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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)

**FURTHER ANNOUNCEMENT IN RELATION TO
THE DISPOSAL OF THE SHENZHEN IDC BUSINESS
AND THE VALUE-ADDED CLOUD SERVICES BUSINESS**

**(1) MAJOR AND CONNECTED TRANSACTION
(2) FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of Powerleader Science & Technology Group Limited* (宝德科技集團股份有限公司) (the “**Company**”) dated 1 September 2016 (the “**Announcement**”) on a major transaction of the Company for the conditional disposal of the Shenzhen IDC Business and the Value-added Cloud Services Business to Zqgame. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

MAJOR AND CONNECTED TRANSACTION

The Company clarifies that, after consultation with the Stock Exchange, Zqgame is a 30%-controlled company (as defined in Rule 20.06(1) of the GEM Listing Rules) held by Powerleader Investment. As Powerleader Investment being a substantial shareholder of the Company is a connected person of the Company, Zqgame being as associate of Powerleader Investment is also a connected person of the Company under Rule 20.07(4) under the GEM Listing Rules. The Disposal as a transaction between the Company and Zqgame (apart from being a major transaction of the Company) also constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As two of the applicable percentage ratios of the Disposal exceed 5%, the Disposal as a connected transaction of the Company is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules, in addition to the relevant requirements for a major transaction under Chapter 19 of the GEM Listing Rules.

An independent board committee of the Board (the “**Independent Board Committee**”) comprising all the independent non-executive Directors, namely Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun, who have no material interests in the transactions contemplated under the Disposal has been formed to advise the independent shareholders of the Company (the “**Independent Shareholders**”) on the Disposal. An

independent financial adviser (the “**Independent Financial Adviser**”) will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Agreement, Profit Guarantee Compensation Agreement and the non-competition undertaking given by the Company as part of the arrangement under the Disposal are fair and reasonable so far as the Shareholders are concerned.

FURTHER DELAY IN DESPATCH OF CIRCULAR

Reference is also made to the announcement of the Company dated 23 September 2016, which stated that the Company expected to despatch a circular to the Shareholders containing, among other things, further details of the Disposal, the notice convening the EGM together with proxy form and reply slip and any other information as required by the GEM Listing Rules (the “**Circular**”) on or before 30 November 2016.

As additional time is required for the Company to prepare and finalise certain information for inclusion in the Circular, the expected date of despatch of the Circular which will also include the letter from the Independent Board Committee to the Independent Shareholders and the letter of opinion and recommendation from the Independent Financial Adviser is postponed to a date on or before 31 December 2016.

By order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
(張雲霞)
Chairman

Shenzhen, the PRC

21 November 2016

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

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 announcement 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.

* For identification purpose only