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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 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**.

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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) PROPOSED SHARES CONSOLIDATION;
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

This circular does not constitute an offer or an invitation to induce an offer by any person to acquire, subscribe for or purchase any securities.

The notices dated 25 September 2013 convening the EGM and the Class Meetings of holders of H Shares and holders of Domestic Shares 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 11 November 2013 at 2 p.m., 3 p.m. and 4 p.m., respectively are set out on pages N1 to N15 of this circular.

Whether or not you intend to attend the meetings, you are reminded to complete the proxy forms which have been despatched on 25 September 2013, 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 as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the EGM and the Class Meetings for the holders of the H Shares and Domestic Shares or at any adjournment thereof. Completion and delivery of the said proxy forms will not prevent you from attending, and voting in person at, the EGM and the Class Meetings for the holders of the H Shares and the Domestic Shares or at any adjourned meeting if you so wish.

Reply slips for each of the EGM and the Class Meetings have been despatched on 25 September 2013. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips in accordance with the instructions printed thereon.

* *for identification purpose only*

24 October 2013

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 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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EXPECTED TIMETABLE FOR SHARES CONSOLIDATION

EXPECTED TIMETABLE FOR THE SHARES CONSOLIDATION

The expected timetable for the proposed Shares Consolidation are set out below:

Expected Timetable

Date of issue of announcement for implementation of the Share Consolidation	23 September 2013
Despatch of notice and proxy forms in relation to the EGM	25 September 2013
Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the EGM and the Class Meetings	4:30 p.m., 10 October 2013
Closure of register of the members of the Company	11 October 2013 to 11 November 2013 (both days inclusive)
Latest date for return of reply slip of the EGM and the Class Meetings	22 October 2013
Latest time for return of proxy form of the EGM and the Class Meetings	2:00 p.m., 3:00 p.m. and 4:00 p.m., 10 November 2013
Expected date and time of the EGM and the Class Meetings of holders of H shares and Domestic Shares	2:00 p.m., 3:00 p.m. and 4:00 p.m., 11 November 2013
Announcement of poll results of the EGM	11 November 2013
Effective Date of the Share Consolidation	12 November 2013
First day of free exchange of existing share certificates of H Shares for new share certificates of Consolidated H Shares	12 November 2013
Dealing in Consolidated H Shares commences	9:00 a.m. 12 November 2013
Original counter for trading in existing H Shares in board lots of 10,000 Shares to be temporarily closed	9:00 a.m. 12 November 2013

EXPECTED TIMETABLE FOR SHARES CONSOLIDATION

Temporary counter for trading in Consolidated H Shares in board lot size of 1,000 Consolidated H Shares (in the form of existing shares certificates) opens	9:00 a.m. 12 November 2013
Original counter for trading in Consolidated H Shares in board lot size of 1,000 Consolidated H Shares (in the form of new share certificates) re-opens	9:00 a.m. 26 November 2013
Parallel trading in Consolidated H Shares in the original counter (in the form of new share certificates) and in the temporary counter (in the form of existing shares certificates) commences	9:00 a.m. 26 November 2013
Temporary counter for trading in Consolidated H Shares in board lot size of 1,000 Consolidated H Shares (in the form of existing share certificates) closes	4:00 p.m. 16 December 2013
Parallel trading in Consolidated H Shares in the form of existing share certificates and new share certificates ends	4:00 p.m. 16 December 2013
Last date for free exchange of share certificates	18 December 2013

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 23 September 2013 in relation to (i) the proposed shares consolidation and change in board lot size and (ii) the proposed amendments to the Articles of Association by the Company
“Articles Amendments”	the amendments proposed to be made to the Articles of Association for implementing the Shares Consolidation
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Class Meeting(s)”	the respective class meetings of the holders of the H Shares and the Domestic Shares to be convened and held for the purpose to approve, among other things, (i) the Shares Consolidation; (ii) the Articles Amendments; and (iii) authorising the Directors to do such acts or things and to take such steps as they consider necessary, desirable or expedient to carry out the above matters
“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
“Company Law”	The Company Law of the PRC enacted by the Eighth National People’s Congress of the PRC on 29 December 1993 and which became effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Consolidated Domestic Share(s)”	ordinary domestic share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company after the proposed Shares Consolidation becoming effective
“Consolidated H Share(s)”	ordinary H share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company after the proposed Shares Consolidation becoming effective
“Consolidated Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the registered share capital of the Company after the proposed Shares Consolidation becoming effective, including Consolidated Domestic Share(s) and Consolidated H Share(s)

