
THIS 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 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 form 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.

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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)

(I) CHANGE OF AUDITORS AND ARTICLES AMENDMENTS
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS
(III) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(IV) NOTICE OF AGM

The notice dated 10 May 2013 convening the AGM 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 26 June 2013 at 2 p.m. is set out on pages N-1 to N-4 of this circular.

Whether or not you intend to attend the AGM, 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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of 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 the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or any adjourned meeting if you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip and return the signed slip in accordance with the instructions printed thereon.

* *For identification purpose only*

10 May 2013

CHARACTERISTICS OF GEM AND STATEMENT OF RESPONSIBILITY AND CONFIRMATION

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.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from its date of publication and the Company’s website at www.powerleader.com.cn.

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DEFINITIONS

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

“AGM”	the annual 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 26 June 2013 at 2:00 p.m.
“Articles Amendments”	the amendments proposed to be made to articles 144 and 145 of the Articles of Association and any other consequential amendments to the Articles of Association in connection with the change of auditors and the consequential change of the accounting standards applicable to the Company’s consolidated financial statements from HKFRS to CASBE
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CASBE”	China Accounting Standards for Business Enterprises
“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 shares 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
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested ordinary shares of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	6 May 2013, being the latest practicable date prior to the printing of the circular for ascertaining certain information for inclusion in this circular
“Main Board”	the main board of the Stock Exchange
“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
“Record Date”	means 10 July 2013, being the record date for the purpose of determining the entitlement of Shareholders to the proposed final dividend for the year ended 31 December 2012
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap 571) of the Laws of Hong Kong
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Shares”	the shares of RMB0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“ZQGAME”	深圳中青宝互动网络股份有限公司, an associate in which the Group held approximately 15.30% of its interest and is listed on the Growth Enterprise Market of the Shenzhen Stock Exchange



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

10 May 2013

To the Shareholders

Dear Sir or Madam,

**(I) CHANGE OF AUDITORS AND ARTICLES AMENDMENTS;
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(III) PROPOSED DECLARATION OF FINAL DIVIDEND**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, among other things, (i) the change of auditors and the Articles Amendments, (ii) the re-election of Directors and Supervisors and (iii) the proposed declaration of final dividend for the year ended 31 December 2012.

* *For identification purpose only*

LETTER FROM THE BOARD

2. CHANGE OF AUDITORS AND ARTICLES AMENDMENTS

Shinewing (HK) CPA Limited (“**Shinewing HK**”), the auditors of the Company for the financial year ended 31 December 2012, will retire as the auditors of the Company with effect from the conclusion of the AGM.

PRC incorporated companies listed in Hong Kong are allowed to prepare their financial statements in accordance with the CASBE, and PRC accounting firms approved by the Ministry of Finance of China and the China Securities Regulatory Commission are allowed to act as reporting accountants and/or auditors of PRC incorporated companies listed in Hong Kong. Given that the majority of the Company’s subsidiaries and business operations are located/conducted in the PRC, the financial statements of the majority of the Company’s subsidiaries are prepared using the applicable PRC accounting standards. The Board considers that it is in the interests of the Company and the Shareholders to appoint Shinewing HK’s PRC counterpart, ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合伙)) (“**ShingWing CPA**”), to serve as the Company’s auditors of its consolidated financial statements in accordance with CASBE. Accordingly, the Board, with the recommendation of the audit committee of the Company and subject to the passing of an ordinary resolution by the Shareholders at the AGM, proposes to appoint ShineWing CPA as the new auditors of the Company to fill the vacancy arising from the retirement of Shinewing HK in order to improve the efficiency and reduce the audit expenses of the audit works. ShineWing CPA is a firm of practising accountants which has been approved by the Ministry of Finance of China and the China Securities Regulatory Commission as eligible to act as reporting accountants and/or auditors for PRC incorporated companies listed in Hong Kong. An ordinary resolution for the appointment of ShineWing CPA as the auditors of the Company for the year ending 31 December 2013 and for the authorisation of the Board to determinate their remuneration will be proposed at the AGM.

