

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 TO THE ARTICLES OF ASSOCIATION**

Pursuant to the Approval on Matters including Adjustments to the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Circular of the State Council [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) issued by the State Council of the PRC, the Board hereby proposes to amend the Articles of Association to reflect the requisite changes to the notice period for convening general meetings, shareholders' proposal rights and convening procedures for joint stock companies incorporated in the PRC and listed overseas.

The Proposed Articles Amendments shall be subject to the approval of the Shareholders by way of special resolution at the forthcoming EGM on a date to be determined 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.

A circular containing, *inter alia*, further details of the Proposed Articles Amendments and a notice convening the EGM will be dispatched to the Shareholders as soon as practicable.

Pursuant to the Approval on Matters including Adjustments to the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Circular of the State Council [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) issued by the State Council of the People's Republic of China (“**PRC**”), joint stock companies incorporated in the PRC and listed overseas shall follow the relevant provisions under the Company Law of the People's Republic of China in respect of (i) the notice period for convening general meetings, (ii) shareholders' rights to propose resolutions, and (iii) the convening procedures, rather than the requirements as set out in Articles 20 to 22 of the Special Regulations of the State Council on Overseas Offer 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》).

Accordingly, the board (the “**Board**”) of directors (the “**Directors**”) of Powerleader Science & Technology Group Limited\* (宝德科技集團股份有限公司) (the “**Company**”) proposes to amend the articles of association of the Company (the “**Articles of Association**”) to reflect the requisite changes to the notice period for convening general meetings, shareholders' proposal rights and convening procedures (the “**Proposed Articles Amendments**”). The Proposed Articles Amendments shall be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming extraordinary general meeting of the Company (“**EGM**”) on a date to be determined 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 details of the Proposed Articles Amendments are as follows:

Article number	Original articles	Amended articles
Article 6	<p>The Articles of Association shall become effective after being approved by the General Meeting of Shareholders in the form of a special resolution and be registered at Shenzhen Municipal Administration for Industry and Commerce. The Articles of Association is formulated mainly pursuant to the Company Law, Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC (“Prerequisite Clauses”) (Z.W.F.No.(1994)21) issued by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System on August 27, 1994 and the Letter Concerning the Opinions about Amendment to the Articles of Association of Companies Seeking a Listing in Hong Kong (Z.J.H.H.No.[1995]1) issued by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the State Commission for Restructuring the Economic System on April 3, 1995.</p> <p>The Company’s original Articles of Association shall be superseded by the Articles of Association since the effective date of the Articles of Association.</p> <p>The Articles of Association shall be deemed as a document which is used to standardize the Company’s</p>	<p>The Articles of Association shall become effective after being approved by the General Meeting of Shareholders in the form of a special resolution and be registered at Shenzhen Municipal Administration for Industry and Commerce. The Articles of Association is formulated mainly pursuant to the Company Law, Prerequisite Clauses of the Articles of Association of Companies Seeking a Listing Outside the PRC (“Prerequisite Clauses”) (Z.W.F.No.(1994)21) issued by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System on August 27, 1994 <del>and</del>, the Letter Concerning the Opinions about Amendment to the Articles of Association of Companies Seeking a Listing in Hong Kong (Z.J.H.H.No.[1995]1) issued by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the State Commission for Restructuring the Economic System on April 3, 1995 <u>and the Approval on Matters including Adjustments to the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Circular of the State Council [2019] No. 97).</u></p> <p>The Company’s original Articles of Association shall be superseded</p>

