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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)

深圳市宝德投資控股有限公司
**POWERLEADER
INVESTMENT HOLDING
COMPANY LIMITED***

*(a limited liability company established
in the People's Republic of China)*

寶德宏創國際貿易有限公司
**POWERLEADER
HONGCHUANG
INTERNATIONAL TRADE
CO., LIMITED**

*(a company incorporated in Hong Kong
with limited liability)*

**JOINT ANNOUNCEMENT REGARDING POSSIBLE OFFERS
PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE
AND
INSIDE INFORMATION**

This joint announcement is made by Powerleader Science & Technology Group Limited (the “**Company**”), 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited*) (“**Powerleader Investment**”) and 寶德宏創國際貿易有限公司 Powerleader Hongchuang International Trade Co., Limited, a wholly-owned subsidiary of Powerleader Investment (the “**Offeror**”) 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).

Reference is made to the announcement of the Company dated 5 February 2015 relating to the Possible Offers (the “**February Announcement**”), its announcement dated 5 March 2015 and the joint announcement issued by the Company, Powerleader Investment and the Offeror dated 12 March 2015 providing updates on the Possible Offers (the “**March Joint Announcement**”). Unless otherwise defined, terms used in this joint announcement shall have the same meanings as those used in the February Announcement.

UPDATE ON THE POSSIBLE OFFERS

Further to the March Joint Announcement, negotiations by Powerleader Investment and the Offeror with a financial institution on the obtaining of finance for the acquisitions under the Possible Offers are still ongoing and the arrangements for such finance have not yet been confirmed.

As at the date of this joint announcement, no legally binding agreement has been entered into in respect of the financing of the Possible Offers. If and when the arrangements for the financing of the Possible Offers are confirmed and Powerleader Investment and the Offeror decide to proceed with the Possible Offers, the Company, Powerleader Investment and the Offeror will proceed to finalize the announcement on the Possible Offers to be jointly made by them pursuant to Rule 3.5 of the Takeovers Code.

Further announcement(s) regarding the Possible Offers in compliance with the Takeovers Code and the GEM Listing Rules will be made as and when appropriate or required.

The Board wishes to inform the shareholders and potential investors of the Company that the feasibility and implementation of the Possible Offers are still under consideration by Powerleader Investment and the Offeror, there is no assurance that the Possible Offers will materialize and the Possible Offers therefore may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.

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

By order of the board of
directors of
深圳市宝德投資控股有限公司
(Powerleader Investment
Holding Company Limited*)
Li Ruijie
Director

By order of the board of
directors of
寶德宏創國際貿易有限公司
Powerleader Hongchuang
International Trade Co.,
Limited
Cui Qiaoli
Director

Shenzhen, the PRC, 8 April 2015

This joint announcement, for which the directors of the Company 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 of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Possible Offers, Powerleader Investment and the Offeror, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Powerleader Investment and the Offeror) have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement, for which the directors of Powerleader Investment 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 Powerleader Investment and the Possible Offers. The directors of the Powerleader Investment jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement, for which the sole director of the Offeror accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Offeror and the Possible Offers. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive directors of the Company 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.

As at the date of this joint announcement, the directors of Powerleader Investment are Mr. Li Ruijie, Ms. Zhang Yunxia and Mr. Wang Li.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Cui Qiaoli.

This joint 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.

** For identification purpose only*