

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.*

*This announcement does not constitute, or form part of, an offer or invitation, or solicitation or inducement of an offer, to subscribe for or purchase any shares or other securities of the Company, nor is this announcement calculated to invite offers for any shares or other securities of the Company.*



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)

## ANNOUNCEMENT

### PROPOSED ISSUE OF SHORT-TERM FINANCING BILLS

The Board has on 9 August 2010 approved to seek the Shareholders' approval at the EGM for the proposed issue of the Bills in the PRC with an aggregate principal amount of not exceeding RMB40 million.

According to the PRC law and the Articles of Association, the proposed issue of the Bills shall be subject to the Shareholders' approval by way of special resolution at the EGM and shall be conditional upon obtaining necessary approvals for the registration of the proposed issue of the Bills from NAFMII.

A circular containing details of the proposed issue of the Bills will be despatched to the Shareholders as soon as practicable.

**Warning: As the proposed issue of the Bills may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.**

### PROPOSED ISSUE OF THE BILLS

The Board has on 9 August 2010 approved to seek the Shareholders' approval by way of special resolution at the EGM for the proposed issue of the Bills in the PRC with an aggregate principal amount of not exceeding RMB40 million.

Particulars of the proposed issue of the Bills are as follows:

Aggregate principal amount:	Not exceeding RMB40 million
Term:	Not exceeding 365 days
Interest rate:	The interest rate shall be fixed; and on the basis of a fixed upper and lower limit, to be determined through book building process. The interest rate shall remain unchanged during the term of the Bills, there shall be no compound interest, and there shall be no additional interest in the event of overdue payment
Target:	To institutional investors in the PRC inter-bank bond market only, save for those prohibited by PRC laws or regulations from subscription
Issue method:	An underwriting syndicate shall be organized by the lead underwriter to place the Bills on the PRC inter-bank bond market through the book building process
Use of proceeds:	It is proposed that the proceeds of the issue of the Bills will be applied towards the operational needs of the Group, including but not limited to the financing of capital expenditure, to supplement working capital and the repayment of existing bank loans

## **CONDITIONS**

According to the PRC law and the Articles of Association, the proposed issue of the Bills shall be subject to the Shareholders' approval by way of special resolution at the EGM and shall be conditional upon obtaining necessary approvals for the registration of the proposed issue of the Bills from the NAFMII.

Under the relevant PRC laws and regulations, the validity period of the registration is 2 years from the Registration Date. Within the validity period, the Bills may be issued in lump sum or in several tranches, provided that the initial issue of the Bills shall be completed within two months from the Registration Date, and the issuer shall file the proposed issue with the NAFMII two days prior to any subsequent issues for their record.

### **Warning:**

**As the proposed issue of the Bills may or may not occur, Shareholders and investors are reminded to exercise caution in dealing in the Shares.**

## **PROPOSED GRANTING OF AUTHORIZATION TO THE BOARD**

In order to ensure that the proposed issue of the Bills will duly comply with the applicable legal and regulatory requirements, and to enable the Board to carry out the proposed issue of the Bills smoothly, it is proposed that the authorisation to be granted to the Board or any one Director by the Shareholders at the EGM shall include but not limited to the following:

- (a) to determine the terms of the issue of the Bills, including but not limited to the size of issue, issue price, terms of the Bills, timing of issuance, maturity, method(s) of issue, interest rate(s) and method to determine the interest rate(s), security matters, etc.;
- (b) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging underwriting institution(s), credit rating authority(ies) and legal representative(s);
- (c) to undergo all necessary negotiations, amend and execute all relevant contracts, agreements and other necessary documents (including but not limited to the applications for approvals of the issue of the Bills, registration report(s), offering document(s), underwriting agreement(s), announcement(s) and document(s) for disclosures as required under applicable legal and/or regulatory requirement(s);
- (d) to apply for all necessary approvals and conduct all necessary filings and registrations in connection with the proposed issue of the Bills, including but not limited to submitting relevant application(s) for registration to the relevant PRC authorities and making all necessary amendments to the application(s) and document(s) and making submission to the relevant PRC authorities on any queries which they may have in relation to the issue of the Bills; and
- (e) to take all necessary actions and steps for and to deal with or make decisions on all matters relevant to the issue of the Bills.

## **REASONS FOR THE PROPOSED ISSUE**

The Board believes that the proposed issue of the Bills will provide the Company with additional source of funds for the operational needs of the Group. Currently, the cost of obtaining short term funding through bank loans is relatively high. Through the issue of the Bills, the Company can enhance its financial strength and reduce its funding costs.

Therefore, the Board considers that the proposed issue of the Bills is in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

A circular containing details of the proposed issue of the Bills will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Bills”	short term financing bills with an aggregate principal amount of not exceeding RMB40 million proposed to be issued by the Company
“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, the H Shares of which are listed on GEM
“Directors”	the directors of the Company
“Domestic Share(s)”	domestic invested share(s) issued by the Company, of nominal value of RMB0.10 each, which are subscribed for and paid up in Renminbi and are not tradable on the Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be convened for approving, inter alia, the proposed issue of the Bills
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間交易商協會) of the PRC
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registration Date”	the date of the Notice of Receiving of Registration (接受註冊通知書) to be issued by NAFMII
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise

“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Li Ruijie**  
*Chairman*

Shenzhen, the PRC, 9 August 2010

*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 document misleading.*

*As at the date hereof, the Board comprises a total of 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 and Mr. Jiang Baijun, Mr. Chan Shiu Yuen, Sammy and Dr. Guo Wanda as independent non-executive Directors.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and the Company’s website at [www.powerleader.com.cn](http://www.powerleader.com.cn).*

\* *for identification purpose only*