DEFINITIONS

“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
“Domestic Stock Exchange”	the Shenzhen Stock Exchange and/or the Shanghai Stock Exchange
“Effective Date”	the effective date of the proposed Shares Consolidation
“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 Monday, 11 November 2013 at 2 p.m.
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the 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 the GEM and subscribed for and traded in Hong Kong Dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of the Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 October 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
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Shares”	shares of RMB0.10 each in the capital of the Company
“Shares Consolidation”	the consolidation of every 10 Shares in the registered share capital of the Company into one Consolidated Share in the registered share capital of the Company
“Special Regulations”	the PRC Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), issued by the State Council on 4 August 1994, as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the existing H shares of the Company from the GEM to the Main Board as announced in the announcement of the Company dated 29 March 2012 and the circular of the Company dated 9 May 2012



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

24 October 2013

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED SHARES CONSOLIDATION; AND
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

1. INTRODUCTION

The Company announced on 23 September 2013 that the Company plans to implement the Shares Consolidation, subject to the conditions as set out in the section headed "CONDITIONS FOR SHARES CONSOLIDATION" below.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM and the Class Meetings (where applicable) for, among other things, (i) the implementation of the Shares Consolidation; (ii) the Articles Amendments; (iii) authorizing the Directors to do such acts or things and to take such steps as they consider necessary, desirable or expedient to carry out the above matters.

* *for identification purpose only*

LETTER FROM THE BOARD

2. SHARES CONSOLIDATION

Reasons for the Shares Consolidation

As stated in the circular of the Company dated 9 May 2012 in relation to the Shares Consolidation and the Transfer of Listing, the Shares Consolidation will facilitate the possible issue of A shares by the Company and pursuant to general practice in the PRC securities market, A shares that are listed on the Domestic Stock Exchange are generally of a nominal value of RMB1.00 each. Further, the Board believes that the Shares Consolidation will increase the nominal value of the Shares and the trading price of the H Shares on the Stock Exchange, which would improve the image of the Company and would attract more international institutional investors, thereby extending the Shareholders base. Although, given that the Transfer of Listing is still in progress, the timetable for the possible issue of A shares of the Company has not yet been confirmed, the Company still intends to go for listing on the Domestic Stock Exchange after the Transfer of Listing. Therefore, the Shares Consolidation would be in the interest of the Company and the Shareholders as a whole. The Board proposes to implement the Shares Consolidation on the following terms and make amendments to the Articles of Association as a result of the implementation of the Shares Consolidation, subject to the conditions as set out in the section headed “CONDITIONS FOR SHARES CONSOLIDATION” below.

Proposed Shares Consolidation

As at the Latest Practicable Date, the registered share capital of the Company is RMB243,000,000, comprising 1,822,500,000 Domestic Shares and 607,500,000 H Shares of RMB0.10 each, all of which are in issue and fully paid.

The Company has no outstanding options, warrants, convertible notes, derivatives or other securities convertible into or exchangeable for the Shares. There is no other stock exchange on which the H Shares is listed or dealt in or which listing or permission to deal in is being or is proposed to be sought.

For the purpose of the Shares Consolidation, (i) every ten issued Domestic Shares of RMB0.10 each will be consolidated into one Consolidated Domestic Share of RMB1.00 and (ii) every ten issued H Shares of RMB0.10 each will be consolidated into one Consolidated H Share of RMB1.00. As a result, every ten issued Shares of RMB0.10 each will be consolidated into one Consolidated Share of RMB1.00 on the Effective Date.

Based on the number of Shares in issue of the Company as at the Latest Practicable Date and on the assumption that there will be no further Shares issued by the Company from the Latest Practicable Date up to the Effective Date, the registered share capital of the Company on the Effective Date shall comprise of 182,250,000 Consolidated Domestic Shares and 60,750,000 Consolidated H shares of RMB1.00 each, all of which are in issue and fully paid on the Effective Date.

Effects of the Shares Consolidation

The Consolidated Shares shall rank pari passu in all respects with each other.

LETTER FROM THE BOARD

The Board expects that other than the relevant expenses incurred and to be incurred, the implementation of the Shares Consolidation will have no impact on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operation, management or financial position of the Company or the interests and relative rights of the Shareholders. The Directors believe that the Shares Consolidation would not have any material adverse effect on the financial position of the Group and that the Shares Consolidation is in the interest of the Company and the Shareholders as a whole.

