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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 8236)

**MAJOR AND CONNECTED TRANSACTION
SUPPLEMENTAL AGREEMENT TO
THE PROFIT GUARANTEE COMPENSATION AGREEMENT**

Reference is made to the Announcements published by the Company regarding a major and connected transaction of the Company for the conditional disposal of the Shenzhen IDC Business and the Value-added Cloud Services Business to Zqgame.

THE REVISED PROFIT GUARANTEE COMPENSATION AGREEMENT

On 1 March 2017, the Company, Zqgame, Mr. Li Ruijie and Ms. Zhang Yunxia entered into the Supplemental Agreement to the Profit Guarantee Compensation Agreement, pursuant to which the parties agreed the maximum amount of the Profit Guarantee Compensation and the Asset Impairment Compensation to be paid by the Company will not be more than RMB110,361,605.80, and the portion of the Profit Guarantee Compensation and the Asset Impairment Compensation in excess of such limit will be borne by Mr. Li Ruijie and Ms. Zhang Yunxia, who together indirectly hold 42.05% interest in the Company.

Reference is made to the Announcements published by the Company regarding a major and connected transaction of the Company for the conditional disposal of the entire equity interests in Baoteng Internet (holding 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 Announcements.

The Company announces that on 1 March 2017, the Company, Zqgame, Mr. Li Ruijie and Ms. Zhang Yunxia entered into a supplemental agreement to make certain amendments to the Profit Guarantee Compensation Agreement. It is agreed under the Supplemental Agreement to the Profit Guarantee Compensation Agreement that the maximum aggregate amount of the Profit Guarantee Compensation and the Asset Impairment Compensation to be paid by the Company will not be more than RMB110,361,605.80, and the portion of the Profit Guarantee Compensation and the Asset Impairment Compensation in excess of such limit will be borne by Mr. Li Ruijie and Ms. Zhang Yunxia, who together indirectly hold 42.05% interest in the Company.

The Profit Guarantee Compensation Agreement as amended above will take effect on the same day as the taking effect of the Agreement, which is conditional upon, among others, approval by the Shareholders. Further details of the transaction will be contained in the circular to be issued by the Company to the Shareholders.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

- “Announcements” the announcements of the Company dated 1 September 2016 and 21 November 2016 in relation to the disposal of the Shenzhen IDC Business and the Value-added Cloud Services Business
- “Supplemental Agreement to the Profit Guarantee Compensation Agreement” the supplement agreement dated 1 March 2017 entered into by the Company, Zqgame, Mr. Li Ruijie and Ms. Zhang Yunxia to amend the Profit Guarantee Compensation Agreement

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

Shenzhen, the PRC
1 March 2017

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