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宝德科技集團股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock Code: 8236)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
INSIDE INFORMATION
AND
SUSPENSION OF TRADING**

Reference is made to the announcement of the Company dated 3 December 2014 relating to the suspension of trading in the H shares (the “**H Shares**”) of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

This announcement is made by Powerleader Science & Technology Group Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

THE POSSIBLE OFFERS

The board of directors (the “**Board**”) of the Company was informed by its controlling shareholder, 深圳市宝德投資控股有限公司(Powerleader Investment Holding Company Limited*) (“**Powerleader Investment**”), of its intentions to make a voluntary conditional general offer to acquire all of the H Shares (the “**H Share Offer**”) through its wholly owned subsidiary (“**PI Subsidiary**”), to make a voluntary conditional general offer to acquire all the domestic shares (the “**Domestic Shares**”) of the Company not already held by it and its concert parties (the “**Domestic Share Offer**”, together with the H Share Offer, the “**Possible Offers**”) and to apply for delisting of the H Shares. The Board was further informed that Powerleader Investment and the PI Subsidiary have been negotiating with relevant parties to assess the feasibility and implementation of the Possible Offers, and are actively negotiating with financial institutions on the obtaining of finance for the acquisitions under the Possible Offers.

The Company understands that Powerleader Investment and the PI Subsidiary started arranging for the financing for the Possible Offers in early December 2014, after the Company applied for the suspension of trading in the H Shares, and that an announcement pursuant to Rule 3.5 of the Takeovers Code on the Possible Offers which Powerleader Investment and PI Subsidiary intend to jointly publish with the Company has been held up primarily due to such financing not yet having been obtained. The Company therefore issues this announcement pursuant to Rule 3.7 of the Takeovers Code to provide an up-date on the status regarding the Possible Offers.

Powerleader Investment has indicated to the Company that the making of the Possible Offers and the publication of an announcement pursuant to Rule 3.5 of the Takeovers Code is subject to, among other things, the obtaining of appropriate financing for the Possible Offers by Powerleader Investment and the PI Subsidiary on terms satisfactory to them, confirmation of the structure of the Possible Offers and all necessary clearances (if any) from relevant regulatory authorities, but the Possible Offers will not be made during any blackout period under the GEM Listing Rules.

The Board wishes to inform the shareholders of the Company that the feasibility and implementation of the Possible Offers are still under consideration by Powerleader Investment. There is no assurance that the Possible Offers will be finalized and the Possible Offers therefore may or may not proceed.

INTERESTS IN SHARES

Powerleader Investment is a company held by Mr. Li Ruijie (a non-executive director of the Company) as to 87.5% and by Ms. Zhang Yunxia (an executive director of the Company) as to 12.5%. As at the date of this announcement, Powerleader Investment holds 102,184,500 Domestic Shares, representing approximately 56.07% of the total issued Domestic Shares and approximately 42.05% of the total issued shares of the Company. Powerleader Investment does not hold any H Shares and the PI Subsidiary does not hold any H Shares or Domestic Shares.

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company in issue as at the date of this announcement comprise (i) 60,750,000 H Shares and (ii) 182,250,000 Domestic Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DISCLOSURE OF DEALINGS

All associates (as defined in the Takeovers Code, including any person holding 5% or more of any class of relevant securities) of the Company, Powerleader Investment and the PI Subsidiary are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in

appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

SUSPENSION

Trading in the H Shares on the Stock Exchange has been suspended with effect from 1:00 p.m. on 3 December 2014. Since the principal terms of the Possible Offers constitute inside information of the Company and will only be announced in the announcement that may be published pursuant to Rule 3.5 of the Takeovers Code, trading of the H Shares will remain suspended until further notice.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcements will be made until announcement of firm intention to make the Possible Offers under Rule 3.5 of the Takeovers Code or announcement of a decision not to proceed with the Possible Offers is made. The Company will make further announcements in compliance with the Takeovers Code and the GEM Listing Rules as and when appropriate or required.

Shareholders and/or potential investors of the Company should be aware that the Possible Offers may or may not proceed. Shareholders and potential investors are advised to exercise extreme caution when dealing in the shares of the Company.

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

Shenzhen, the PRC, 5 February 2015

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

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement, for which the Directors 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 Powerleader’s website at www.powerleader.com.cn.

** For identification purpose only*