

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company, nor is it a solicitation of any vote or approval in any jurisdiction.*

*This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.*



深圳市速必拓網絡科技有限公司  
SHENZHEN SPEED TOP NETWORK TECHNOLOGY CO., LTD.\*  
(a company established in the People's Republic of China with limited liability)



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)

## JOINT ANNOUNCEMENT

### (1) DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO PROPOSED PRIVATISATION OF POWERLEADER BY SPEED TOP BY WAY OF MERGER BY ABSORPTION OF POWERLEADER

AND

### (2) BOOK CLOSURE PERIOD

Financial Adviser to Speed Top



Guotai Junan Capital Limited

Reference is made to (i) the joint announcement dated 19 October 2020 jointly issued by 深圳市速必拓網絡科技有限公司 (Shenzhen Speed Top Network Technology Co., Ltd.\*) (“**Speed Top**”) and 宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited\*) (the “**Company**”) in relation to, among others, the proposed privatisation of the Company by Speed Top by way of merger by absorption of the Company (the “**Proposal**”), (ii) the joint announcement dated 30 October 2020 jointly issued by Speed Top and the Company in relation to the irrevocable undertaking in respect of the Proposal and (iii) the joint announcement dated 9 November 2020 jointly

issued by Speed Top and the Company in relation to extension of time for despatch of the composite document to be despatched by Speed Top and the Company in respect of the Proposal (the “**Composite Document**”).

Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among others, (i) further details of the Proposal (including the expected timetable), the Merger Agreement and other matters in relation to the Merger, (ii) the recommendations and advice from the Independent Board Committee to the Independent Shareholders, (iii) the letter of advice issued by the Independent Financial Adviser, namely Altus Capital Limited, to the Independent Board Committee, and (iv) other particulars required by the Takeovers Code, together with notices for the EGM and the Class Meetings and the proxy forms, will be jointly despatched by Speed Top and the Company to the Shareholders on 20 November 2020.

## **EXPECTED TIMETABLE**

*The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by Speed Top and the Company by way of announcement(s) as and when appropriate. Unless otherwise specified, all references to times and dates in this expected timetable refer to Hong Kong times and dates.*

<b>Event</b>	<b>Time and Date</b>
Latest time for lodging transfers of the Shares in order to be entitled to attend and vote at the EGM and the Class Meetings . . . . .	4:30 p.m. on 4 December 2020
Closure of the registers of members of the Company for the determination of entitlements of the Shareholders to attend and vote at the EGM and the Independent Shareholders to attend and vote at the Class Meetings . . . . .	7 December 2020 to 11 December 2020 (both dates inclusive)
Latest time for lodging form(s) of proxy in respect of the EGM . . . . .	2:00 p.m. on 10 December 2020
Latest time for lodging form(s) of proxy in respect of the Domestic Share Class Meeting. . . . .	3:00 p.m. on 10 December 2020

<b>Event</b>	<b>Time and Date</b>
Latest time for lodging form(s) of proxy in respect of the H Share Class Meeting . . . . .	4:00 p.m. on 10 December 2020
Record date for the Shareholders to attend and vote at the EGM and the Independent Shareholders to attend and vote at the Class Meetings . . . . .	11 December 2020
The EGM . . . . .	2:00 p.m. on 11 December 2020
The Domestic Share Class Meeting. . . . .	3:00 p.m. on 11 December 2020 or immediately following the conclusion of the EGM (or any adjournment thereof) on the same day
The H Share Class Meeting . . . . .	4:00 p.m. on 11 December 2020 or immediately following the conclusion of the Domestic Class Share Meeting (or any adjournment thereof) on the same day
Announcement of the poll results of the EGM and the Class Meetings . . . . .	11 December 2020
Expected date for all the conditions to effect the Merger Agreement to be fulfilled . . . . .	11 December 2020
Announcement that all the conditions to effect the Merger Agreement are fulfilled, with the expected last day for dealings in H Shares and the expected date of withdrawal of the listing of H Shares. . . . .	11 December 2020
Re-opening of the registers of members of the Company. . . . .	14 December 2020
Each of Speed Top and the Company notifies its creditors and makes a public announcement of the Proposal pursuant to the PRC Company Law. . . . .	Within 10 days (for notification to creditors) and 30 days (for the announcement) following the EGM and the Class Meetings