Shinewing HK has confirmed that there are no matters that need to be brought to the attention of the Shareholders in connection with its retirement. The Board also confirmed that there are no circumstances in respect of the change of auditors that need to be brought to the attention of the Shareholders.

In view of the change of auditors and the consequential change of the accounting standards applicable to the Company’s consolidated financial statements from HKFRS to CASBE, the Board proposes the following amendments (and any other consequential amendments in connection with the change of auditors and the consequential change of the accounting standards applicable to the Company’s consolidated financial statements from HKFRS to CASBE) to be made to the Articles of Association:

- (i) Article 144 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The Company’s financial statements should be prepared according to Chinese accounting standards and regulations. In addition, according to the needs of the Company, the financial statements may also be prepared in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s). In case there is major discrepancy between the two

LETTER FROM THE BOARD

financial statements prepared in accordance with the two sets of accounting standards, it should be stated in the notes to the financial statements. When the Company allocates after-tax profit for a relevant accounting year, the set of financial statements that contain the lesser after-tax profit out of the above two financial statements shall prevail.”#; and

- (ii) Article 145 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The quarterly reports, interim results, annual reports or any financial data published or disclosed by the Company should be prepared in accordance with Chinese accounting standards and laws, rules and regulations applicable in China. In addition, if the Company considers necessary, the Company may also prepare its financial statements in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s).”#.

3. RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with the Articles of Association, Directors shall be elected at a general meeting of the Company. The term of the Directors shall commence from the date of appointment until the expiry of the relevant session of the Board. The Company adopted 25 July 2001, being the date of the first general meeting of the Company, as the date of the first session of the Board and each session shall be for a term of three years. Therefore, all incumbent Directors shall be subject to re-election at the forthcoming AGM.

As at the Latest Practicable Date, 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; and three are independent non-executive Directors, namely Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, all of which have been nominated for re-election as Directors for the coming session of the Board, among whom Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy have been nominated for re-election as independent non-executive Directors.

In accordance with the Articles of Association, the Supervisory Committee shall be composed of three Supervisors, two of which shall be elected by the Shareholders at general meeting and one of which shall be elected by the staff through a democratic process. As at the Latest Practicable Date, the Supervisory Committee comprises three Supervisors, namely Ms. Shu Ling and Ms. Li Xiaowei as the Supervisors elected by the Shareholders at general meeting and Mr. Chen Zhen Zhi as the Supervisor elected by the staff through a democratic process. Ms. Shu Ling and Ms. Li Xiaowei have been nominated for re-election by the Shareholders at general meeting as Supervisors.

The English version of the proposed amendments to the Articles of Association is for reference only and if there is any conflict between the English and the Chinese versions, the Chinese version shall prevail.

LETTER FROM THE BOARD

The biographical details of Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Li Donglei, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, who will stand for re-election as Directors and Ms. Shu Ling and Ms. Li Xiaowei who will stand for re-election as Supervisors at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out in Appendix I to this circular.

All the candidates set out in Appendix I to this circular will be re-elected at the forthcoming AGM by resolutions passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The new term of office of the elected Directors and Supervisors will be for a period of three years, which is proposed to commence on 26 June 2013 and will expire on the date of the annual general meeting of the Company to be held in 2016.

4. PROPOSED DECLARATION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2012

According to the 2012 annual results announcement of the Company dated 27 March 2013, the Board proposed the payment of final dividend for the year ended 31 December 2012 of RMB0.005 per Share to the Shareholders whose names appear on the register of members of the Company on the Record Date. For distribution of such dividend, dividend for Domestic Shares will be paid in RMB while dividend for H Shares will be paid in Hong Kong dollars.

Subject to the approval of the Shareholders at the AGM, the payment of final dividend for the year ended 31 December 2012 aforesaid will be distributed and the final dividend cheques will be dispatched to the Shareholders whose names appear on the register of members of the Company on the Record Date.