Application for Listing

Subject to the granting of listing of, and permission to deal in, the Consolidated H Shares on the Stock Exchange, the Consolidated H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated H Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Change in board lot size

As at the Latest Practicable Date, the H Shares are currently traded on GEM in board lots of 10,000 Shares. Upon the Shares Consolidation becoming effective, the Board proposes that the Consolidated H Shares will be traded in board lots of 1,000 Consolidated H Shares. Based on the closing price of HK\$0.68 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the board lot value is HK\$6,800. Theoretically, the change in board lot size to 1,000 Consolidated H Shares will keep the board lot value to HK\$6,800 (calculated based on the closing price of the H Shares as at the Latest Practicable Date and adjusted for the effect of the Shares Consolidation).

The change in the board lot size will not result in any change in the relative rights of the Shareholders. The Directors consider that the change in board lot size together with the Shares Consolidation is in the interests of the Company and the Shareholders as a whole.

Exchange of Share Certificates

Subject to the Shares Consolidation becoming effective, Shareholders may, on or after 12 November 2013 until 18 December 2013 (both days inclusive and during office hours), submit their existing share certificates in blue to 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's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for new share certificates in light gold for the Consolidated H Shares. It is expected the new share certificates for the Consolidated H Shares will be available for collection within 10 business days after the submission of the existing share certificates to the Company's H Share Registrar in Hong Kong for exchange.

LETTER FROM THE BOARD

Thereafter, the certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each certificate for the Consolidated H Shares issued or each certificate for Shares submitted for cancellation, whichever the number of certificates involved is higher. Certificates for existing Shares will cease to be valid for delivery, trading and settlement purposes after 16 December 2013 but will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated H Shares at any time at the expense of the Shareholders.

3. THE ARTICLES AMENDMENTS

Reasons and conditions for the Articles Amendments

In view of the Shares Consolidation, special resolutions will be proposed at the EGM and the Class Meetings for the Shareholders to approve the Articles Amendments (comprising consequential changes to relevant provisions in the Articles of Association) on a conditional basis. The Articles Amendments are subject to the passing of the said special resolutions respectively at the EGM and the Class Meetings and approval by the relevant regulatory authority, and will become effective upon the Shares Consolidation becoming effective. Prior to the Articles Amendments becoming effective, the current Articles of Association (subject to any subsequent amendment(s) approved by the Shareholders) will continue to be in force. The Articles Amendments will not take effect and the current Articles of Association (subject to any subsequent amendment(s) approved by the Shareholders) shall continue to be effective if the Company fails to proceed with the Shares Consolidation.

Proposed Amendments to the Articles of Association

The Articles Amendments will be made for the purpose of complying with the relevant regulations in the PRC and Hong Kong. Changes will be made to the Articles of Association, where appropriate, to reflect the Company's implementation of the Shares Consolidation.

Set out below are the details of the Articles Amendments:

- (i) Article 14 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The shares issued by the Company are with par value. The par value of each share is RMB1.00.”;

- (ii) Article 18 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 182,250,000 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

LETTER FROM THE BOARD

資控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;

- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 23,958,000 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 15,963,750 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 15,000,000 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 7,893,750 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 7,250,000 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 5,000,000 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 5,000,000 shares, representing 2.06% of the issued share capital of the Company;

2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”

4. CONDITIONS FOR SHARES CONSOLIDATION

The Shares Consolidation is subject to, among others things, the following conditions:

1. the passing of special resolutions by the Shareholders at the EGM and Class Meetings to approve the Shares Consolidation and the Articles Amendments; and
2. the granting of the approval listing of and permission to deal in the Consolidated H Shares by the Stock Exchange.

LETTER FROM THE BOARD

5. THE EGM AND THE CLASS MEETINGS

For the purpose of implementing the Shares Consolidation, the Board intends to convene the EGM and the Class Meetings on 11 November 2013 for the Shareholders to consider and approve, if thought fit, among other things, (i) the Shares Consolidation; (ii) the Articles Amendments; (iii) authorising the Directors to do such acts or things and take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters.

The notice of EGM is set out on pages N1 to N5 of this circular. A proxy form for use at the EGM to be held at 2:00 p.m. on 11 November 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 has been despatched on 25 September 2013. Whether or not you intend to attend the EGM, you are requested to complete the said proxy form for use at the EGM 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 the 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 the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the EGM 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 EGM or at any adjourned meeting if you so wish.

