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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,
INSIDE INFORMATION,
TERMINATION OF NEGOTIATION IN RELATION TO
THE POSSIBLE OFFERS
AND RESUMPTION OF TRADING**

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 announcements issued by the Company, Powerleader Investment and the Offeror dated 12 March 2015, 8 April 2015 and 8 May 2015 providing updates on the Possible Offers. Unless otherwise defined, terms used in this joint announcement shall have the same meanings as those used in the February Announcement.

TERMINATION OF NEGOTIATION IN RELATION TO THE POSSIBLE OFFERS

The Board wishes to inform the Shareholders and potential investors of the Company that, as notified by Powerleader Investment and the Offeror, after considering issues regarding the feasibility and implementation of the Possible Offers, including the recent traded prices of the H Shares of the Company being higher than the proposed offer price previously indicated, and

their views on the future prospect of Hong Kong capital market, Powerleader Investment and the Offeror have decided not to proceed with the Possible Offers and negotiation in respect of the Possible Offers have been terminated.

For the purpose of the Takeovers Code, the offer period in respect of the Possible Offers is deemed to have closed on the date of this joint announcement.

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

RESUMPTION OF TRADING

At the request of the Company, the trading in the H Shares of the Company has been halted on the Stock Exchange with effect from 9:00 a.m. on 28 May 2015, pending the release of this joint announcement. The Company has applied to the Stock Exchange for the resumption of trading in the H Shares of the Company with effect from 9:00 a.m. on 1 June 2015.

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, 29 May 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*