As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for the year ended 31 December 2012.

Pursuant to the “PRC Corporate Income Tax Law” (《中華人民共和國企業所得稅法》), the “PRC Implementation Regulations of the Corporate Income Tax Law” (《中華人民共和國企業所得稅法實施條例》), the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” ([Guo Shui Fa 2009] No.124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》([國稅發2009]124號)) and other relevant laws and regulations in respect of holders of H Shares which are non-resident enterprises, the Company shall withhold and pay the corporate income tax in respect of the dividends to which they are entitled in accordance with the tax rate of 10%.

Pursuant to the “PRC Individual Income Tax Law” (《中華人民共和國個人所得稅法》), the “PRC Implementation Regulations of the Individual Income Tax Law” (《中華人民共和國個人所得稅法實施條例》), the “Notice of the Ministry of Finance, State Administration of Taxation in relation to certain policy issues in respect of individual income tax” ([Cai Shui Zi 1994] No.020) (《財政部、國家稅務總局關於個人稅若干政策問題的通知》([財稅字1994] 020號)) and other relevant laws and regulations, no PRC individual income tax for

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individual holders of H Shares will be withheld in respect of the dividends obtained by the individual holders of H Shares from the Company (an enterprise with foreign investment within the PRC). As such, any H Shares which are not registered in the name(s) of individual(s) (which, for this purpose, includes H Shares registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or groups) shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

Closure of Register of Members of the Company

Subject to the approval of the Shareholders at the AGM and for the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend for the year ended 31 December 2012, the register of members of the Company will be closed from Friday, 5 July 2013 to Wednesday, 10 July 2013, both dates inclusive, during which period no transfers of Shares will be effected. In order to be qualified for the payment of proposed final dividend for the year ended 31 December 2012, all transfer instruments accompanied by the relevant Share certificates must be lodged by holders of H Shares with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 July 2013. All transfers of the Domestic Shares together with the relevant Share certificates must be delivered at the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on Thursday, 4 July 2013.

5. THE AGM

The notice of AGM is set out on pages N-1 to N-4 of this circular. A proxy form for use at the AGM to be held at 2:00 p.m. on 26 June 2013 at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao'an District, Shenzhen, the PRC is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form for use at the AGM 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, at 17M Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services

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Limited, at 17M Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) not later than 20 days before the date of the AGM (i.e. on or before 6 June 2013) in accordance with the instructions printed thereon.

In the event that based on the written replies received from the Shareholders indicating that they intend to attend the AGM, the number of Shares with the voting rights as are held by the Shareholders attending the meeting represents not more than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter re-notify its Shareholders of the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such notice has been given.

Closure of Register of Members of the Company

The register of members of the Company will be closed from Sunday, 26 May 2013 to Wednesday, 26 June 2013, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of the H Shares together with the relevant Share certificates must be delivered to the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 24 May 2013, and all transfers of the Domestic Shares together with the relevant Share certificates must be delivered to the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on Friday, 24 May 2013.

6. RECOMMENDATIONS

The Board is of the view that (i) the appointment of ShineWing CPA as the auditors of the Company for the year ending 31 December 2013, (ii) the Articles Amendments, (iii) the re-election of Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Li Donglei, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy as Directors, (iv) the re-election of Ms. Shu Ling and Ms. Li Xiaowei as Supervisors and (v) the declaration of final dividend for the year ended 31 December 2012 are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
Chairman

* For identification purpose only

The biographical details of Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Li Donglei, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy, who will stand for re-election as Directors and Ms. Shu Ling and Ms. Li Xiaowei who will stand for re-election as Supervisors at the AGM as required under Rule 17.46A of the GEM Listing Rules are set out below:

EXECUTIVE DIRECTORS

Ms. Zhang Yunxia (“Ms. Zhang”), aged 47, is an executive Director and the chairman of the Company. Ms. Zhang graduated from the Faculty of Computer Engineering in Software of Nankai University (南開大學) in 1988 with a bachelor degree in computer system engineering and then obtained a master degree in tourism business management from the same university in 1990. Ms. Zhang has extensive experience in computer engineering industry. She has worked in Shenzhen Wan Tong Software Engineering Co., Ltd. as an engineer in 1990. In 1991, Ms. Zhang and Mr. Li Ruijie established Shenzhen Xin Le He Electronics Company Limited* (深圳市新樂和電子有限公司). In August 1997, Ms. Zhang, together with Mr. Li Ruijie, established the Company and was appointed as a Director on 31 August 2006. Ms. Zhang is currently responsible for the strategic planning and the overall development of the Company. Ms. Zhang is currently the vice president of the Shenzhen Software Industry Association and the vice president of the Shenzhen Women Entrepreneurs Association.

Ms. Zhang is a director of Powerleader Investment and ZQGAME. Ms. Zhang and Mr. Li Ruijie are interested in an aggregate of 25.50% of the issued share capital of ZQGAME through Powerleader Investment. Ms. Zhang and Mr. Li are interested in an aggregate of 1,021,845,000 Domestic Shares (representing approximately 42.05% of the issued share capital of the Company) held by Powerleader Investment. Ms. Zhang is also a director of various subsidiaries of the Company, namely, Powerleader Science & Technology (H.K.) Limited, Baotong Zhiyuan Technology Limited* (宝通志遠科技有限公司) and Powerleader Binhai Technology (Tianjin) Company Limited* (宝德濱海科技(天津)有限公司).

Ms. Zhang is the wife of Mr. Li Ruijie, a non-executive Director and the vice chairman of the Company.

The term of office of Ms. Zhang is 3 years commencing from her appointment on 31 August 2012. Pursuant to the terms of her service agreement with the Company, Ms. Zhang is entitled to an annual emolument of RMB240,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Ms. Zhang is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Mr. Dong Weiping (“Mr. Dong”), aged 52, is an executive Director and the chief executive of the Company. Mr. Dong graduated from Jilin University (吉林大學) 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 was appointed as a Director on 25 February 2002 and he is responsible for sales and marketing and the overall operation of the Company. Mr. Dong is also a director of various subsidiaries of the Company, namely, Powerleader Computer System Co., Ltd* (寶德計算機系統有限公司) and Baotong Zhiyuan Technology Limited* (寶通志遠科技有限公司). The term of office of Mr. Dong is 3 years commencing from his appointment on 12 December 2011. Pursuant to the terms of his service agreement with the Company, Mr. Dong is entitled to an annual emolument of RMB420,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Dong is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Mr. Ma Zhumao (“Mr. Ma”), aged 48, is an executive Director and a vice president of the Company. He graduated with a bachelor degree in computer software engineering from Tianjin University (天津大學) in 1985 and obtained a master degree in Computer Architecture from Tianjin University (天津大學) in 1988 and another master degree in Business Administration of Guanghua School of Management, Peking University (北京大學光華管理學院) in 2003. Mr. Ma was previously an executive Director from September 1999 to March 2002, and then joined TCL Computer Co., Ltd as a technical director. He has worked for a number of IT companies and has extensive experience in IT industry. He has worked as an engineer at the Tianjian Computer Applied Technology Research Institute* (天津電腦應用技術研究所), as an assistant general manager at Shenzhen Wan Tong Software Co., Ltd.* (深圳萬通軟體有限公司), as a senior engineer at Shenzhen Ai Hua Electronics Co., Ltd.* (深圳愛華電子有限公司) and as a deputy general manager and chief engineer in certain of its subsidiaries. Prior to joining the Company in October 2005, he has worked for Clustars Supercomputing Co., Ltd as president. Mr. Ma was appointed as a Director of the Company on 31 August 2006 and is responsible for assisting the chief executive of the Company in managing the operation of the Group, in particular, the establishment and management of the after-sales team.