The notices of the Class Meetings for the holders of the H Shares and the Domestic Shares are set out on pages N6 to N15 of this circular. Proxy forms for use at the Class Meetings for the holders of the H Shares and Domestic Shares to be held at 3:00 p.m. and 4:00 p.m. respectively on 11 November 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 have been despatched on 25 September 2013. Whether or not you intend to attend the Class Meetings for the holders of the H Shares and the Domestic Shares, you are requested to complete the said proxy form for use at the Class Meeting for the holders of the H Shares (for the holders of the H Shares only) or proxy form for use at the Class Meeting for the holders of the Domestic Shares (for the holders of the Domestic Shares only) 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 the 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 the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the Class Meetings for the holders of the H Shares and Domestic Shares 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 Class Meetings for the holders of the H Shares and the Domestic Shares or at any adjourned meeting if you so wish.

LETTER FROM THE BOARD

Reply slips for each of the EGM and the Class Meetings have been despatched on 25 September 2013. You have been reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips 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 the 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 the Domestic Shares only) not later than 20 days before the date of the EGM (i.e. on or before 22 October 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 EGM, 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 that relevant meeting, the Company shall within 5 days thereafter re-notify its Shareholders of 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 notice has been given.

6. CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

The register of members in Hong Kong is closed from Friday, 11 October 2013 to Monday, 11 November 2013, both days inclusive, during which period no transfer of the H Shares of the Company is effected. In order to be eligible to attend the EGM and the Class Meetings for the holders of the H Shares, and to vote as the Shareholders, all transfers of the H Shares together with the relevant share certificates must be delivered at 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's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 10 October 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, 10 October 2013.

7. RECOMMENDATIONS

The Board is of the view that the Shares Consolidation and the Articles Amendments are in the interest 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 EGM and the Class Meetings.

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

* *for identification purpose only*

1. RESPONSIBILITY STATEMENT

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 Group. 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 circular misleading.

2. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling Shareholder, nor their respective associates had any interests in a business which competes or may compete, either directly or indirectly, with the business of the Group or, any other conflicts of interest with the Group.

3. ISSUES RELATING TO ACQUIRER OF SHARES

The Company shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:

- (1) The acquirer of shares agrees with the Company and each Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Company Law, the Special Regulations and the Articles of Association.
- (2) The acquirer of shares agrees with the Company, each Shareholder, Director, supervisor, manager and officer of the Company and the Company acting for itself and for each Director, supervisor, manager and officer agrees with each Shareholder to refer all differences and claims arising from the Articles of Association or any right or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.
- (3) The acquirer of shares agrees with the Company and each Shareholder that shares in the Company are freely transferable by the holder thereof.
- (4) The acquirer authorises the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any weekday (except Saturdays and public holidays) at the Company's principal place of business in Hong Kong at Unit 105, 1/F, Sunbeam Centre, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong, from the date of this circular up to and including the date of the EGM and Class Meetings:

- i the existing Articles of Association; and
- ii the amended Articles of Association for the Shares Consolidation.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The following corresponds to the notice of the EGM which was published and dispatched to the Shareholders on 25 September 2013.



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 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 Monday, 11 November 2013 at 2:00 p.m., for the following purposes:

To consider, and if thought fit, pass with or without modifications, the following resolutions as special resolutions:

- (1) “**THAT** subject to and conditional upon the conditions (as set out in the paragraph headed “Conditions of the Shares Consolidation” in the announcement of the Company dated 23 September 2013 (the “**Announcement**”), a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), the consolidation of every ten (10) shares of RMB 0.10 each into (1) consolidated share of RMB1.00 each (the “**Shares Consolidation**”) be and is hereby approved.”

* *for identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

(2) “**THAT** the consequential amendments to the articles of association of the Company as a result of the proposed Shares Consolidation (subject to further amendments (if any) being made to the same articles of association by the Directors as authorized by the shareholders of the Company) (the “**Shares Consolidation Amended Articles**”) (a copy of which is produced to the meeting marked “**B**” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby incorporated into the articles of association of the Company (the “**Existing Articles**”), which shall take effect upon the Shares Consolidation becoming effective. The details of the amendments set out in the Shares Consolidation Amended Articles are as follows:

(i) Article 14 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The shares issued by the Company are with par value. The par value of each share is RMB1.00.”;

(ii) Article 18 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 182,250,000 shares in aggregate, representing 75% of the issued share capital of the Company:

- (1) Powerleader Investment Holding Company Limited (深圳市宝德投资控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;
- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 23,958,000 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 15,963,750 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 15,000,000 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 7,893,750 shares, representing 3.25% of the issued share capital of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 7,250,000 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 5,000,000 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 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”
- (3) “**THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the proposed Shares Consolidation and the transactions contemplated thereunder, with such changes as the Directors may consider necessary, desirable or expedient, which include but are not limited to:
- (1) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the proposed Shares Consolidation;
 - (2) determine and implement at its discretion with full authority the proposed Shares Consolidation, including but not limited to the specific timing of the Shares Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares and the application for the acceptance of the Consolidated H Shares as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in The Central Clearing and Settlement System;
 - (3) determine the board lot size for trading in the H Shares in accordance with the requirements of the relevant authorities and the Company’s own situation;
 - (4) amending the Shares Consolidation Amended Articles further, as the Directors may deem appropriate and necessary;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (5) filing or registering the Shares Consolidation Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
- (6) attending to and handling all other necessary procedures and registrations relating to or as a result of the proposed Shares Consolidation.”

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

25 September 2013
Shenzhen, the PRC

Notes:

1. The register of the members of the Company will be closed from 11 October 2013 to 11 November 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 10 October 2013 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 22 October 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 EGM.
5. The EGM is expected to last for two hours. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

* *for identification purposes only*

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

The following corresponds to the notice of class meeting of holders of H shares which was published and dispatched to the Shareholders on 25 September 2013.



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 CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY that a class meeting of holders of the H shares of Powerleader Science & Technology Group Limited (the “**Company**”) will be convened and held at 3:00 p.m. (or immediately after the extraordinary general meeting to be convened and held on the same date and at the same place) on Monday, 11 November 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, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as special resolutions:

- (1) “**THAT** subject to and conditional upon the conditions (as set out in the paragraph headed “Conditions of the Shares Consolidation” in the announcement of the Company dated 23 September 2013 (the “**Announcement**”), a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), the consolidation of every ten (10) shares of RMB0.10 each into (1) consolidated share of RMB1.00 each (the “**Shares Consolidation**”) be and is hereby approved.”

* *for identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

(2) “**THAT** the consequential amendments to the articles of association of the Company as a result of the proposed Shares Consolidation (subject to further amendments (if any) being made to the same articles of association by the Directors as authorized by the shareholders of the Company) (the “**Shares Consolidation Amended Articles**”) (a copy of which is produced to the meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby incorporated into the articles of association of the Company (the “**Existing Articles**”), which shall take effect upon the Shares Consolidation becoming effective. The details of the amendments set out in the Shares Consolidation Amended Articles are as follows:

(i) Article 14 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The shares issued by the Company are with par value. The par value of each share is RMB1.00.”;

(ii) Article 18 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 182,250,000 shares in aggregate, representing 75% of the issued share capital of the Company:

- (1) Powerleader Investment Holding Company Limited (深圳市宝德投资控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;
- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 23,958,000 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 15,963,750 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 15,000,000 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 7,893,750 shares, representing 3.25% of the issued share capital of the Company;

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

- (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 7,250,000 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 5,000,000 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 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”
- (3) “**THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the proposed Shares Consolidation and the transactions contemplated thereunder, with such changes as the Directors may consider necessary, desirable or expedient, which include but are not limited to:
- (1) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the proposed Shares Consolidation;
 - (2) determine and implement at its discretion with full authority the proposed Shares Consolidation, including but not limited to the specific timing of the Shares Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares and the application for the acceptance of the Consolidated H Shares as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in The Central Clearing and Settlement System;
 - (3) determine the board lot size for trading in the H Shares in accordance with the requirements of the relevant authorities and the Company’s own situation;
 - (4) amending the Shares Consolidation Amended Articles further, as the Directors may deem appropriate and necessary;

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

- (5) filing or registering the Shares Consolidation Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
- (6) attending to and handling all other necessary procedures and registrations relating to or as a result of the proposed Shares Consolidation.”

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

25 September 2013
Shenzhen, the PRC

Branch share registrar and transfer office in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen Road East
Wanchai, Hong Kong

Notes:

1. The register of the members of the Company will be closed from 11 October 2013 to 11 November 2013 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of H shares whose names appeared on the register of the Company on or before 4:30 p.m. on 10 October 2013 are entitled to attend and vote at the H Class Meeting 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 not less than 24 hours before the time for holding the H Class Meeting 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.