Article number	Original articles	Amended articles
	<p>organization and behavior, identify the rights and obligations between the Company and the shareholders and among the shareholders and has the legal effects since it comes into force.</p>	<p>by the Articles of Association since the effective date of the Articles of Association.</p> <p>The Articles of Association shall be deemed as a document which is used to standardize the Company's organization and behavior, identify the rights and obligations between the Company and the shareholders and among the shareholders and has the legal effects since it comes into force.</p>
Article 54	<p>The General Meeting of Shareholders is entitled to the following powers:</p> <p>(1) To make decisions on the Company's business policy and investment plan;</p> <p>(2) To elect and replace the director and make decisions on the remuneration of such director;</p> <p>(3) To elect and replace the supervisor served by the shareholder representative and make decisions on the remuneration of such supervisor;</p> <p>(4) To examine and approve the report from the Board of Directors;</p> <p>(5) To examine and approve the report from the Board of Supervisors;</p> <p>(6) To examine and approve the Company's program for annual financial budget and final accounts;</p> <p>(7) To examine and approve the Company's program for the profit distribution and covering the</p>	<p>The General Meeting of Shareholders is entitled to the following powers:</p> <p>(1) To make decisions on the Company's business policy and investment plan;</p> <p>(2) To elect and replace <del>the</del> director and make decisions on the remuneration of such director;</p> <p>(3) To elect and replace the supervisor served by the shareholder representative and make decisions on the remuneration of such supervisor;</p> <p>(4) To examine and approve the report from the Board of Directors;</p> <p>(5) To examine and approve the report from the Board of Supervisors;</p> <p>(6) To examine and approve the Company's program for annual financial budget and final accounts;</p> <p>(7) To examine and approve the Company's program for <del>the</del> profit distribution and covering <del>the</del></p>

Article number	Original articles	Amended articles
	<p>losses;</p> <p>(8) To adopt a resolution on the increase or decrease of the Company's registered capital;</p> <p>(9) To adopt a resolution on the merger, division, dissolution and liquidation of the Company;</p> <p>(10) To adopt a resolution on the issuance of corporate bonds;</p> <p>(11) To adopt a resolution on the appointment, dismissal or non further appointment of certain accounting firm by the Company;</p> <p>(12) To modify the Articles of Association;</p> <p>(13) To put forward a proposal to the Company on behalf of the shareholders holding at least 5% voting shares;</p> <p>(14) Such other matters which should be determined at the General Meeting of Shareholders as are regulated by the laws, administrative regulations and the Articles of Association.</p>	<p>losses;</p> <p>(8) To adopt a resolution on the increase or decrease of the Company's registered capital;</p> <p>(9) To adopt a resolution on the merger, division, dissolution and liquidation of the Company;</p> <p>(10) To adopt a resolution on the issuance of corporate bonds;</p> <p>(11) To adopt a resolution on the appointment, dismissal or non-further appointment of certain accounting firm by the Company;</p> <p>(12) To modify the Articles of Association;</p> <p>(13) To put forward a proposal to the Company on behalf of the shareholders holding at least <del>5</del><u>3</u>% voting shares;</p> <p>(14) Such other matters which should be determined at the General Meeting of Shareholders as are regulated by the laws, administrative regulations and the Articles of Association.</p>
Article 57	<p>In case the shareholder's meeting is convened, the Company shall notify the shareholders of record of the matters discussed at the meeting and the time and place of the meeting in writing prior to 45 days before the meeting is convened. The shareholder who intends to attend the shareholder's meeting shall give a written reply about his/her attendance to the Company prior to 20 days before the meeting is convened.</p>	<p>In case <del>the</del><u>an</u> annual shareholder's meeting is convened, the Company shall notify the shareholders <del>of record</del><u>at least 20 clear business days</u> of the matters discussed at the meeting and the time and place of the meeting <del>in writing prior to 45 days</del><u>at least 20 clear business days</u> before the meeting is convened; <u>if an extraordinary general meeting is convened, it shall notify the shareholders at least 10 clear business days or 15 days (whichever is earlier) before the meeting is convened.</u> <del>The shareholder who intends to attend</del></p>

Article number	Original articles	Amended articles
	<p>The notice about convening the shareholder's meeting by the Company shall be sent no later than 60 days prior to the commencement of the meeting. The period of calculating the delivery of notice shall not include the date on which the meeting is convened and the notice is issued.</p>	<p><del>the shareholder's meeting shall give a written reply about his/her attendance to the Company prior to 20 days before the meeting is convened.</del></p> <p><del>The notice about convening the shareholder's meeting by the Company shall be sent no later than 60 days prior to the commencement of the meeting. The period of calculating the delivery of notice by the Company shall not include the date on which the meeting is convened and the notice is issued.</del></p>
Article 58	<p>Where the Company convenes the annual shareholder's meeting, then the shareholder holding at least 5% of voting shares may put forward a new proposal in writing to the Company. The Company shall include such matters listed in the proposal as are within the scope of duties of the shareholder's meeting into the agenda of such meeting. Such proposal shall be delivered to the Company at least 7 days prior to the issuance of the notice.</p>	<p><del>Where the Company convenes the annual shareholder's meeting, then</del> <u>The shareholder(s) who individually or collectively holding(s) at least not less than 53% of voting the shares of the Company may put forward an new extraordinary proposal in writing to the Company Board of Directors 10 days prior to the date of the shareholders' general meeting. The Company Board of Directors shall include such matters listed in the proposal as are within the scope of duties of the shareholder's meeting into the agenda of such meeting notify the shareholders within 2 days of receipt of such proposal and submit such extraordinary proposal to the general meeting for consideration. Such proposal shall be delivered to the Company at least 7 days prior to the issuance of the notice. The contents of the</u></p>