The term of office of Mr. Ma is 3 years commencing from his appointment on 31 August 2012. Pursuant to the terms of his service agreement with the Company, Mr. Ma is entitled to an annual emolument of RMB240,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Ma is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

NON-EXECUTIVE DIRECTORS

Mr. Li Ruijie (“Mr. Li”), aged 45, is the vice chairman of the Company and a non-executive Director. Mr. Li graduated from Nankai University (南開大學) in the PRC with double bachelor degrees in economics and electronics science in 1988 and obtained an Executive Master of Business Administration from Cheung Kong Graduate School of Business (長江商學院) in 2012. Mr. Li has over 10 years of experience in the PRC IT industry. Mr. Li has worked for Shenzhen Shanbao Electronics Co., Ltd. as engineer and then for Shenzhen Wan Tong Software Engineering Limited as sales manager during the period from 1989 to 1991. In 1991, he, together with Ms. Zhang, set up Shenzhen Xin Le He Electronics Company Limited.* (深圳市新樂和電子有限公司) to carry on IT-related business until July 1997. Mr. Li and Ms. Zhang established the Company in August 1997 and he is currently responsible for the administration and research and development of the Company. Mr. Li is a technical expert of the Ministry of Cloud Computing Research Center, the vice chairman of the cloud computing committee of the China Association for Computing Machinery, the executive vice president of the Chaoshan Chamber of Commerce of the Shenzhen General Chamber of Commerce, the vice president of the Shenzhen Information Industry Association, the vice president of the Shenzhen Cloud Computing Industry Association, an executive director of the Shenzhen General Chamber of Commerce (Federation of Industry and Commerce), the vice president of the General Chamber of Commerce of Futian District, the vice president of the Shenzhen Charity Federation and an expert of the CSIP Cloud Computing Research Centre of the Ministry of Industry and Information Technology.

Mr. Li is currently the chairman of Powerleader Investment and the chairman and general manager of ZQGAME. Mr. Li and Ms. Zhang are interested in an aggregate of 25.50% of the issued share capital of ZQGAME through Powerleader Investment. Mr. Li and Ms. Zhang are interested in an aggregate of 1,021,845,000 Domestic Shares (representing approximately 42.05% of the issued share capital of the Company) held by Powerleader Investment. Mr. Li is also a director of various subsidiaries of the Company, namely, Powerleader Cloud Computing Research Centre Company Limited* (寶德雲計算研究院有限公司), Baotong Zhiyuan Technology Limited* (寶通志遠科技有限公司), Powerleader Binhai Technology (Tianjin) Company Limited* (寶德濱海科技(天津)有限公司) and Powerleader Science & Technology (H.K.) Limited.

Mr. Li is the husband of Ms. Zhang, an executive Director and the chairman of the Company.

The term of office of Mr. Li commences upon his appointment on 30 March 2012 and ends on 11 December 2014. Pursuant to the terms of his service agreement with the Company, Mr. Li is entitled to an annual emolument of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Li is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Mr. Li Donglei, aged 45, is a non-executive Director. He graduated from the department of computer science of Shandong University (山東大學) with a bachelor degree in science in 1989. 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 Huicong Group Jinan Company* (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. From 2001 onwards, he has been acting as the general manager of (i) Beijing Linhe Zhiye Advertisement Company Limited* (北京聯合智業廣告有限公司) until 2004 and (ii) Beijing Xinlinhe Zhiye Consultation Company Limited* (北京鑫聯合智業企業顧問有限公司) (“**IBCG**”) and was in charge of strategic planning of IBCG, business development and general management. IBCG is a marketing partner of some international companies and brands in China, including Philips CE, Panasonic and Ariston. Mr. Li was appointed as a Director on 10 May 2007.

