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**深圳宝德科技集团股份有限公司**

**(前稱深圳市宝德科技股份有限公司)**

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

**(formerly known as 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)**

**ANNOUNCEMENT**

**PROPOSED ISSUE OF MEDIUM-TERM NOTES IN THE PRC**

The Board has on 4 May 2009 approved to seek the Shareholders' approval at the EGM for the proposed issue of the Notes in the PRC with an aggregate principal amount of not exceeding RMB100 million.

According to the PRC law and the Articles of Association, the proposed issue of the Notes shall be subject to the Shareholders' approval by way of special resolution at the EGM and shall be conditional upon obtaining necessary approvals for the registration of the proposed issue of the Notes from NAFMII.

A circular containing details of the proposed issue of the Notes will be despatched to the Shareholders as soon as practicable.

**Warning: As the proposed issue of the Notes may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.**

## PROPOSED ISSUE OF THE NOTES

The Board has on 4 May 2009 approved to seek the Shareholders' approval by way of special resolution at the EGM for the proposed issue of the Notes in the PRC with an aggregate principal amount of not exceeding RMB100 million.

Particulars of the proposed issue of the Notes are as follows:

Aggregate principal amount:	Not exceeding RMB100 million, to be issued in lump sum or in several tranches depending on the prevailing market conditions at the time of issue
Term:	To be determined based on the prevailing market conditions at the time of issue, but it is expected that the term will be within the range of 3 to 7 years from the date of issue
Interest rate:	To be determined based on the prevailing market conditions at the time of issue, but in any event not higher than the best lending rate quoted by the People's Bank of China for the corresponding period
Target:	To the institutional investors in the PRC inter-bank bond market only, save for those prohibited by PRC laws or regulations from subscription (and not to the general public)
Issue method:	To be arranged and underwritten by the financial institution(s) which have been filed with the People's Bank of China to be engaged by the Company
Use of proceeds:	It is proposed that the proceeds of the issue of the Notes will be applied towards the operational needs of the Group, including but not limited to the financing of capital expenditure, the supplementation of working capital and the repayment of existing bank loans

## CONDITIONS

According to the PRC law and the Articles of Association, the proposed issue of the Notes shall be subject to the Shareholders' approval by way of special resolution at the EGM and shall be conditional upon obtaining necessary approvals for the registration of the proposed issue of the Notes from the NAFMII.

Under the relevant PRC laws and regulations, the validity period of the registration is 2 years from the Registration Date. Within the validity period, the Notes may be issued in lump sum or in several tranches, provided that the initial issue of the Notes shall be completed within two months from the Registration Date, and the issuer shall file the proposed issue with the NAFMII two days prior to any subsequent issues for their record.

### Warning:

**As the proposed issue of the Notes may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.**

## **PROPOSED GRANTING OF AUTHORISATION TO THE BOARD**

In order to ensure that the proposed issue of the Notes will duly comply with the applicable legal and regulatory requirements, and to enable the Board to carry out the proposed issue of the Notes smoothly, it is proposed that the authorisation to be granted to the Board or any one Director by the Shareholders at the EGM shall include but not limited to the following:

- (a) to determine the terms of the issue of the Notes, including but not limited to the size of issue, issue price, terms of the Notes, timing of issuance, maturity, method(s) of issue, interest rate(s) and method to determine the interest rate(s), security matters, etc.;
- (b) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging underwriting institution(s), credit rating authority(ies) and legal representative(s);
- (c) to undergo all necessary negotiations, amend and execute all relevant contracts, agreements and other necessary documents (including but not limited to the applications for approvals of the issue of the Notes, registration report(s), offering document(s), underwriting agreement(s), announcement(s) and document(s) for disclosures as required under applicable legal and/or regulatory requirement(s);
- (d) to apply for all necessary approvals and conduct all necessary filings and registrations in connection with the proposed issue of the Notes, including but not limited to submitting relevant application(s) for registration to the relevant PRC authorities and making all necessary amendments to the application(s) and document(s) and making submission to the relevant PRC authorities on any queries which they may have in relation to the issue of the Notes; and
- (e) to take all necessary actions and steps for and to deal with or make decisions on all matters relevant to the issue of the Notes.

## **REASONS FOR THE PROPOSED ISSUE**

The Board believes that the proposed issue of the Notes will provide the Company with additional source of funds for the operational needs of the Group. Further, the related interest rate will not exceed the best lending rate quoted by the People's Bank of China for the corresponding period. Thus, the Company can enhance its financial strength and reduce its funding costs.

Therefore, the Board considers that the proposed issue of the Notes is in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

A circular containing details of the proposed issue of the Notes will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors
“Company”	深圳宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited*), a foreign joint stock limited company incorporated in the PRC, the H Shares of which are listed on GEM
“Directors”	directors of the Company
“Domestic Share(s)”	ordinary domestic share(s) 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 convened for approving, inter alia, the proposed issue of the Notes
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM and amendments thereto from time to time
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) 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 HK\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) of the PRC
“Notes”	medium-term notes with an aggregate principal amount of not exceeding RMB100 million proposed to be issued by the Company
“PRC”	the People’s Republic of China, which for the purpose of this announcement excluding the regions of Hong Kong, Macau and Taiwan
“Registration Date”	the date of the Notice on Receiving of Registration (接受註冊通知書) to be issued by NAFMII
“RMB”	Renminbi, the lawful currency of the PRC

“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholder(s)”	holder(s) of the Share(s) of the Company, including the holder(s) of the Domestic Share(s) and the H Share(s), unless specified otherwise

By order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Li Ruijie**  
Chairman

Shenzhen, the PRC, 4 May 2009

*As at the date hereof, 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 and Mr. Jiang Baijun, Dr. Guo Wanda and Mr. Yim Hing Wah as independent non-executive directors.*

*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 GEM 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) the 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 at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*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