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## 深圳宝德科技集团股份有限公司

### POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\*

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

(Stock Code: 8236)

#### FORMATION OF JOINT VENTURE

The Board announces that on 11 January 2010, the articles of association in relation to the formation of the Joint Venture was entered into among the Company and the JV Partners. The Joint Venture will be owned by the Company and the JV Partners as to 30.07% and 69.93% respectively.

As one of the applicable percentage ratios exceeds 5% but are all below 25%, the formation of the Joint Venture constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

#### FORMATION OF JOINT VENTURE

The Board announces that on 11 January 2010, the articles of association in relation to the formation of the Joint Venture was entered into among the Company and the JV Partners.

##### Registered capital

The registered capital of the Joint Venture is RMB155,880,000 (equivalent to approximately HK\$177,136,000). The capital structure of the Joint Venture will be as follows:

Joint Venture parties	Capital contribution		Shareholding percentage (%)
	RMB	Equivalent to HK\$ in approximate	
深圳市潮商投资管理有限公司 (Shenzhen Chaoshang Investment Management Company Limited*)	39,000,000	44,318,000	25.02
深圳市普福臨投資開發有限公司 (Shenzhen Pufujian Investment Development Company Limited*)	2,000,000	2,273,000	1.28
the Company	46,880,000	53,272,000	30.07

Joint Venture parties	Capital contribution		Shareholding percentage (%)
	RMB	<i>Equivalent to HK\$ in approximate</i>	
創世紀轉基因技術有限公司 (Chuangshiji Gene Technology Company Limited*)	30,000,000	34,091,000	19.25
肖木城 (Shao Mucheng)	3,000,000	3,409,000	1.92
紀力駒 (Ji Liqu)	2,000,000	2,273,000	1.28
深圳市年年豐糧油有限公司 (Shenzhen Niannianfeng Oil Company Limited*)	10,000,000	11,363,000	6.42
深圳市潤德投資有限公司 (Shenzhen Yunde Investment Company Limited*)	6,000,000	6,818,000	3.85
張慶洲 (Zhang Qingzhou)	5,000,000	5,682,000	3.21
李茂水 (Li Moushui)	5,000,000	5,682,000	3.21
深圳市粵美特實業集團有限公司 (Shenzhen Yuemeite Industrial Group Company Limited*)	5,000,000	5,682,000	3.21
陳健輝 (Chen Jianhui)	2,000,000	2,273,000	1.28

The amount of capital to be contributed by the Company to the Joint Venture was determined according to the provisions under “Interim Measures of Pilot Management for Shenzhen Small Loan Companies” 《深圳市小額貸款公司試點管理暫行辦法》 which require the contribution from the primary promoter not less than 30% of the total registered capital. The contribution by the Company will be financed by internal resources of the Group. Each of the Company and the JV Partners will make their contributions to the registered capital of the Joint Venture by cash on or before 15 January 2010.

The Joint Venture will be principally engaged in micro-financing and consultancy services for the development, management and financial affairs of small and medium enterprises. The Joint Venture will be treated as interest in an associate in the Company’s financial statements.

## **Profit sharing**

The profit of the Joint Venture will be shared by the joint venture partners of the Joint Venture in proportion to their respective contributions to the registered capital of the Joint Venture.

## **Term**

The Joint Venture shall have a term of operation of 20 years.

## **Board of directors of the Joint Venture**

The board of directors of the Joint Venture will comprise nine directors and shall be elected in the meeting of shareholders of the Joint Venture. Each of the joint venture partners of the Joint Venture shall have the right to nominate such number of candidates for election as directors of the Joint Venture in proportion to their respective shareholding in the Joint Venture.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The establishment of the Joint Venture is for the adaptation to the reformation of the financial system, so as to relieve the financing concerns of small and medium enterprises, especially the Shenzhen Chaoshang small and medium enterprises, individual industrial and commercial players and individual entrepreneurs. It also aims at guiding the legitimization and standardization of the enormous Shenzhen Chaoshang private financing activities in order to offer funding to numerous Chaoshang small and medium enterprises; strengthen the capability of the private small and medium enterprises to risk exposures; and facilitate the rapid healthy growth of the Shenzhen economy. At the same time, the establishment of the Joint Venture also provides an opportunity for the Company to participate in the financial industry, which is an extension of its server business, for further enhancement of the Company's operation advantage.