Article number	Original articles	Amended articles
		<u>extraordinary proposal shall be subject to the functions and powers of the shareholders' general meeting, and shall have a clear topic of discussion and a specific matter to be resolved.</u>
Article 59	<p>The Company shall calculate the number of such shares representing the voting rights as are held by the shareholders attending the meeting based on the written reply received 20 days prior to the commencement of the meeting. In case the number of such shares representing the voting rights as are held by the shareholders attending the meeting reaches more than a half of the total number of shares representing the voting rights, the Company may convene the shareholder's meeting; otherwise, the Company shall, within 5 days, notify the shareholders of the matters discussed at the meeting and the time and place of the meeting once again by giving a notice. In such case, the Company may convene the shareholder's meeting.</p> <p>The matters not specified in the notice shall not be decided at the interim shareholder's meeting.</p>	<p><del>The Company shall calculate the number of such shares representing the voting rights as are held by the shareholders attending the meeting based on the written reply received 20 days prior to the commencement of the meeting. In case the number of such shares representing the voting rights as are held by the shareholders attending the meeting reaches more than a half of the total number of shares representing the voting rights, the Company may convene the shareholder's meeting; otherwise, the Company shall, within 5 days, notify the shareholders of the matters discussed at the meeting and the time and place of the meeting once again by giving a notice. In such case, the Company may convene the shareholder's meeting.</del></p> <p><u>A shareholders' meeting shall not resolve matters not specified in the notice shall not be decided at the interim shareholder's or the supplementary notice of the meeting.</u></p>
Article 61	The notice of shareholder's meeting shall be sent to the shareholder (no matter such shareholder has the voting right	The notice of shareholder's meeting shall be sent to the shareholder (no matter such shareholder has the voting right

Article number	Original articles	Amended articles
	<p>or not) by hand or mail with postage paid and the address of recipient shall be the one registered in the register of shareholders.</p> <p>For the shareholder holding domestic shares, the notice of shareholder's meeting may be issued in the form of an announcement.</p> <p>The aforesaid announcement shall be, within 45 to 50 days prior to the commencement of the meeting, published in one or more newspapers designated by the stock management department of the State Council. Once such announcement is published, it shall be deemed that all of the shareholders holding domestic shares have received the notice of shareholder's meeting.</p> <p>Where the dividend warrant is sent by mail when the exercise of rights is terminated, then if such dividend warrant has not been withdrew, then such right may be exercised after such dividend warrant has not been withdrew for a consecutive of two times. However, such rights may also be exercised if such dividend warrant is not delivered to the recipient and returned for the first time.</p> <p>Regarding the exercise of the right to sell the shares of such shareholder who cannot be contacted, unless the following requirements are met, otherwise,</p>	<p>or not) by hand or mail with postage paid and the address of <u>the</u> recipient shall be the one registered in the register of shareholders.</p> <p>For <del>the</del> <u>shareholders</u> holding domestic shares, the notice of shareholder's meeting may be issued in the form of an announcement.</p> <p>The aforesaid announcement shall be, <del>within 45 to 50</del> <u>20 clear business days</u> prior to the commencement of <del>the</del> <u>an annual shareholder's meeting</u> and either <u>10 clear business days or 15 days (whichever is earlier)</u> prior to the commencement of an <u>extraordinary general meeting</u>, published in one or more newspapers designated by the stock management department of the State Council. Once such announcement is published, it shall be deemed that all of the shareholders holding domestic shares have received the notice of <u>the relevant</u> shareholder's meeting.</p> <p><u>The notice of shareholder's meeting served on shareholders holding overseas listed shares may be published on the website designated by the Hong Kong Stock Exchange and the website of the Company. Upon the publication of the announcement, all holders of overseas listed shares shall be deemed to have received the notice of the relevant</u></p>

