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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult a stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant 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 together with the enclosed forms of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of **Powerleader Science & Technology Group Limited**.

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 disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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

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The notice dated 17 July 2012 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 31 August 2012 at 3:00 p.m. is set out on pages 7 to 10 of this circular.

Whether or not you intend to attend the meeting or any adjournment thereof, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for the holding of the meeting or any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending and voting in person at the meeting or any adjourned meeting if 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 GEM for the purpose of giving information with regard to the Company. The directors of the Company, 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 herein or this document misleading.

*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

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## CHARACTERISTICS OF GEM

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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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“Agreement”	the share transfer agreement dated 11 July 2012 entered into among Yali Anda, Eternal Green and Tianjin Chengbai in relation to the proposed transfer of an aggregate of 150,000,000 Domestic Shares held by Yali Anda and Eternal Green to Tianjin Chengbai
“Announcement”	the announcement of the Company dated 11 July 2012 in relation to the Proposed Articles Amendment pursuant to the Proposed Shares Transfer
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	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 PRC with limited liability and whose H Shares are currently listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic shares of nominal value of RMB0.10 each issued by the Company, which are subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange
“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 31 August 2012 at 3:00 p.m. for the purpose of approving the Proposed Articles Amendment
“EGM Notice”	the notice dated 17 July 2012 for convening the EGM as set out on pages 7 to 10 of this circular
“Eternal Green”	深圳市綠恒科技有限公司 (Shenzhen Eternal Green Technology Co., Ltd*), a limited liability company incorporated in the PRC, which as at the Latest Practicable Date held 103,295,000 Domestic Shares
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM, as amended from time to time
“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 Share(s)”	the overseas listed foreign invested ordinary shares 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\$
“Latest Practicable Date”	12 July 2012, being the latest practicable date prior to the printing of the circular for ascertaining certain information for inclusion in this circular
“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 Amendment”	the proposed amendment to the Articles of Association, particulars of which are set out in the section headed “THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION” and the EGM Notice
“Proposed Shares Transfers”	the proposed transfers of Domestic Shares held by Eternal Green and Yali Anda to Tianjin Chengbai pursuant to the Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Tianjin Chengbai”	天津誠柏股權投資合夥企業(有限合夥) (Tianjin Chengbai Capital Fund Investment Partnership (limited partnership)*), a partnership enterprise established in the PRC with limited liability
“Total Share Capital”	the aggregate issued share capital of the Company, as at the Latest Practicable Date, being 2,430,000,000 Shares

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## DEFINITIONS

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“Yali Anda”	北京雅利安達科技發展有限公司 (Beijing Yali Anda Technology Development Co., Ltd*), a limited liability company incorporated in the PRC, which as at the Latest Practicable Date held 125,642,500 Domestic Shares
“%”	per cent
“*”	for identification only



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)**

*Executive Directors*

Ms. Zhang Yunxia (*Chairman*)  
Mr. Dong Weiping (*Chief executive officer*)  
Mr. Ma Zhumao

*Non-executive Directors*

Mr. Li Ruijie  
Mr. Sun Wei  
Mr. Li Donglei

*Independent Non-executive Directors*

Mr. Jiang Baijun  
Dr. Guo Wanda  
Mr. Chan Shiu Yuen Sammy

*Registered office*

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

*Principal place of business  
in Hong Kong*

Unit 105, 1/F,  
Sunbeam Centre,  
27 Shing Yip Street,  
Kwun Tong, Kowloon

17 July 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed amendment to the Articles of Association in connection with the Proposed Shares Transfers, and to seek your approval by way of special resolution for the matter at the EGM to be held on 31 August 2012.

**2. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

As at the Latest Practicable Date, Yali Anda held 125,642,500 Domestic Shares representing approximately 5.17% of the Total Share Capital, while Eternal Green held 103,295,000 Domestic Shares representing approximately 4.25% of the Total Share Capital.

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## LETTER FROM THE BOARD

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Pursuant to the Agreement, Yali Anda has agreed to transfer all its existing Domestic Shares to Tianjin Chengbai; while Eternal Green has agreed to transfer 24,357,500 of its existing Domestic Shares to Tianjin Chengbai. The completion of the Proposed Shares Transfers is subject to, amongst other things, the approval of the amendments to the Articles of Association in respect of the Proposed Shares Transfer by the Shareholders, and approval by the relevant regulatory authorities of the Agreement, the Proposed Shares Transfers and such amendments to the Articles of Association. Upon completion of the Proposed Shares Transfers, 150,000,000 Domestic Shares will be held by Tianjin Chengbai, representing approximately 6.17% of the Total Share Capital.

