMENTARY CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 22 MAY 2009**

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

**CHANGES IN PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

This supplementary circular should be read in conjunction with the Circular to Shareholders dated 22 May 2009 of which this supplementary circular forms part.

A notice convening the EGM 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. was set out on pages 10 to 13 of the Circular. A form of proxy for use by the Shareholders was enclosed with the Circular. Whether or not you are able to attend the EGM or any adjournment thereof, please complete and return the 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 meeting, or any adjourned meeting, should you so wish.

This supplementary 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 supplementary 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 supplementary circular misleading; and (iii) all opinions expressed in this supplementary circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

* for identification purpose only

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>
DEFINITIONS	1
LETTER FROM THE BOARD	2
— INTRODUCTION	2
— CHANGES IN PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	3
— EGM	5
— ACTION TO BE TAKEN	6
— RECOMMENDATION	6
— GENERAL	6

DEFINITIONS

In this supplementary circular, the following terms shall have the following meanings unless the context otherwise requires. Unless otherwise defined herein, terms defined in the Circular shall have the same meanings when used in this supplementary circular.

- “Agreement (A)” the shares 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 the completion of which is expected to be on or before 31 December 2009, 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 shares 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 the completion of which is expected to be on or before 31 December 2010, 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
- “Circular” the circular of the Company dated 22 May 2009
- “New Proposed Articles
Amendments” the Proposed Articles Amendments as revised to be considered and approved by the Shareholders at the EGM, particulars of which are set out in the section headed “CHANGES IN PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” in this supplementary circular
- “New Special
Resolution No. 2” the new special resolution no. 2 as set out in the section headed “CHANGES IN PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION” in this supplementary circular which supersedes the special resolution no. 2 as set out in the Circular and the EGM Notice, and for the purpose of the EGM and/or the EGM Notice, reference to “special resolution no. 2” shall mean the New Special Resolution No. 2 unless otherwise specified
- “*” for identification only



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(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:

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Electronic Science &
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Shennan Road Central
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The PRC

Principal place of business in Hong Kong:

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

9 June 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**

**CHANGES IN PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

1. INTRODUCTION

The supplementary circular should be read in conjunction with the Circular of which this supplementary circular forms part.

LETTER FROM THE BOARD

On 22 May 2009, the Company issued to the Shareholders the Circular in respect of the proposed issue of the Notes in the PRC and the Proposed Articles Amendments. As set out in the Circular, the Proposed Articles Amendments are to reflect the changes in the shareholding structure of the Company upon completion of the Proposed Shares Transfer. On 5 June 2009, the Company announced that certain changes in the Proposed Articles Amendments are to be made in order to bring the related proposed amendments in line with the expected schedules of completion of the proposed shares transfer under Agreement (A) and Agreement (B). The purpose of this supplementary circular is to provide you with information relating to, amongst others, the New Proposed Articles Amendments.

2. CHANGES IN PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As set out in the Circular, 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. As set out in the Circular, the Proposed Articles Amendments are to reflect the consequential amendments to the existing Articles of Association upon completion of the Proposed Shares Transfer, i.e. the proposed shares transfer under both Agreement (A) and Agreement (B).

The New Proposed Articles Amendments

It is expected that the proposed shares transfer under Agreement (A) will be completed on or before 31 December 2009 upon submission for approval by the related PRC authorities and completion of payment pursuant to Agreement (A), whereas the proposed shares transfer under Agreement (B) will be completed on or before 31 December 2010 upon submission for approval by the related PRC authorities and completion of payment pursuant to Agreement (B). In order to bring the proposed amendments to the Article of Association in line with the expected schedules of completion of the proposed shares transfer under Agreement (A) and Agreement (B), the Board proposes that Article 18 of the Articles of Association be amended so as to provide for the proposed shares transfer under Agreement (A), and that the said proposed amendments is subject to the approval of Shareholders by way of special resolution at the EGM, and will only become effective upon completion of the proposed shares transfer under Agreement (A). The Company expects to further amend the Articles of Association in connection with the proposed shares transfer under Agreement (B) in a general meeting to be held in 2010.

LETTER FROM THE BOARD

Accordingly, the special resolution no. 2 as set out in the EGM Notice is replaced by the following New Special Resolution No. 2:

“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”) held by 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-listed Foreign Investment Shares will be redesignated into domestic invested shares of nominal value 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 1,530,210,000 Shares in aggregate, representing 67.79% 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) 119,790,000 Shares are held by 深圳市恒通達遠電子有限公司 (Shenzhen Hengtong Dayuan Electronics Company Limited*), representing 5.31% 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;

LETTER FROM THE BOARD

- (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 Non-listed Foreign Investment Shares hold 119,790,000 Shares in aggregate, representing 5.3% of the Total Share Capital;
 - (1) 82,250,000 Shares are held by Crosby ChinaChips Holdings (2) (BVI) Limited, representing 3.64% of the Total Share Capital;
 - (2) 37,540,000 Shares are held by Front Trend Investment Limited, representing 1.66% of the Total Share Capital;
3. Holders of overseas listed foreign shares hold 607,500,000 Shares in aggregate, representing 26.91% of the Total Share Capital.””

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

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.

3. EGM

The EGM Notice was set out on pages 10 to 13 of the Circular. Shareholders are reminded that the special resolution no. 2 as set out in the EGM Notice is replaced by the New Special Resolution No. 2 as set out hereinabove. 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 Wednesday, 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 New Proposed Articles Amendments.

Pursuant to 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 Rules 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

4. ACTION TO BE TAKEN

The form of proxy for use at the EGM was enclosed with the Circular. Whether or not you intend to attend the EGM or any adjournment thereof, you are requested to complete the 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 was also despatched to you with the 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 (ie. 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.

5. RECOMMENDATION

The Directors believe that the New Proposed Articles Amendments and all other resolutions set out in the EGM Notice (for the avoidance of doubt, the special resolution no.2 as set out therein shall be replaced by the New Special Resolution No. 2) 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 EGM Notice.

6. GENERAL

Should there be any discrepancies between the Chinese and English versions of this supplementary 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