The term of office of Mr. Li Donglei is 3 years commencing from his appointment on 8 May 2010 until the date of the annual general meeting of the Company to be held in 2013. Pursuant to the terms of his service agreement with the Company, Mr. Li Donglei is entitled to an annual emolument of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Li Donglei is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Mr. Sun Wei (“Mr. Sun”), aged 48, is a non-executive Director. He graduated from the department of automation control of Harbin Shipbuilding Engineering Institute (哈爾濱船舶工程學院) with a bachelor degree and a master degree in engineering in July 1987 and September 1992 respectively and worked as a lecturer after graduation. He then obtained a master degree in Business Administration from China Europe International Business School (北京中歐國際工商學院) in September 2005 and a doctoral degree in control theory and control engineering from Harbin Engineering University (哈爾濱工程大學) in June 2006. In January 1997, he founded Harbin Century Longxiang Technology Development Company Limited* (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 Harbin Engineering University Longxiang Yuntong Technology Development Company Limited* (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. Mr. Sun was appointed as a Director on 10 May 2007.

The term of office of Mr. Sun is 3 years commencing from his appointment on 8 May 2010 until the date of the annual general meeting of the Company to be held in 2013. Pursuant to the terms of his service agreement with the Company, Mr. Sun is entitled to an annual emolument of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Sun is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Jiang Baijun (“Mr. Jiang”), aged 51, is an independent non-executive Director. He graduated with a bachelor of arts degree in Chinese Language from the China Central Radio and TV University (中央廣播電視大學), 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 of the Company’s 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 Compaq 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 Qinzhong Electronics from 2002 to 2004, and the market strategic consultant of Huayu Bancoo from 2003 to 2004. From 2003 to October 2005, Mr. Jiang has been the market strategic consultant of the PC business of IBM China (notebook computer business), and Mr. Jiang has been the market strategic consultant of the Panasonic business and FUJITSU business of the China Daheng Group from 2004 to April 2007. Mr. Jiang was appointed to be an independent non-executive Director on 20 May 2005.

Mr. Jiang is a member of the audit committee, nomination committee and remuneration committee of the Company.

Mr. Jiang has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 20 May 2010 until the date of the annual general meeting of the Company to be held in 2013 and is entitled to a basic annual remuneration of RMB60,000 which is determined with reference to his duties and responsibilities with the Company. In addition, Mr. Jiang is not entitled to receive any discretionary bonus.

Dr. Guo Wanda (“Dr. Guo”), aged 47, is an independent non-executive Director. He obtained his bachelor, master and doctoral degree in Economics from Nan Kai University in 1984, 1986 and 1991 respectively, specializing in China macroeconomic & industrial policy studies and enterprises strategy analysis. He has worked as a researcher at the Economics Research Institute of Nan Kai University, as the head of the Macroeconomic Forecast Department of the Shenzhen Information Centre (深圳市信息中心經濟預測部宏觀室), as the head of the investment department, the secretary of the board and the assistant general manager of Shenzhen Guangshun Company Limited* (深圳廣順股份有限公司), and the chairman and general manager of Guangshun Investment Hubei Shashi Company* (廣順投資湖北沙市公司). Dr. Guo is currently the vice president of China Development Institute of Shenzhen. He is also the chairman of Shenzhen Association of Management Consultants and a committee member of the advisory committee of Shenzhen municipal government. He has been an independent non-executive director of Shenzhen FIYTA Holdings Limited, a company whose shares are listed on the Shenzhen Stock Exchange since 2005. Dr. Guo is also an independent non-executive director of Shenzhen MYS Environmental Protection & Technology Co., Ltd. and Hit Shouchuang Technology Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange and Shanghai Stock Exchange respectively. He was appointed to be an independent non-executive Director on 6 June 2008.

Dr. Guo is a member of the audit committee, nomination committee and remuneration committee of the Company.

Dr. Guo has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 6 June 2011 and is entitled to a basic annual remuneration of RMB60,000 which is determined with reference to his duties and responsibilities with the Company. In addition, Dr. Guo is not entitled to receive any discretionary bonus.