In connection with the Proposed Shares Transfers, the Board proposes that Article 18 of the Articles of Association be amended and the Proposed Articles Amendment will become effective after approval by the Shareholders in general meeting by a special resolution and approval by the relevant regulatory authority.

Particulars of the Proposed Articles Amendment are set out in the EGM Notice. In general, the Proposed Articles Amendment is to reflect the changes in the holding structure of the Domestic Shares upon the completion of the Proposed Shares Transfers. Should there be any discrepancies between the Chinese version and English version of the Proposed Articles Amendment as set out in the EGM Notice, the Chinese version shall prevail.

The Company's PRC legal adviser is of the view that the Proposed Articles Amendment is 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 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 Transfers and the Proposed Articles Amendment.

### **3. EGM**

The EGM Notice is set out on pages 7 to 10 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 Friday, 31 August 2012 at 3:00 p.m.. At the EGM, a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Articles Amendment.

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.

### **4. 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 reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183

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## LETTER FROM THE BOARD

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Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending and voting in person at the EGM or any adjourned meeting if 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 10 August 2012) 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 Proposed Articles Amendment as set out in the EGM Notice is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of the special resolution set out in the notice of EGM.

### 6. 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\***  
**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\* (the “**Company**”) will 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 Friday, 31 August 2012 at 3:00 p.m. for the following purpose of considering and, if thought fit, approving (with or without modifications) the following special resolution:

1. **THAT:**

the following amendment to the Articles of Association of the Company (“**Articles of Association**”), which reflects the consequential amendments to the existing Articles of Association upon the completion of the proposed shares transfers (the “**Proposed Shares Transfers**”) of the Company’s domestic shares of nominal value of RMB0.10 each (the “**Domestic Shares**”) respectively held by (i) 北京雅利安達科技發展有限公司 (“**Yali Anda**”) currently holding 125,642,500 Domestic Shares and (ii) 深圳市綠恒科技有限公司 (“**Eternal Green**”) currently holding 103,295,000 Domestic Shares, be and is hereby approved:

**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 2,430,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 1,822,500,000 shares in aggregate, representing 75% of the issued share capital of the Company:
  - (1) Powerleader Investment Holding Company Limited (深圳市宝德投資控股有限公司) holds 1,021,845,000 shares, representing 42.05% of the issued share capital of the Company;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd\*) holds 239,580,000 shares, representing 9.86% of the issued share capital of the Company;
- (3) 哈爾濱世紀龍翔科技開發有限公司 (Harbin Shijilongxiang Technology Development Co., Ltd\*) holds 159,637,500 shares, representing 6.57% of the issued share capital of the Company;
- (4) 天津誠柏股權投資合夥企業(有限合夥) (Tianjin Chengbai Capital Fund Investment Partnership (limited partnership)\*) holds 150,000,000 shares, representing 6.17% of the issued share capital of the Company;
- (5) 深圳市綠恒科技有限公司(Shenzhen Eternal Green Technology Co., Ltd\*) holds 78,937,500 shares, representing 3.25% of the issued share capital of the Company;
- (6) 深圳市金博利通投資合夥企業(有限合夥) (Shenzhen Jinbolitong Investment Partnership (limited partnership)\*) holds 72,500,000 shares, representing 2.98% of the issued share capital of the Company;
- (7) 深圳市志正立達投資合夥企業(有限合夥) (Shenzhen Zhizhenglida Investment Partnership (limited partnership)\*) holds 50,000,000 shares, representing 2.06% of the issued share capital of the Company;
- (8) 深圳市嘉創聯合投資合夥企業(有限合夥) (Shenzhen Jiachuang Joint Investment Partnership (limited partnership)\*) holds 50,000,000 shares, representing 2.06% of the issued share capital of the Company;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. shareholders of overseas listed shares hold 607,500,000 shares in aggregate, representing 25% of the issued share capital of the Company.”

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Zhang Yunxia**  
*Chairman*

17 July 2012  
Shenzhen, the PRC

**Notes:**

1. The register of the members of the Company will be closed from 1 August 2012 to 31 August 2012 (both days inclusive) during which no transfer of shares will be registered during the period. Shareholders whose names appeared on the register of the Company on or before 4:30 p.m. on 31 July 2012 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.
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 17M Floor, Hopewell Centre, 183 Queen’s 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 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 10 August 2012. Please refer to the reply slip for details of the instructions.
4. 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.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. The EGM is expected to last for one hour. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

7. 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: Mr. Xu Yueming

*As at the date thereof, the Board comprises nine directors of which three are executive directors, namely Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao; three are non-executive directors, namely Mr. Li Ruijie, Mr. Sun Wei and Mr. Li Donglei; three are independent non-executive directors, namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy.*

\* For identification purpose only