The Board (including the independent non-executive directors) believes that the terms of the formation of the Joint Venture are fair and reasonable, on normal commercial terms and in the interests of the shareholders of the Company as a whole.

## **GENERAL**

The Group is engaged in the design, manufacture and sales of computer servers, sales and distribution of platform and accessories products and leasing of computer servers in Hong Kong and the PRC.

深圳市潮商投資管理有限公司 (Shenzhen Chaoshang Investment Management Company Limited\*) is principally engaged in financial and property investment.

深圳市普福臨投資開發有限公司 (Shenzhen Pufujian Investment Development Company Limited\*) is principally engaged in development of commercial property and integrated logistic service.

創世紀轉基因技術有限公司 (Chuangshiji Gene Technology Company Limited\*) is principally engaged in research on crops' gene (such as cotton, rape flower and wheat), growing, planting, processing, selling new strain of plants and providing related technical services.

深圳市年年豐糧油有限公司(Shenzhen Niannianfeng Oil Company Limited\*) is principally engaged in professional import and export trading, cargo shipment, producing, processing and selling food and oil.

深圳市潤德投資有限公司 (Shenzhen Yunde Investment Company Limited\*) is principally engaged in petroleum and chemical products wholesale and retail, gas station construction, real estate development and cargo transportation businesses.

深圳市粵美特實業集團有限公司 (Shenzhen Yuemeite Industrial Group Company Limited\*) is principally engaged in petroleum and real estate investment.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the JV Partners and their ultimate beneficial owners (where applicable) are third parties independent of the Company and connected persons of the Company as at the date of this announcement.

As one of the applicable percentage ratios exceeds 5% but are all below 25%, the formation of the Joint Venture constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following terms have the meanings are set out below:

“Board”	the board of Directors
“Company”	深圳宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited), a foreign joint stock limited company incorporated in the PRC with its H Shares listed on the GEM board of the Stock Exchange
“Director”	the director(s) of the Company
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Joint Venture”	深圳市潮商小額貸款有限公司 (Mini Credit of Shenzhen Chaoshang Commerce Chamber Co., Ltd.), a company established in the PRC with limited liability
“JV Partners”	the shareholders of the Joint Venture (other than the Company) as set out under the heading “Joint Venture parties” in the paragraph headed “Registered capital” of this announcement
“PRC”	the People's Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“RMB”	Renminbi, the lawful currency of the PRC

By order of the Board  
**Powerleader Science and Technology Group Limited**  
**Li Ruijie**  
Chairman

Hong Kong, 13 January 2010

*For the purposes of this announcement, the exchange rate of HK\$1.00 = RMB0.88 has been used, where applicable, for purpose of illustration only and does not constitute a representation that any amounts has been, could have been or may be exchanged at any particular rate on the date or dates in question or any other date.*

*This announcement, for which the directors of the Company collectively and individually accept responsibility, includes particulars given in compliance with the GEM Listing Rules 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:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*As of the date of this announcement, the Board comprises 10 directors, including Mr. Li Ruijie, Mr. Dong Weiping, Ms. Zhang Yunxia and Mr. Ma Zhumao as executive directors, Mr. Sun Wei, Mr. Wang Lixin and Mr. Li Donglei as non-executive directors, Mr. Jiang Baijun, Mr. Chan Shiu Yuen and Dr. Guo Wanda as independent non-executive directors.*

*This announcement will remain on the “Latest Company Announcements” page on the Growth Enterprise Market website for at least 7 days from the date of its posting.*

\* *For identification purpose only*