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深圳市速必拓網絡科技有限公司  
SHENZHEN SPEED TOP NETWORK TECHNOLOGY CO., LTD.\*  
(a company established in the People's Republic of China with limited liability)



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)

## JOINT ANNOUNCEMENT

# NOTIFICATIONS TO CREDITORS IN RELATION TO THE PROPOSED PRIVATISATION OF POWERLEADER BY SPEED TOP BY WAY OF MERGER BY ABSORPTION OF POWERLEADER

### Financial Adviser to Speed Top



Guotai Junan Capital Limited

Reference is made to (i) the joint announcement dated 19 October 2020 jointly issued by 深圳市速必拓網絡科技有限公司 (Shenzhen Speed Top Network Technology Co., Ltd.\*) (“**Speed Top**”) and 宝德科技集團股份有限公司 (Powerleader Science & Technology Group Limited\*) (the “**Company**”) in relation to, among others, the proposed privatisation of the Company by Speed Top by way of merger by absorption of the Company (the “**Proposal**”); (ii) the joint announcement dated 30 October 2020 jointly issued by Speed Top and the Company in relation to the irrevocable undertaking in respect of the Proposal; (iii) the joint announcement dated 9 November 2020 jointly issued by Speed Top and the Company in relation to extension of time for despatch of the composite document to be despatched by Speed Top and the Company in respect of the Proposal (the “**Composite Document**”); (iv) the joint announcement dated 19 November 2020 jointly issued by Speed Top and the Company in relation to the despatch of the

Composite Document; (v) the Composite Document dated 20 November 2020 jointly issued by Speed Top and the Company in relation to the Proposal, together with the notices of the EGM and the Class Meetings all dated 20 November 2020; (vi) the joint announcement dated 4 December 2020 jointly issued by Speed Top and the Company in relation to the supplemental disclosure to the Composite Document; and (vii) the joint announcement dated 11 December 2020 jointly issued by Speed Top and the Company in relation to, among others, the poll results of the EGM and the Class Meetings. Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **NOTIFICATIONS TO CREDITORS**

Speed Top and the Company announce that Speed Top and the Company have each notified their respective creditors and jointly made a public announcement of the Proposal pursuant to the PRC Company Law in Jingbao\* (《晶報》) on 15 December 2020. According to the PRC Company Law and other applicable PRC laws, the creditors may request Speed Top and the Company to pay off their respective indebtedness or provide guarantees within 30 days after their receipt of notice or 45 days after the issue of the announcement (whichever is later).

## **WARNING**

**Shareholders and/or potential investors should be aware that the implementation of the Merger is subject to the conditions to the implementation of the Merger set out in the Composite Document being fulfilled (or waived, where applicable). Neither Speed Top nor the Company provides any assurance that any or all conditions to the implementation of the Merger can be fulfilled or, where applicable, waived, and thus the Merger may or may not be implemented or completed. Accordingly, the issue of this joint announcement does not imply in any way that the Merger will be implemented or completed. Shareholders and/or potential investors should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By Order of the sole director of  
深圳市速必拓網絡科技有限公司  
(Shenzhen Speed Top Network  
Technology Co., Ltd.\*)  
**Zhang Yunxia**  
*Sole Director*

By Order of the Board of  
宝德科技集團股份有限公司  
(Powerleader Science & Technology  
Group Limited\*)  
**Dong Weiping**  
*Director*

Shenzhen, the PRC, 15 December 2020

*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 and the Takeovers Code 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 Speed Top, Powerleader Investment and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of Speed Top, Powerleader Investment and Powerleader Asset Management in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*This joint announcement, for which the director of Speed Top accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Takeovers Code for the purpose of giving information with regard to Speed Top. The director of Speed Top accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those relating to the Company, Powerleader Investment and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of her knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Powerleader Investment and Powerleader Asset Management in their capacity as their respective directors, 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 herein or 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 and the Takeovers Code for the purpose of giving information with regard to Powerleader Investment. The directors of 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, Speed Top and Powerleader Asset Management, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Speed Top and Powerleader Asset Management in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*This joint announcement, for which the director of Powerleader Asset Management accepts full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Takeovers Code for the purpose of giving information with regard to Powerleader Asset Management. The director of Powerleader Asset Management accepts full responsibility for the accuracy of the information contained in this joint announcement, other than those*

*relating to the Company, Speed Top and Powerleader Investment, and confirm, having made all reasonable enquiries, that to the best of her knowledge and belief, opinions expressed in this joint announcement, other than those expressed by the directors of the Company, Speed Top and Powerleader Investment in their capacity as their respective directors, 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 herein or this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises 6 directors, including Ms. Zhang Yunxia and Mr. Dong Weiping as executive directors, Mr. Li Ruijie as non-executive director and Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun as independent non-executive directors.*

*As at the date of this joint announcement, the board of Speed Top comprises Ms. Zhang Yunxia.*

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

*As at the date of this joint announcement, the board of Powerleader Asset Management comprises Ms. Zhang Yunxia.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Stock Exchange’s website at <http://www.hkexnews.hk> and on the Company’s website at <http://www.powerleader.com.cn> from the date of its posting and thereafter.*

*\* For identification purposes only*