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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)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF INTEREST IN CHENGDU JINKONG**

The Board announces that on 24 December 2010, Powerleader HK, a wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser pursuant to which Powerleader HK agreed to sell and the Purchaser agreed to purchase 30% shareholding interest in Chengdu Jinkong at an aggregate consideration of approximately RMB60,180,000 subject to the terms of the Agreement.

As the applicable percentage ratios calculated under Chapter 19 of the GEM Listing Rules in respect of the Disposal exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 2 July 2010. As disclosed in the said announcement, Powerleader HK, a wholly-owned subsidiary of the Company, entered into the Joint Venture Agreement in relation to the establishment of Chengdu Jinkong. Chengdu Jinkong is 30% owned by Powerleader HK. According to the Joint Venture Agreement, Powerleader HK would invest in Chengdu Jinkong a sum equivalent to approximately RMB60,000,000. As at the date of this announcement, Powerleader HK has injected approximately RMB10,020,000 into Chengdu Jinkong and has an outstanding capital commitment of approximately RMB49,980,000.

On 24 December 2010, Powerleader HK entered into the Agreement with the Purchaser for the sale of 30% equity interest (including the injected and outstanding capital commitment of Powerleader HK) in Chengdu Jinkong. Upon completion of the Disposal, the Group will cease to have any interest in Chengdu Jinkong.

PRINCIPAL TERMS OF THE AGREEMENT

Date : 24 December 2010

Parties : (a) Vendor : Powerleader HK

(b) Purchaser : Multitone Hong Kong Investment Limited (萬通香港投資有限公司)

Information on Chengdu Jinkong:

Chengdu Jinkong is a company established in the PRC with limited liability and has a registered share capital of RMB200,000,000. Chengdu Jinkong is owned as to 30% by Powerleader HK. As at the date of this announcement, Powerleader HK has injected approximately RMB10,020,000 into Chengdu Jinkong and has an outstanding capital commitment of approximately RMB49,980,000.

The principal scope of business of Chengdu Jinkong includes: finance leasing business, leasing, purchasing properties directly in or outside the PRC for carrying out the aforementioned leasing business, selling and disposing the leased property, and consultation and guarantee services in connection with leasing.

Since the establishment of Chengdu Jinkong in July 2010, as at 30 November 2010, its operating revenue amounted to approximately RMB1,585,000 and the net loss amounted to approximately RMB(1,680,000).

The book value of the Group's investment in Chengdu Jinkong is approximately RMB9,516,000 as at 30 November 2010.

Consideration:

The Consideration is approximately RMB60,180,000, and has been determined after arm's length negotiations between Powerleader HK and the Purchaser with reference to the market prices in comparable investment markets.

Terms of Payment of the Consideration:

- (a) a sum of RMB9,000,000 shall be paid by the Purchaser within 3 days after the date of the Agreement;
- (b) the balance of RMB1,200,000 shall be paid by the Purchaser within 3 days after the completion of registration in respect of the change of shareholding interest in Chengdu Jinkong; and
- (c) The outstanding capital commitment of Powerleader HK in Chengdu Jinkong (being approximately RMB49,980,000) under the Joint Venture Agreement will be transferred to and borne by the Purchaser upon completion. The payment will fall due on a date to be determined in accordance with the articles of association of Chengdu Jinkong or the resolution of the board of directors of Chengdu Jinkong.

Termination:

The Agreement may be terminated by mutual agreement of Powerleader HK and the Purchaser. After Powerleader HK has received the Consideration for the Disposal, if the registration of the change of shareholding interest in Chengdu Jinkong is not completed within 180 days from the date of the Agreement and such failure is not caused by either party to the Agreement, the Purchaser would be entitled to terminate the Agreement and Powerleader HK shall refund the Purchaser the consideration received from the Purchaser accordingly.

REASONS FOR THE DISPOSAL

The Disposal is due to the consideration of the overall development strategy of the Group to focus its resources and energy to cloud computing, and to make the Company's main business direction more prominent. The Directors are of the view that the Disposal is on normal commercial terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Directors estimate that upon completion of the Agreement, the Group is expected to record a gain from the Disposal of approximately RMB180,000, such gain having been arrived at by reference to the terms of the Disposal and the aggregate of the estimated book carrying value of Chengdu Jinkong attributable to the Group at completion.

USE OF PROCEEDS FROM THE DISPOSAL

The estimated net proceeds from the Disposal are intended to be used for working capital purposes of the Group.

GENERAL

The Group is principally 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.

Powerleader HK is principally engaged in investment in establishing entities, development of computer software and hardware systems, purchase and sale of electronic products, computer softwares, hardwares and peripheral devices and import and export of products and technology.

The Purchaser is principally engaged in investment business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

As the applicable percentage ratios calculated under Chapter 19 of the GEM Listing Rules in respect of the Disposal exceed 5% but less than 25%, the Disposal 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 shall have the following meanings:

“Agreement”	The sale and purchase agreement dated 24 December 2010 entered into between Powerleader HK and the Purchaser in respect of 30% equity interest in Chengdu Jinkong
“Board”	the board of Directors
“Chengdu Jinkong”	成都金控融資租賃有限公司 (Chengdu Jinkong Financial Leasing Co. Ltd.*), an equity joint venture company established in the PRC with limited liability for the purpose of carrying out finance lease services business
“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
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the aggregate consideration payable by the Purchaser to the Company for the 30% of the equity interest in Chengdu Jinkong under the Agreement
“Directors”	the directors of the Company
“Disposal”	the disposal of 30% equity interest in Chengdu Jinkong by Powerleader HK pursuant to terms of the Agreement
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM and amendments thereto from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Joint Venture Agreement”	the joint venture agreement dated 2 July 2010 entered into, among others, by Powerleader HK in relation to the establishment of Chengdu Jinkong
“Powerleader HK”	Powerleader Science & Technology (H.K.) Limited, a limited company incorporated in Hong Kong which is a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China
“Purchaser”	Multitone Hong Kong Investment Limited (萬通香港投資有限公司), a company incorporated in Hong Kong with limited liability, a third party independent of the Company and its connected persons

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board
Powerleader Science & Technology Group Limited*
Xu Yueming
Company Secretary

Hong Kong, 24 December 2010

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, 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.

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.

English names of the PRC established companies/entities in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.

* *for identification purpose only*