
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this document, you should consult either your stockbroker, or other securities dealer, bank manager, solicitor, professional accountant or any other professional adviser.

If you have sold or transferred all your shares in **Powerleader Science & Technology Group Limited*** (宝德科技集團股份有限公司), you should at once hand this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or any 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)

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The EGM will be held at the Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on 11 September 2018 at 2:00 p.m. The notice of the EGM, dated 24 July 2018, is set out in pages 6 to 8 of this circular.

A form of proxy in respect of the EGM was despatched by the Company on 24 July 2018. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the registered office of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the EGM or at any adjournment thereof.

The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* *For identification purpose only*

24 July 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, 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 and the Company’s website at www.powerleader.com.cn for at least 7 days from its date of publication.

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DEFINITIONS

Unless otherwise defined herein, the following terms shall have the following meanings in this circular:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司), a joint stock company incorporated in the People’s Republic of China 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 Share(s) issued by the Company with a nominal value of RMB1.00 each, subscribed for or fully paid in Renminbi, which are not listed on the Stock Exchange
“EGM”	the extraordinary general meeting to be convened by the Company at the Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on Tuesday, 11 September 2018 at 2:00 p.m., to consider the amendments to the Articles of Association
“GEM”	the GEM 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 together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed ordinary Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the GEM and subscribed for and traded in Hong Kong dollars
“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
“Shareholder(s)”	holder(s) of Share(s) of the Company, including, unless otherwise stated, holders of Domestic Shares and H Shares
“Share(s)”	the share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* *for identification purposes only*



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock Code: 8236)

Executive Directors

Ms. Zhang Yunxia (*Chairman*)

Mr. Dong Weiping (*Chief Executive*)

Non-Executive Director

Mr. Li Ruijie

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 102, 1/F, Sunbeam Centre

27 Shing Yip Street

Kwun Tong

Kowloon

24 July 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. FOREWORD

The purpose of this circular is to provide you with information in relation to the resolution that will be put forward at the EGM, which includes the proposed amendments of the Articles of Association, and to seek your approval of the aforementioned matter.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION

The Board hereby proposes to amend the Articles of Association to reflect the change in the Company's registered address, simplify the presentation of the shareholding structure regarding domestic shares of the Company and the change in the composition of the Board.

The proposed amendments to the Articles of Association shall be subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities in the PRC.

The Board proposes to amend the Articles of Association, the details of the amendment are as follows:

1. In considering that the business address of the Company has already moved, the Board proposes to change the information in the Articles of Association regarding the registered address of the Company.

Delete the full text of existing Article 3 of the Articles of Association and replace it with the following text:

“Company's Address: 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the People's Republic of China

Postal Code: 518026

Tel: (86 755) 83273531

Fax: (86 755) 29880829”

2. In order to facilitate the understanding by investors, the Board proposes to simplify the presentation of the shareholding structure in the Articles of Association.

Delete the full text of existing Article 18 of the Articles of Association and replace it with the following text:

“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 total issued share capital:

the controlling shareholder “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 total issued share capital of the Company; and other shareholders of domestic shares hold 80,065,500 shares in aggregate, representing 32.95% of total issued share capital of the Company;

LETTER FROM THE BOARD

2. shareholders of overseas listed shares hold 60,750,000 shares in aggregate, representing 25% of total issued share capital of the Company.”
3. In view of Mr. Ma Zhumao, the past executive director of the Company, and Mr. Xu Yueming, the past non-executive director of the Company, had resigned on 6 December 2017. To reflect the change in the composition of the Board and the actual situation of the Company, the Board proposes to amend the composition of the Board in the Articles of Association.

Delete the full text of existing Article 90 of the Articles of Association and replace it with the following text:

“The Company shall set up a Board of Directors. The Board of Directors shall be composed of 6 directors including a chairman, a vice chairman and four directors (three of whom shall be independent non- executive directors).”

