

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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities of the Company.



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)

深圳市宝德投資控股有限公司
**POWERLEADER
INVESTMENT HOLDING
COMPANY LIMITED***

*(a limited liability company established
in the People's Republic of China)*

寶德宏創國際貿易有限公司
**POWERLEADER
HONGCHUANG
INTERNATIONAL TRADE
CO., LIMITED**

*(a company incorporated in Hong Kong
with limited liability)*

**JOINT ANNOUNCEMENT REGARDING POSSIBLE OFFERS
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,
INSIDE INFORMATION
AND
RESUMPTION OF TRADING**

This joint announcement is made by Powerleader Science & Technology Group Limited (the “**Company**”), 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited*) (“**Powerleader Investment**”) and 寶德宏創國際貿易有限公司 Powerleader Hongchuang International Trade Co., Limited, a wholly-owned subsidiary of Powerleader Investment (the “**Offeror**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 3 December 2014 relating to the suspension of trading in the H Shares on the Stock Exchange, its announcement dated 5 February 2015 relating to the Possible Offers, and its announcement dated 5 March 2015 providing updates on the Possible Offers. Unless otherwise defined, terms used in this joint announcement shall have the same meanings as those used in the announcement of the Company dated 5 February 2015.

UPDATE ON THE POSSIBLE OFFERS

Further to the announcement of the Company dated 5 March 2015, negotiations by Powerleader Investment and the Offeror with a financial institution on the obtaining of finance for the acquisitions under the Possible Offers are still ongoing but the arrangements for such finance will not be confirmed by mid-March 2015. In view of the aforementioned, the Company will apply for resumption of trading in the H Shares on the Stock Exchange.

As at the date of this joint announcement, no legally binding agreement has been entered into in respect of the financing of the Possible Offers. If and when the arrangements for the financing of the Possible Offers are confirmed and Powerleader Investment and the Offeror decide to proceed with the Possible Offers, the Company, Powerleader Investment and the Offeror will proceed to finalize the announcement on the Possible Offers to be jointly made by them pursuant to Rule 3.5 of the Takeovers Code. Powerleader Investment and the Offeror have indicated that the proposed offer price under the Possible Offers will be HK\$5.044 per Domestic Share/H Share of the Company, which represents a 30% premium over the traded price per H Share on GEM immediately prior to the suspension of trading of the H Shares on 3 December 2014.

Further announcement(s) regarding the Possible Offers in compliance with the Takeovers Code and the GEM Listing Rules will be made as and when appropriate or required.

The Board wishes to inform the shareholders and potential investors of the Company that the feasibility and implementation of the Possible Offers are still under consideration by Powerleader Investment and the Offeror, there is no assurance that the Possible Offers will materialize and the Possible Offers therefore may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.

RESUMPTION OF TRADING

Trading in the H Shares on the Stock Exchange has been suspended with effect from 1:00 p.m. on 3 December 2014. An application has been made to the Stock Exchange for the resumption of trading in the H Shares with effect from 9:00 a.m. on 13 March 2015.

By order of the board of
directors of
宝德科技集團股份有限公司
(Powerleader Science &
Technology
Group Limited*)
Zhang Yunxia
Chairman

By order of the board of
directors of
深圳市宝德投資控股有限公司
(Powerleader Investment
Holding Company Limited*)
Li Ruijie
Director

By order of the board of
directors of
寶德宏創國際貿易有限公司
Powerleader Hongchuang
International Trade Co.,
Limited
Cui Qiaoli
Director

Shenzhen, the PRC, 12 March 2015

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 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 the Possible Offers, Powerleader Investment and the Offeror, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Powerleader Investment and the Offeror) 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 in 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 for the purpose of giving information with regard to Powerleader Investment and the Possible Offers. The directors of the 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, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Company) 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 in this joint announcement misleading.

This joint announcement, for which the sole director of the Offeror accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Offeror and the Possible Offers. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Company) 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 in this announcement misleading.

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

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

As at the date of this joint announcement, the sole director of the Offeror is Ms. Cui Qiaoli.

This joint 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*