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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

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

(Stock Code: 8236)

**VERY SUBSTANTIAL DISPOSAL AND
VERY SUBSTANTIAL ACQUISITION
WAIVER FROM STRICT COMPLIANCE WITH RULE 19.62
OF THE GEM LISTING RULES
AND
DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of Powerleader Science & Technology Group Limited (the “**Company**”) dated 23 December 2015 in respect of very substantial disposal and very substantial acquisition transactions of the Company (“**First Announcement**”) and its further announcement dated 5 January 2016 regarding the same transactions (such further announcement together with the First Announcement are referred to as the “**Announcements**”) in relation to the conditional disposal of the entire equity interest in Powerleader Computing to Taiji Computer. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

WAIVER FROM STRICT COMPLIANCE WITH RULE 19.62 OF THE GEM LISTING RULES

As disclosed in the First Announcement, the Company had applied to the Stock Exchange for waiver from strict compliance with the requirements of Rule 19.62 of the GEM Listing Rules in respect of the valuation on Powerleader Computing which is regarded as a profit forecast under Rule 19.61 of the GEM Listing Rules (the “**Waiver**”).

The Company announces that the Stock Exchange agreed to grant the Waiver subject to the following:

- (i) submission by the Company to the Stock Exchange of the required information under Rule 19.62 of the GEM Listing Rules in respect of the valuation on Powerleader Computing by 30 April 2016; and
- (ii) disclosure by the Company of the Waiver by way of an announcement (which is fulfilled by the Company in this announcement).

DELAY IN DESPATCH OF CIRCULAR

It was disclosed in the First Announcement that the Company expected to despatch a circular to the Shareholders containing, among other things, further details of the Disposal, the Acquisition and the Buy-back Option, the notice convening the EGM together with proxy form and reply slip and other information as required by the GEM Listing Rules (the “Circular”) on or before 15 January 2016.

Considering the relevant formalities in relation to approval of the Disposal and the time required for the Company to prepare and finalise the financial and other information to be included in the Circular, the expected date of despatch of the Circular is postponed to a date on or before 30 April 2016.

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
13 January 2016

As at the date of this 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. Xu Yueming and independent non-executive directors are Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun.

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 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 the Company’s website at www.powerleader.com.cn.

* For identification purpose only