
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) RE-APPOINTMENT OF AUDITORS
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(III) NOTICE OF AGM

A notice dated 13 May 2016 convening the AGM to be held at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on 30 June 2016 at 2:00 p.m. is set out on pages N-1 to N-2 of this circular. The announcement of the Company dated 16 May 2016 on the change of book closure period in relation to the AGM is set out on pages A-1 to A-2 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

16 May 2016

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.

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 circular 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, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on 30 June 2016 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	宝德科技集团股份有限公司 (Powerleader Science & Technology Group Limited*), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares of RMB1.00 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign invested ordinary shares of RMB1.00 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“Latest Practicable Date”	13 May 2016, being the latest practicable date prior to the printing of the circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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 RMB1.00 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

DEFINITIONS

“ZQGAME” 深圳中青宝互动网络股份有限公司, an associate in which the Group held approximately 15.24% of its interest and is listed on the Growth Enterprise Market of the Shenzhen Stock Exchange

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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)

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. Xu Yueming

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

16 May 2016

To the Shareholders

Dear Sir or Madam,

(I) RE-APPOINTMENT OF AUDITORS
(II) RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(III) NOTICE OF AGM

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 re-appointment of auditors; (ii) the re-election of directors and supervisors, and to seek for your approval in respect thereof.

2. RE-APPOINTMENT OF AUDITORS

Given that the place of incorporation/business operations of the majority of the Company's subsidiaries are located in the PRC, the Board considers that an ordinary resolution will be proposed at the AGM to re-appoint ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普

* For identification purpose only

LETTER FROM THE BOARD

通合夥)) (“ShineWing China”) as the auditors of the Company for the financial year ending 31 December 2016 until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.

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. Xu Yueming; 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.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders, and the papers to shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected.

Mr. Jiang Baijun has been serving as the independent non-executive Director of the Company for more than nine years and the Company has received his confirmation of independence under Rule 3.31 of the Listing Rules that Mr. Jiang did not involve in any executive management work of the Group, considering his past several years of independent roles and responsibilities. Although having served as the independent non-executive director of the Company for more than nine years, the Board considered that Mr. Jiang remain independent under the Listing Rules, and if he continues acting as the independent non-executive Director of the Company, his experience and knowledge could continue to bring valuable contribution to the Company and help to maintain the stability of the Board.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, a separate ordinary resolution will be proposed at the AGM to approve the re-election of Mr. Jiang Baijun as an independent non-executive Director.

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 Ms. Zhou Liqin 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.

LETTER FROM THE BOARD

Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Xu Yueming, 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, their biographical details 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 30 June 2016 and will expire on the date of the annual general meeting of the Company to be held in 2019.

4. THE AGM

The notice of AGM is set out on pages N-1 to N-2 of this circular. A proxy form for use at the AGM to be held at 2:00 p.m. on 30 June 2016 at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New 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's 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 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 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 11 June 2016) 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 who will 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

Reference is made to the announcement of the Company dated 16 May 2016 on the change of book closure period in relation to the AGM set out on pages A-1 to A-2 of this circular. The register of members of the Company will be closed from Friday, 3 June 2016 to Thursday, 30 June 2016, 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

LETTER FROM THE BOARD

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's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 2 June 2016, 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 Thursday, 2 June 2016.

5. RECOMMENDATIONS

The Board is of the view (i) the re-appointment of ShingWing China as the auditors of the Company for the year ending 31 December 2016; (ii) the re-election of Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Xu Yueming, Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Chan Shiu Yuen Sammy as the Directors; (iii) the re-election of Ms. Shu Ling and Ms. Li Xiaowei as Supervisors, 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*

Ms. Zhang Yunxia, Mr. Dong Weiping, Mr. Ma Zhumao, Mr. Li Ruijie, Mr. Sun Wei, Mr. Xu Yueming, 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, their biographical details required under Rule 17.46A of the GEM Listing Rules are set out below:

EXECUTIVE DIRECTORS

Ms. Zhang Yunxia (“Ms. Zhang”), aged 50, 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 102,184,500 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* (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 Guangzhou Baoyun Information Technology Co., Ltd..