The Articles of Association is written in Chinese and the English version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

3. EXTRAORDINARY GENERAL MEETING

The EGM will be held at Main Conference Room, 11/F, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Boulevard, Futian District, Shenzhen, the PRC on Tuesday, 11 September 2018 at 2:00 p.m. At the EGM, a resolution will be proposed to the Shareholders to consider, and if thought fit, to approve the proposed amendments of Articles of Association.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the vote of the Shareholders at the EGM shall be taken by poll. Accordingly, the resolutions put to vote at the EGM will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy in respect of the EGM was despatched by the Company on 24 July 2018. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the registered office of the Company at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (in case of holders of Domestic Shares), no later than 24 hours before the time fixed for holding the relevant meeting or at any adjournment thereof. Completion and delivery of the proxy will not prevent you from attending, and voting at, the meeting or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

Should the replies in writing received from Shareholders indicating their intention to attend the EGM represent less than one half of the total voting rights of all Shareholders, the Company shall once again inform its Shareholders of the matters to be considered at the EGM and the date and time of that meeting within 5 days. The EGM may be convened after the publication of such notice.

Closure of Register of Members

The register of the members of the Company will be closed from Wednesday, 8 August 2018 to Tuesday, 11 September 2018 (both dates inclusive). During this period, no transfer of the H Shares will be registered. In order to ensure that H Share Shareholders are entitled to attend and vote at the EGM, all H Share transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on 7 August 2018 with the Company's H Share registrar office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong. All Domestic Share transfer documents, together with the relevant share certificates, should be lodged no later than 4:30 p.m. on 7 August 2018 with the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC.

4. RECOMMENDATION

The Board recommends the Shareholders to vote in favour of the special resolution in relation to the proposed amendments to the Articles of Association as contained in the notice of the EGM.

Yours faithfully,
By Order of the Board
Powerleader Science & Technology Group Limited*
(宝德科技集团股份有限公司)
Zhang Yunxia
Chairman

* *for identification purposes only*



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock Code: 8236)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Powerleader Science & Technology Group Limited* (宝德科技集团股份有限公司) (the “Company”) will be convened and held at Main Conference Room, 11th Floor, Tower C, Shenzhen International Innovation Centre, No. 1006 Shennan Road, Futian District, Shenzhen, the PRC on Tuesday, 11 September 2018 at 2:00 p.m., for the purpose of considering, if thought fit, and passing the following resolutions:

SPECIAL RESOLUTION

1. **THAT** amendment to the Articles of Association of the Company (including further amendments (if any) to the Articles of Association made by the Directors as authorised by Shareholders of the Company) be incorporated into in the Articles of Association of the Company (the “**Existing Articles**”). Details of such proposed amendments to the Articles of Association are as follows:

- (i) Delete the full text of Article 3 of the Existing Articles and replace it with the following text:

“Company’s Address: 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huafu Sub-district, Futian District, Shenzhen, the People’s Republic of China

Postal Code: 518026

Tel: (86 755) 83273531

Fax: (86 755) 29880829”

* *For identification purpose only*

NOTICE OF EGM

- (ii) Delete the full text of Article 18 of the Existing Articles and replace it with the following text:

“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 total issued share capital:

the controlling shareholder “Powerleader Investment Holding Company Limited* (深圳市宝德投資控股有限公司)” holds 102,184,500 shares, representing 42.05% of total issued share capital of the Company; and other shareholders of domestic shares hold 80,065,500 shares in aggregate, representing 32.95% of total issued share capital of the Company;

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

- (iii) Delete the full text of Article 90 of the Existing Articles and replace it with the following text:

“The Company shall set up a Board of Directors. The Board of Directors shall be composed of 6 directors including a chairman, a vice chairman and four directors (three of whom shall be independent non-executive directors).”

By Order of the Board
Powerleader Science & Technology Group Limited*
(宝德科技集團股份有限公司)
Zhang Yunxia
Chairman

Shenzhen, the PRC

24 July 2018

Notes:

1. The register of the members of the Company will be closed from 8 August 2018 to 11 September 2018 (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 7 August 2018 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.

NOTICE OF EGM

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 notarised 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 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 20 August 2018. 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 one hour. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
6. 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) 2988 0829

Fax: (86-755) 2988 0829

Postal Code: 518031

Contact person: Mr. Dong Weiping

As at the date of this announcement, the Board comprises 6 directors, including executive directors, Ms. Zhang Yunxia and Mr. Dong Weiping; non-executive director, Mr. Li Ruijie and independent non-executive directors, Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

This announcement, 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 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.

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