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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  
AND  
INSIDE INFORMATION**

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 5 February 2015 relating to the Possible Offers (the “**February Announcement**”), its announcement dated 5 March 2015 and the announcements jointly issued by the Company, Powerleader Investment and the Offeror dated 12 March 2015 and 8 April 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 February Announcement.

**UPDATE ON THE POSSIBLE OFFERS**

Further to the previous monthly announcement jointly issued by the Company, Powerleader Investment and the Offeror dated 8 April 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 and the arrangements for such finance may be confirmed by the end of May 2015.

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. Even though such financing arrangement may be confirmed soon, Powerleader Investment and the Offeror still have to consider issues regarding the feasibility and implementation of the Possible Offers including the recent traded prices of the H Shares of the Company being higher than the proposed offer price previously indicated, and whether the financing facility that may be granted by the financial institution would be sufficient. Powerleader Investment and the Offeror will require up to three months from the date of this joint announcement to consider and decide whether to proceed with the Possible Offers.

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.**

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, 8 May 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 joint 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](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*