<b>Event</b>	<b>Time and Date</b>
Last day for dealings in the H Shares . . . . .	21 December 2020
Latest time for lodging transfers of the H Shares in order to be entitled to receive the Cancellation Price . . . . .	4:30 p.m. on 28 December 2020
Closure of the registers of members of the Company (until the de-registration of the Company) . . . . .	from 29 December 2020 onwards
Expected date and time of withdrawal of the listing of the H Shares on GEM . . . . .	9:00 a.m. on 30 December 2020
Announcement that all the conditions to the implementation of the Merger are fulfilled (or waived, where applicable) . . . . .	30 December 2020
Last date for cheques for payment of the Cancellation Price to be despatched (or such other means) to the Independent H Shareholders and the Independent Domestic Shareholders . . . . .	11 January 2021
End of the period during which creditors may request Speed Top and the Company to pay off their respective indebtedness or provide guarantees . . . . .	Within 30 days after the receipt of notice by creditors or 45 days after the issue of announcement to creditors (whichever is later)

The Shareholders should note that all the Conditions have to be fulfilled (or waived, where applicable) on or before the Long Stop Date, being 31 July 2021 (or such other date as Speed Top and the Company may otherwise agree). Otherwise, the Merger will lapse.

**BOOK CLOSURE PERIOD**

For the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM and the Independent Shareholders to attend and vote at the Class Meetings, the registers of members of the Company will be closed from Monday, 7 December 2020 to Friday, 11 December 2020 (both dates inclusive). During such period, no transfer of Shares will be effected. In order to qualify to vote at the EGM and/or the Class Meetings, all transfers accompanied by the relevant share certificates must be lodged at (i) the office of the Company’s H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders only) or (ii) the Company’s registered

office at 11th Floor, Tower C, Shenzhen International Innovation Centre (Futian Technology Square), No. 1006 Shennan Road, Xintian Community, Huaifu Sub-district, Futian District, Shenzhen, the PRC (for Domestic Shareholders only), no later than 4:30 p.m. on Friday, 4 December 2020 (or such other date as the Shareholders may be notified by announcement).

## **WARNING**

**The Merger Agreement is subject to and conditional upon, among others, the fulfilment of the conditions to effect the Merger Agreement set out in the Composite Document. Further, Shareholders and/or potential investors should be aware that the implementation of the Merger is subject to the conditions to the implementation of the Merger set out in the Composite Document being fulfilled (or waived, where applicable). Neither Speed Top nor the Company provides any assurance that any or all Conditions can be fulfilled or, where applicable, waived, and thus the Merger Agreement may or may not become effective or, if effective, the Merger may or may not be implemented or completed. Shareholders and/or potential investors should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By Order of the board of directors of  
深圳市速必拓網絡科技有限公司  
(Shenzhen Speed Top Network  
Technology Co., Ltd.\*)  
**Zhang Yunxia**  
*Director*

By Order of the Board of  
宝德科技集團股份有限公司  
(Powerleader Science & Technology  
Group Limited\*)  
**Dong Weiping**  
*Director*

Shenzhen, the PRC, 19 November 2020

*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 and the Takeovers Code 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 Speed Top, Powerleader Investment and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of Speed Top, Powerleader Investment and Powerleader Asset Management in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*This joint announcement, for which the director of Speed Top accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Takeovers Code for the purpose of giving information with regard to Speed Top. The director of Speed Top accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, Powerleader Investment and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of her knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Powerleader Investment and Powerleader Asset Management in their capacity as their respective directors, 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 herein or 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 and the Takeovers Code for the purpose of giving information with regard to Powerleader Investment. The directors of 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, Speed Top and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Speed Top and Powerleader Asset Management in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*This joint announcement, for which the director of Powerleader Asset Management accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Takeovers Code for the purpose of giving information with regard to Powerleader Asset Management. The director of Powerleader Asset Management accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, Speed Top and Powerleader Investment, and confirm, having made all reasonable enquiries, that to the best of her knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Speed Top and Powerleader Investment in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises 6 directors, including Ms. Zhang Yunxia and Mr. Dong Weiping as executive directors, Mr. Li Ruijie as non-executive director and Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun as independent non-executive directors.*

*As at the date of this joint announcement, the board of Speed Top comprises Ms. Zhang Yunxia.*

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

*As at the date of this joint announcement, the board of Powerleader Asset Management comprises Ms. Zhang Yunxia.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Stock Exchange’s website at <http://www.hkexnews.hk> and on the Company’s website at <http://www.powerleader.com.cn> from the date of its posting and thereafter.*

*\* For identification purposes only*