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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)**

## **INSIDE INFORMATION**

### **AGREEMENT OF INTENT IN RELATION TO THE POSSIBLE DISPOSAL OF INTERNET DATA CENTER BUSINESS AND CLOUD COMPUTING SERVICE BUSINESS**

This announcement is made by Powerleader Science & Technology Group Limited\* (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to 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).

The board of directors (the “**Board**”) of the Company announces that on 23 June 2016, the Company, 深圳市宝德投資控股有限公司 (Powerleader Investment Holding Company Limited\*) (“**Powerleader Investment**”) and Madam Zhang Yunxia entered into a non-binding agreement of intent (the “**Agreement of Intent**”) with 深圳中青寶互動網絡股份有限公司 (Shenzhen ZQGAME Co. Ltd.\*) (“**Zqgame**”). Under the Agreement of Intent, the Company intends to sell the cloud computing service business (other than private cloud computing) (“**Cloud Computing Business**”) and internet data centre business (“**IDC Business**”) carried on by the Group to Zqgame, and at the same time, Powerleader Investment and Madam Zhang Yunxia intend to sell 100% equity interest in 深圳市速必拓網絡科技有限公司 (Shenzhen Speed Top Network Technology Company Limited\*) (“**Speed Top**”) to Zqgame (the “**Possible Disposals**”).

## **THE AGREEMENT OF INTENT**

### **Parties**

- Vendors:
1. the Company
  2. Powerleader Investment, the controlling shareholder of the Company
  3. Madam Zhang Yunxia, the chairman and an executive director of the Company

Purchaser: Zqgame, an associated company of the Company, which the Company holds approximately 15.24% of its issued shares and is listed on the ChiNext market of the Shenzhen Stock Exchange (Stock code: 300052).

Zqgame is held as to 27.28% of its total issued shares by Powerleader Investment.

### **Subject Assets**

The Company proposes to sell and Zqgame proposes to acquire the Cloud Computing Business and the IDC Business, and at the same time, Powerleader Investment and Madam Zhang Yunxia propose to sell and Zqgame proposes to acquire 100% equity interest in Speed Top.

#### *Information on Cloud Computing business*

Cloud Computing Business mainly consists of public cloud and city cloud business.

#### *Information on IDC Business*

IDC Business mainly consists of sale of services provided by internet data center (“IDC”) of the Group, including customization of data center and rental service of data center rack.

#### *Information on Speed Top*

Speed Top is a company incorporated in the PRC with limited liability and has a registered capital of RMB10 million. The equity interests in Speed Top is owned as to 50% by Powerleader Investment and 50% by Madam Zhang Yunxia.

Speed Top is principally engaged in content delivery network (“CDN”) business which mainly consists of static page acceleration, dynamic page acceleration, file transfer acceleration, streaming media acceleration and CDN value-added services. Speed Top is also engaged in resale of IDC services which mainly consists of rental of IDC rooms (including customization of data center and rental service of data center rack) under the name of Speed Top for resale to customers according to their demand.

### **Consideration**

The consideration of the Proposed Disposals will be based on the valuation of the Cloud Computing Business, the IDC Business and Speed Top as confirmed in a report by an independent valuer with qualifications in securities business and agreed by the parties after negotiations.

The consideration of the Possible Disposals may be satisfied by the issue of shares by Zqgame and/or in cash. If the consideration involves the issue of shares by Zqgame, the implementation of the Possible Disposals will be subject to the approval by the China Securities Regulatory Commission.

### **Nature of the Agreement of Intent**

The Possible Disposals are subject to further negotiations and the entering into of a formal agreement by the parties to the Agreement of Intent. The Agreement of Intent is not legally binding on the parties thereto in respect of the Possible Disposals.

## GENERAL

The parties will determine the feasibility of the Possible Disposals according to the results of financial, legal and other related due diligence work. The Possible Disposals, should they materialise, may constitute transactions subject to approval by shareholders of the Company under the GEM Listing Rules. The Company will make further announcement(s) in relation to the Possible Disposals as and when appropriate and comply with all other relevant requirements under the GEM Listing Rules.

**The shareholders of the Company and potential investors should note that the Possible Disposals may or may not proceed, and the final structure and terms of the Possible Disposals which are still subject to further negotiations among the parties have yet to be finalised and may deviate from those set out in the Agreement of Intent. The shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Shenzhen, the PRC  
23 June 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](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*