Mr. Chan Shiu Yuen Sammy (“Mr. Chan”), aged 49, is an independent non-executive Director. He has more than 19 years of experience in auditing, accounting, taxation, business consultancy and financial management. Mr. Chan holds a bachelor of commerce degree from Dalhousie University, Canada and is a fellow member of the Association of Chartered Certified Accountants in United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan had worked for Deloitte Touche Tohmatsu Limited for over 8 years, and after that he acted as the qualified accountant, company secretary and authorized representative of the Company during the period from May 2005 to May 2007. Mr. Chan was the deputy general manager of China Fibretech Limited, the securities of which are listed on the main board of the Singapore Stock Exchange Limited, during the period from July 2007 to February 2009. He was appointed as an independent non-executive Director on 10 December 2009. Mr. Chan is currently the chief financial officer of Newtree Group Holdings Limited, the securities of which are listed on the main board of the Stock Exchange of Hong Kong Limited. In addition, Mr. Chan is a shareholder and director of Brilliant Consultancy Limited, a business consultancy firm established by himself and others since 2001.

Mr. Chan is the chairman of the audit committee, nomination committee and remuneration committee of the Company.

Mr. Chan has entered into a service agreement with the Company for a term of 3 years commencing from his appointment on 10 December 2010 and is entitled to a basic annual remuneration of RMB60,000 which is determined with reference to his duties and responsibilities with the Company. In addition, Mr. Chan is not entitled to receive any discretionary bonus.

SUPERVISORS

Ms. Shu Ling (“Ms. Shu”), aged 39, is the chairlady of the supervisory committee of the Company and the deputy general manager of Powerleader Computer System Co., Ltd* (宝德计算机系统有限公司), a subsidiary of the Company. Ms. Shu graduated from Guizhou Education University (贵州师范大学) in the PRC with a bachelor degree in biology education. Ms. Shu joined the Company in November 1998 and was appointed as a chairlady of the supervisory committee of the Company on 18 January 2001. Ms. Shu is currently responsible for procurement of the Company.

Ms. Shu has entered into a service agreement with the Company for a term of 3 years commencing from her appointment on 12 December 2011 and is entitled to a basic annual remuneration of RMB120,000 which is determined with reference to her duties and responsibilities with the Company. Under the service contract, Ms. Shu is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Ms. Li Xiaowei (“Ms. Li”), aged 37, is a supervisor of the Company and the chief operating officer of Ex-Channel Group Limited, a subsidiary of the Company. Ms. Li graduated from Xian University of Technology (西安理工大学) in the PRC with a bachelor degree in electrical engineering. Before joining the Company, Ms. Li had worked with Jiangsu Yizheng Wellong Piston Ring Co., Ltd. as a equipment maintenance engineer for one year. Ms. Li joined the Company in February 2001 and is currently responsible for the administration and operation of the Company. Ms. Li was appointed to be a supervisor on 30 September 2004.

Ms. Li has entered into a service agreement with the Company for a term of 3 years commencing from her appointment on 30 September 2010 and is entitled to a basic annual remuneration of RMB108,000 which is determined with reference to her duties and responsibilities with the Company. Under the service contract, Ms. Li is also entitled to an annual management bonus, the amount of which is to be determined by the Board from time to time with reference to the performance results of the Group and its associated companies.

Save as disclosed above, as at the date of this circular, none of the Directors nor the Supervisors (i) has any relationship with any other Directors; (ii) has any interest in Shares which is required to be disclosed under Part XV of the SFO; and (iii) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to their respective appointments.