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

3. Holders of H shares or their proxies who intend to attend the H Class Meeting should complete the enclosed reply slip and return it by hand or post to the H share registrar of the Company on or before 22 October 2013. Please refer to the reply slip for details of the instructions.
4. Holders of H shares or their proxies shall produce their identity documents when attending the H Class Meeting.
5. The H Class Meeting is expected to last for half an hour. Holders of H shares and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

* *for identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

The following corresponds to the notice of class meeting of holders of domestic shares which was published and dispatched to the Shareholders on 25 September 2013.



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 CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of the domestic shares of Powerleader Science & Technology Group Limited (the “**Company**”) will be convened and held at 4:00 p.m. on Monday, 11 November 2013 (or immediately after the class meeting of holders of H shares of the Company to be convened and held on the same date and at the same place) at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen, the PRC, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as special resolutions:

- (1) “**THAT** subject to and conditional upon the conditions (as set out in the paragraph headed “Conditions of the Shares Consolidation” in the announcement of the Company dated 23 September 2013 (the “**Announcement**”), a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), the consolidation of every ten (10) shares of RMB0.10 each into (1) consolidated share of RMB1.00 each (the “**Shares Consolidation**”) be and is hereby approved.”

* *for identification purpose only*

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

(2) “**THAT** the consequential amendments to the articles of association of the Company as a result of the proposed Shares Consolidation (subject to further amendments (if any) being made to the same articles of association by the Directors as authorized by the shareholders of the Company) (the “**Shares Consolidation Amended Articles**”) (a copy of which is produced to the meeting marked “**B**” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby incorporated into the articles of association of the Company (the “**Existing Articles**”), which shall take effect upon the Shares Consolidation becoming effective. The details of the amendments set out in the Shares Consolidation Amended Articles are as follows:

(i) Article 14 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The shares issued by the Company are with par value. The par value of each share is RMB1.00.”;

(ii) Article 18 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“After incorporation, the number of issued ordinary shares of the Company is presently 243,000,000 shares. The share structure of the Company is as follows:

1. shareholders of domestic shares hold 182,250,000 shares in aggregate, representing 75% of the issued share capital of the Company:

- (1) Powerleader Investment Holding Company Limited (深圳市宝德投资控股有限公司) holds 102,184,500 shares, representing 42.05% of the issued share capital of the Company;
- (2) 深圳市恒通達遠電子有限公司 (Shenzhen Hengtongdayuan Electronics Co., Ltd*) holds 23,958,000 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 15,963,750 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 15,000,000 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 7,893,750 shares, representing 3.25% of the issued share capital of the Company;

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

- (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 7,250,000 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 5,000,000 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 5,000,000 shares, representing 2.06% of the issued share capital of the Company;
2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of the issued share capital of the Company.”
- (3) “**THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to implement the proposed Shares Consolidation and the transactions contemplated thereunder, with such changes as the Directors may consider necessary, desirable or expedient, which include but are not limited to:
- (1) setting up a board committee comprising of any two Directors to handle and decide on matters relating to the proposed Shares Consolidation;
 - (2) determine and implement at its discretion with full authority the proposed Shares Consolidation, including but not limited to the specific timing of the Shares Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares and the application for the acceptance of the Consolidated H Shares as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in The Central Clearing and Settlement System;
 - (3) determine the board lot size for trading in the H Shares in accordance with the requirements of the relevant authorities and the Company’s own situation;
 - (4) amending the Shares Consolidation Amended Articles further, as the Directors may deem appropriate and necessary;

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

- (5) filing or registering the Shares Consolidation Amended Articles (subject to further amendments (if any) being made to the same by the Directors as authorized by the shareholders of the Company) with the relevant approval authorities of the PRC and Hong Kong, if required; and
- (6) attending to and handling all other necessary procedures and registrations relating to or as a result of the proposed Shares Consolidation.”

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

25 September 2013
Shenzhen, the PRC

Registered address in PRC:

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

Notes:

1. The register of the members of the Company will be closed from 11 October 2013 to 11 November 2013 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of domestic shares whose names appeared on the register of the Company on or before 4:30 p.m. on 10 October 2013 are entitled to attend and vote at the Domestic Class Meeting 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 registered address of the Company not less than 24 hours before the time for holding the Domestic Class Meeting 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. Holders of domestic shares or their proxies who intend to attend the Domestic Class Meeting should complete the enclosed reply slip and return it by hand or post to the registered address of the Company on or before 22 October 2013. Please refer to the reply slip for details of the instructions.
4. Holders of domestic shares or their proxies shall produce their identity documents when attending the Domestic Class Meeting.

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

5. The Domestic Class Meeting is expected to last for half an hour. Holders of domestic shares and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.

* *for identification purpose only*