Article number	Original articles	Amended articles
	<p>such right may not be exercised:</p> <p>① The dividend relevant to the shares has been paid at least three times within 12 years but not claimed during such period; and</p> <p>② The Company publishes an advertising in the newspaper when such 12 years expire to indicate its intention to sell such shares and then notify the stock exchange.</p>	<p><u>shareholder's meeting.</u></p> <p><del>Where the dividend warrant is sent by mail when the Company exercises of rights is terminated, then if such dividend warrant has not been withdrawn its right to cease sending dividend warrants by post, then such right may not be exercised after</del> <u>until</u> such dividend warrants <del>has</del><u>have</u> <del>not</del> <u>not</u> <del>been withdrawn</del> <u>so left uncashed on for a two consecutive of two times</u> <del>occasions</del>. However, such rights may also be exercised if <u>when</u> such dividend warrants <del>is not</del><u>have failed to be delivered to the recipient initially and after the dividend warrants have been returned for the first time.</u></p> <p>Regarding the exercise of the right to sell the shares of such shareholders who cannot be contacted, unless the following requirements are met, otherwise, such right may not be exercised:</p> <p>① The dividends relevant to the shares <del>has</del><u>have</u> been paid at least three times within a <u>12-years period</u> but <u>have not been</u> claimed during such period; and</p> <p>② The Company publishes an <del>advertising</del><u>advertisement</u> in the newspaper <del>when such 12 years expire</del><u>upon expiry of the 12-year period</u> to indicate its intention to sell such shares and <del>then</del><u>notify</u>ies the stock exchange <u>of such intention.</u></p>

Article number	Original articles	Amended articles
Article 83	<p>In case the Company intends to alter or abolish the rights of classified shareholders, it should be carried out after shareholders' general meeting adopts in special resolution and the affected classified shareholders respectively adopt in shareholders' general meeting convened according to Article 85 to Article 88.</p>	<p>In case the Company intends to alter or abolish the rights of <del>classified</del><u>class</u> shareholders, it should be carried out <u>only</u> after it is passed by special resolution at a shareholders' general meeting <del>adopts in special resolution</del> and <u>at shareholders' meetings</u> <del>the affected classified shareholders</del> respectively <del>adopt</del> <u>in shareholders' general meeting convened by affected class shareholders</u> according to Article 85 to Article <del>88</del><u>89</u>.</p>
Article 87	<p>In case the Company holds classified shareholders' meeting, a notice in written form shall be made 45 days before the meeting informing all the registered shareholders of this classified shares of the matters under discussion as well as the meeting date and place. The shareholders who propose to attend the meeting should send a written reply on attending the meeting to the Company 20 days before the meeting.</p> <p>In case the number of shares represented by the shareholders proposing to attend the meeting which have voting right in the meeting exceeds half of the total number of the classified shares which have voting right in the meeting, the Company could hold classified shareholder meeting; otherwise, the Company should inform shareholders once again of the matters under discussion as</p>	<p>In case the Company <del>holds</del><u>convenes</u> a <del>classified shareholders' class</del> meeting, <del>a notice in written form shall be made 45 days before the meeting</del> <u>the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting.</u> The written notice <u>shall</u> <del>informing</del> all the registered shareholders of this <del>classified shares</del><u>such class</u> of the matters under discussion as well as the meeting date and place. <del>The shareholders who propose to attend the meeting should send a written reply on attending the meeting to the Company 20 days before the meeting.</del></p> <p><del>In case the number of shares represented by the shareholders proposing to attend the meeting which have voting right in the meeting exceeds half of the total</del></p>

Article number	Original articles	Amended articles
	well as the meeting date and place within five days by public notice. After public notice, the Company could hold classified shareholder meeting.	<del>number of the classified shares which have voting right in the meeting, the Company could hold classified shareholder meeting; otherwise, the Company should inform shareholders once again of the matters under discussion as well as the meeting date and place within five days by public notice. After public notice, the Company could hold classified shareholder meeting.</del>

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.

A circular containing, *inter alia*, further details of the Proposed Articles Amendments and a notice convening the EGM will be dispatched to the Shareholders as soon as practicable.

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*

Shenzhen, the PRC  
31 December 2019

*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](http://www.hkgem.com) for at least 7 days from its date of publication and the Company’s website at [www.powerleader.com.cn](http://www.powerleader.com.cn).*

*\* For identification purposes only*