Save as disclosed above, there is no information relating to the Directors or the Supervisors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



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)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) 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 Wednesday, 26 June 2013 at 2:00 p.m., for the following purposes:

Ordinary Resolutions

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2012;
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2012;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2012;
4. To consider and approve the appointment of ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2013 and to authorize the Board to fix their remuneration;
5. To consider and approve the election of Ms. Zhang Yunxia as a director of the Company and to authorize the Board to fix her remuneration;
6. To consider and approve the election of Mr. Dong Weiping as a director of the Company and to authorize the Board to fix his remuneration;
7. To consider and approve the election of Mr. Ma Zhumao as a director of the Company and to authorize the Board to fix his remuneration;
8. To consider and approve the election of Mr. Li Ruijie as a director of the Company and to authorize the Board to fix his remuneration;

* For identification purpose only

NOTICE OF AGM

9. To consider and approve the election of Mr. Sun Wei as a director of the Company and to authorize the Board to fix his remuneration;
10. To consider and approve the election of Mr. Li Donglei as a director of the Company and to authorize the Board to fix his remuneration;
11. To consider and approve the election of Mr. Jiang Baijun as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
12. To consider and approve the election of Dr. Guo Wanda as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
13. To consider and approve the election of Mr. Chan Shiu Yuen Sammy as an independent non-executive director of the Company and to authorize the Board to fix his remuneration;
14. To consider and approve the election of Ms. Shu Ling as a supervisor of the Company and to authorize the Board to fix her remuneration;
15. To consider and approve the election of Ms. Li Xiaowei as a supervisor of the Company and to authorize the Board to fix her remuneration; and
16. To consider and approve the proposed declaration and payment of final dividend for the year ended 31 December 2012.

Special Resolution

1. To consider, and if thought fit, pass with or without modifications, the following resolution as special resolution:
 - (a) **“THAT** the following amendments to the articles of association of the Company (the **“Articles of Association”**) be and are hereby made with effect from the relevant regulatory authorities in the People’s Republic of China (the **“PRC”**) granting approval for the registration of such amendments (and the Board be and is hereby authorized to make any further amendments to the Articles of Association, which in its opinion are consequential amendments in connection with the change of auditors and the consequential change of the accounting standards applicable to the Company’s consolidated financial statements from Hong Kong Financial Reporting Standards to China Accounting Standards for Business Enterprises, as mentioned in the paragraph headed **“2. Change of auditors**

NOTICE OF AGM

and Articles Amendments” in the circular of the Company dated 10 May 2013, a copy of which is produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification):

- (i) Article 144 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The Company’s financial statements should be prepared according to Chinese accounting standards and regulations. In addition, according to the needs of the Company, the financial statements may also be prepared in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s). In case there is major discrepancy between the two financial statements prepared in accordance with the two sets of accounting standards, it should be stated in the notes to the financial statements. When the Company allocates after-tax profit for a relevant accounting year, the set of financial statements that contain the lesser after-tax profit out of the above two financial statements shall prevail.”[#]; and

- (ii) Article 145 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“The quarterly reports, interim results, annual reports or any financial data published or disclosed by the Company should be prepared in accordance with Chinese accounting standards and laws, rules and regulations applicable in China. In addition, if the Company considers necessary, the Company may also prepare its financial statements in accordance with international accounting standards or accounting standards applicable to the Company’s listing venue(s).”[#].

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

10 May 2013
Shenzhen, the People’s Republic of China

Notes:

1. The register of the members of the Company will be closed from 26 May 2013 to 26 June 2013 (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. on 24 May 2013 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and 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 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 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 AGM 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 AGM should complete the enclosed reply slip and return it by hand or by 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 6 June 2013. Please refer to the reply slip for details of the instructions.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.
5. The AGM 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.
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: Mr. Xu Yueming
7. As at the date of this notice, the board of directors of the Company comprises a total of nine directors, including Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao as executive directors, Mr. Li Ruijie, Mr. Sun Wei and Mr. Li Donglei as non-executive directors and Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy as independent non-executive directors.

* *For identification purposes only*

The English version of the proposed amendments to the Articles of Association is for reference only and if there is any conflict between the English and the Chinese versions, the Chinese version shall prevail.