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



# 深圳市宝德科技股份有限公司 POWERLEADER SCIENCE & TECHNOLOGY COMPANY LIMITED\*

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

(Stock code: 8236)

# **PROPOSED BONUS ISSUE OF SHARES**

The Board recommends a bonus issue of 15 Bonus Shares for every 10 Shares for approval by the Shareholders at the EGM.

To qualify for the Bonus Issue, any transfer of Shares must be lodged for registration by 4:00 p.m. on 7 September 2007. The register of members of the Company will be closed from 8 September 2007 to 8 October 2007 and the Record Date for entitlement to the Bonus Issue will be 8 October 2007.

A circular containing further information on the Bonus Issue together with the notice of EGM and the Class Meetings will be dispatched to the Shareholders as soon as practicable.

#### PROPOSED BONUS ISSUE

#### Introduction

The Board is pleased to announce that the Directors recommend the Bonus Issue to the Shareholders on the basis of 15 Bonus Shares for every 10 Shares held on the Record Date. Holders of H Shares and Domestic Shares whose names appear on the register of holders of H Shares and the register of holders of Domestic Shares of the Company respectively on the Record Date will be entitled to the Bonus Issue.

Based on 903,000,000 Shares in issue as at the date of this announcement comprising 660,000,000 Domestic Shares and 243,000,000 H Shares, and on the assumptions that no new Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date, upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Bonus Issue" below, it is expected that the total number of Bonus Shares to be issued pursuant to the Bonus Issue will be 1,354,500,000, in which 364,500,000 H Shares will be issued to the holders of H Shares and 990,000,000 Domestic Shares will be issued to the holders of Domestic Shares under the Bonus Issue.

Fractional entitlements will not be allotted but will be disposed of or dealt with in such manner as the Directors in their absolute decretion deem fit for the benefit of the Company.

#### **Conditions of the Bonus Issue**

The Bonus Issue is conditional upon the following:

- (i) the passing of the special resolution to approve the Bonus Issue at the respective extraordinary general meeting proposed to be held on 8 October 2007 and the class meeting for holders of H Shares to be held immediately after the conclusion of the EGM and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares; and
- (ii) in respect of the Bonus H Shares, the Listing Committee granting or agreeing to grant the listing of, and permission to deal in, the Bonus H Shares.

#### **Status of the Bonus Shares**

The Bonus Shares will, subject to the articles of association of the Company, rank pari passu in all respects with the Shares in issue on the date of issue. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date on which the Bonus Shares are allotted and issued, but will not be entitled to the dividends declared by the Company before the date of allotment and issue of the Bonus Shares.

#### Listing and dealings

Application will be made to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the 364,500,000 new H Shares to be issued pursuant to the Bonus Issue. The new H Shares to be issued pursuant to the Bonus Issue will rank pari passu with the existing H Shares. Subject to the satisfaction of the conditions, the new H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made for the new H Shares to be admitted to the CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

#### EXPECTED TIMETABLE OF THE BONUS ISSUE

Set out below is the expected timetable of the Bonus Issue:

Last day of dealings in H Shares cum-entitlement to the Bonus H Shares
First day of dealing in H Shares ex-entitlements to the Bonus H Shares
Latest time for lodging transfer of H Shares (to qualify for entitlement to the Bonus H Shares)
Closure of register of holders of H Shares
Latest time for lodging forms of proxy for the EGM 11:00 a.m. on 7 October

2007

Record Date for determination of entitlement to the Bonus Shares	
EGM and the Class Meetings	
Register of holders of H Shares re-opens	
Announcement of results of the EGM 9 October	
Despatch of the certificates for the Bonus H Shares	
Commencement of dealings in the Bonus H Shares	
Note: All times shown above refer to Hong Kong time.	

## **DESPATCH OF CIRCULAR**

A circular containing further information on the Bonus Issue together with notice of the EGM and the Class Meetings will be dispatched to the Shareholders as soon as practicable.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the meanings as set out below:

"Board"	board of Directors
"Bonus Domestic Shares"	990,000,000 new Domestic Shares to be allotted and issued pursuant to the Bonus Issue
"Bonus H Shares"	364,500,000 new H Shares to be allotted and issued pursuant to the Bonus Issue
"Bonus Issue"	issue of 15 Bonus Shares for every 10 Shares to the Shareholders whose names appear on the register of members of the company on the Record Date
"Bonus Shares(s)"	new Shares to be issued by way of Bonus Issue by the Company as described herein
"CCASS"	the Central Clearing and Settlement System established and operated by the HKSCC
"Class Meetings"	the class meeting for holders of H Shares to be held immediately after the conclusion of the EGM and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares
"Company"	深圳市宝德科技股份有限公司 (Powerleader Science & Technology Company Limited), a foreign joint stock limited company incorporated in the PRC with its H Shares listed on the Growth Enterprise Market of the Stock Exchange
"Directors"	directors of the Company
"Domestic Shares"	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB

"EGM"	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Monday, 8 October 2007
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"H Shares"	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
"Listing Committee"	the Listing Committee of the Stock Exchange
"PRC"	the People's Republic of China
"Record Date"	8 October 2007, being the date for determining the entitlement to the Bonus Issue
"RMB"	renminbi, the lawful currency of the PRC
"Shares"	H Shares, Domestic Shares and all shares of other classes resulting from any sub-division, consolidation or re-classification thereof from time to time in the share capital of the Company
"Shareholders"	holders of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board Li Ruijie Chairman

Shenzhen, the PRC, 13 August 2007

As at the date of this announcement, the Board comprises a total of 10 Directors, including Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao as executive Directors, Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei as non-executive Directors, Mr. Jiang Baijun, Mr. Lo Yu Tseng, Robert and Mr. Yim Hing Wah as independent non-executive Directors.

This announcement, for which the Director 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: (1) their information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

\* for identification purposes only