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 26 June 2013. 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 55, 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 subsidiary of the Company, 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 26 June 2013. 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 51, 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 26 June 2013. 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 48, 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 102,184,500 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 subsidiaries of the Company, namely, Powerleader Binhai Technology (Tianjin) Company Limited* (宝德濱海科技(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 is 3 years commencing from his appointment on 26 June 2013. 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. Xu Yueming, aged 42, non-executive director, is a Chinese certified public accountant, a Chinese certified tax agent and a qualified senior accountant in China. Mr. Xu holds a bachelor's degree in economics from Hangzhou Institute of Electronic Engineering. He worked in the finance department of Shenzhen SEG Samsung Glass Co., Ltd., the audit department of Shenzhen China Accounting Company and the finance department of HL Corp. (Shenzhen) (深圳信隆實業股份有限公司). He previously worked for Shenzhen Yuto Printing & Packing Co., Ltd. (深圳市裕同印刷包裝有限公司) as chief financial controller. Mr. Xu is currently acting as a director of Shenzhen Woer HeatShrinkable Material Co., Ltd. (深圳市沃爾核材股份有限公司) (stock code: 002130). Mr. Xu is also currently acting as the deputy general manager and the chief financial officer of Shenzhen Zqgame Network Co Ltd (深圳中青寶互動網絡股份有限公司), a company whose shares are listed on Shenzhen Stock Exchange (stock code: 300052). Mr. Xu is also an expert for the assessment of the government funded projects in Futian District, Shenzhen and the deputy chairman of the Shenzhen Longhua second branch of China Zhi Gong Party. Mr. Xu was appointed as non-executive director on 17 June 2015 until the annual general meeting of the Company to be held in 2016. Under the terms of the service contract entered into between him and the Company, Mr. Xu Yueming is entitled to an annual remuneration of RMB60,000, which is determined by the Board with reference to the market remuneration standards. In accordance with the service contract, Mr. Xu Yueming is entitled to an annual management bonus, the amount of which is determined by the Board from time to time with reference to the results performance the Group and its associated companies.

Mr. Sun Wei ("Mr. Sun"), aged 51, 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 26 June 2013 until the date of the annual general meeting of the Company to be held in 2016. 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 54, 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 as 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 26 June 2013 until the date of the annual general meeting of the Company to be held in 2016 and is entitled to a basic annual remuneration of RMB60,000 which has been determined by the Board with reference to market remuneration standards. Under the service contract, Mr. Jiang 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.

Dr. Guo Wanda (“Dr. Guo”), aged 50, 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 26 June 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, Dr. Guo is not entitled to receive any discretionary bonus.

Mr. Chan Shiu Yuen Sammy (“Mr. Chan”), aged 51, 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 26 June 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. Chan is not entitled to receive any discretionary bonus.

SUPERVISORS

Ms. Shu Ling (“Ms. Shu”), aged 41, is the chairlady of the supervisory committee of the Company. Ms. Shu graduated from Guizhou Normal University (貴州師範大學) 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 26 June 2013 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 39, 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 (西安理工大學) 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 an 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 26 June 2013 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, senior management, substantial shareholders and controlling shareholders of the Company; (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, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on Tuesday, 30 June 2016 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 2015;
2. To consider and approve the report of the committee of supervisors of the Company for the year ended 31 December 2015;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2015;
4. To consider and approve the re-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 ended 31 December 2016, and to authorize the Board to fix their remuneration;
5. To consider and approve the election of Ms. Zhang Yunxia as an executive 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 an executive 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 an executive 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 non-executive director of the Company and to authorize the Board to fix his remuneration;
9. To consider and approve the election of Mr. Sun Wei as a non-executive director of the Company and to authorize the Board to fix his remuneration;
10. To consider and approve the election of Mr. Xu Yueming as a non-executive director of the Company and to authorize the Board to fix his remuneration;

* For identification purpose only

NOTICE OF AGM

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; and
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.

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

13 May 2016
Shenzhen, the People's Republic of China

Notes:

1. The register of the members of the Company will be closed from 1 June 2016 to 30 June 2016 (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 27 May 2016 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.
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 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 11 June 2016. 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.

NOTICE OF AGM

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. Dong Weiping

7. As at the date of this notice, the Board comprises a total of 9 Directors, including Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao as executive Directors, Mr. Li Ruijie, Mr. Sun Wei and Mr. Xu Yueming as non-executive Directors and Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun as independent non-executive Directors.

ANNOUNCEMENT ON THE CHANGE OF BOOK CLOSURE PERIOD IN RELATION TO AGM

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宝德科技集團股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

CHANGE OF BOOK CLOSURE PERIOD IN RELATION TO ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Powerleader Science & Technology Group Limited* (the “**Company**”) to be held on 30 June 2016 (the “**AGM**”) dated 13 May 2016 (the “**Notice of AGM**”).

As disclosed in the Notice of AGM, the register of members of the Company will be closed from 1 June 2016 to 30 June 2016 (both days inclusive) during which no transfer of shares will be registered during the period.

The Company would like to announce that the period for closure of the register of members of the Company will be changed from the period between 1 June 2016 to 30 June 2016 to the period between 3 June 2016 to 30 June 2016 (both days inclusive), no transfer of shares will be registered during the revised 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 2 June 2016, instead of 27 May 2016 as stated in the Notice of AGM, are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and vote on their behalf.

By order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
(張雲霞)
Chairman

Shenzhen, the PRC
16 May 2016

As at the date of this announcement, the executive directors of the Company are Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao; the non-executive directors are Mr. Li Ruijie, Mr. Sun Wei and Mr. Xu Yueming and independent non-executive directors are Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

ANNOUNCEMENT ON THE CHANGE OF BOOK CLOSURE PERIOD IN RELATION TO AGM

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement 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.

** For identification purpose only*