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南京三寶科技股

(6) Method of price determination:

The Board shall determine the price of the Shares to be issued by the Company in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Terms of Money) Regulations, 2009.

(7) Method of underwriting:

The Company shall issue the Shares on a pro-rata basis.

(8) Place of Listing:

Share Application Form.

Majority of the Shares shall be listed on the National Stock Exchange of India Limited, Mumbai.

(9) Valid period of the resolution:

The Board shall remain in office for a period of 12 months from the date of its appointment. The Board shall hold its first meeting within 30 days of its appointment. The Board shall hold its first meeting within 30 days of its appointment.

In the event of the resignation or death of any member of the Board, the Board shall have the authority to fill the vacancy. The Board shall have the authority to fill the vacancy.

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Impact of the A Share Offering on the shareholding structure of the Company

Following the completion of the A Share Offering, the Company will have issued 40,000,000 A Shares, which will represent approximately 11.21% of the Company's issued share capital. The total number of shares issued by the Company will be 356,823,400, which will represent 100.00% of the Company's issued share capital.

	Immediately before the completion of the A Share Offering		Immediately following the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares	<u>225,023,400</u>	<u>71.02%</u>		
A Shares			<u>265,023,400</u>	<u>74.27%</u>
A Shares			<u>40,000,000</u>	<u>11.21%</u>
H Shares	<u>91,800,000</u>	<u>28.98%</u>	<u>91,800,000</u>	<u>25.73%</u>
H Shares	<u>91,800,000</u>	<u>28.98%</u>	<u>91,800,000</u>	<u>25.73%</u>
Total	<u><u>316,823,400</u></u>	<u><u>100.00%</u></u>	<u><u>356,823,400</u></u>	<u><u>100.00%</u></u>

As a result of the A Share Offering, the Company will have issued 40,000,000 A Shares, which will represent approximately 11.21% of the Company's issued share capital. The total number of shares issued by the Company will be 356,823,400, which will represent 100.00% of the Company's issued share capital. The A Shares will be issued to the public through the A Share Offering, and the H Shares will be issued to the public through the H Share Offering. The A Shares will be listed on the Shanghai Stock Exchange, and the H Shares will be listed on the Hong Kong Stock Exchange. The A Shares will be denominated in Renminbi, and the H Shares will be denominated in Hong Kong dollars. The A Shares will be subject to the laws of the People's Republic of China, and the H Shares will be subject to the laws of the Hong Kong Special Administrative Region.

B. PROPOSAL ON THE USE OF FUNDS TO BE RAISED THROUGH THE A SHARE OFFERING AND THE FEASIBILITY ANALYSIS REPORT OF THE INVESTMENT PROJECTS

According to the company's business plan, the total amount of funds to be raised through the A share offering is RMB622,437,100. The funds will be used for the following investment projects:

Unit: RMB10,000

Project	Proceeds to be invested
1. Investment in IoT* (物聯網) - RMB622,437,100	

C. PROPOSAL ON THE DISTRIBUTION OF THE ACCUMULATED UNDISTRIBUTED PROFITS BEFORE THE A SHARE OFFERING

The Board, as a duly authorized body of the Company, has deliberated and approved the distribution of the accumulated undistributed profits before the initial public offering of the Company's shares.

The Board, at its regular meeting, has approved the distribution of the accumulated undistributed profits before the initial public offering of the Company's shares.

D. PROPOSAL ON THE APPROVAL OF THE DETAILED SHAREHOLDERS' RETURN PLAN WITHIN THE NEXT THREE YEARS AFTER THE INITIAL PUBLIC OFFERING (A SHARES) AND LISTING

In accordance with the relevant provisions of the Securities and Exchange Act of the PRC, the National Financial Information Infrastructure Management Commission's Circular Letter on Further Implementing the Shareholders' Return Plan of Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》), the Circular Letter No. 3 of the China Securities Regulatory Commission (《上市公司監管指引第3號 - 上市公司現金分紅》) and the Company's Return Plan for the Next Three Years After the Initial Public Offering (A Shares) and Listing.

The Board, at its regular meeting, has approved the Return Plan for the Next Three Years After the Initial Public Offering (A Shares) and Listing.

The Return Plan for the Next Three Years After the Initial Public Offering (A Shares) and Listing is as follows:

E. PROPOSAL ON THE APPROVAL OF THE ARTICLES OF ASSOCIATION (DRAFT) (APPLICABLE UPON THE INITIAL PUBLIC OFFERING AND LISTING OF A SHARES)

In accordance with the relevant provisions of the Securities and Exchange Act of the PRC, the Board, at its regular meeting, has approved the Draft Articles of Association (Draft) applicable upon the initial public offering and listing of the Company's shares.

G. PROPOSAL ON THE STABILIZATION OF THE SHARE PRICE FOR THE THREE YEARS FOLLOWING THE A SHARE OFFERING

I, the undersigned, hereby declare that the Applicant has taken all necessary steps to ensure that the share price of the Company is stabilized for a period of three years following the A Share offering. The Applicant has entered into a stabilization agreement with the underwriter to ensure that the share price of the Company is maintained at a level not less than the price at which the A Shares were issued.

The undersigned hereby declare that the Applicant has taken all necessary steps to ensure that the share price of the Company is stabilized for a period of three years following the A Share offering. The Applicant has entered into a stabilization agreement with the underwriter to ensure that the share price of the Company is maintained at a level not less than the price at which the A Shares were issued.

H. PROPOSAL ON THE IMPLEMENTATION AND UNDERTAKINGS ON RECOVERY AFTER DILUTION OF IMMEDIATE RETURN UPON THE A SHARE OFFERING

I, the undersigned, hereby declare that the Applicant has taken all necessary steps to ensure that the share price of the Company is stabilized for a period of three years following the A Share offering. The Applicant has entered into a stabilization agreement with the underwriter to ensure that the share price of the Company is maintained at a level not less than the price at which the A Shares were issued.

The undersigned hereby declare that the Applicant has taken all necessary steps to ensure that the share price of the Company is stabilized for a period of three years following the A Share offering. The Applicant has entered into a stabilization agreement with the underwriter to ensure that the share price of the Company is maintained at a level not less than the price at which the A Shares were issued.

I. PROPOSAL ON THE AMENDMENTS TO THE INDEPENDENT DIRECTORS RULES AND RELEVANT RULES OF CORPORATE GOVERNANCE

I, the undersigned, hereby declare that the Applicant has taken all necessary steps to ensure that the share price of the Company is stabilized for a period of three years following the A Share offering. The Applicant has entered into a stabilization agreement with the underwriter to ensure that the share price of the Company is maintained at a level not less than the price at which the A Shares were issued.

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() 、 U a U c a U W ... a c ... b a ... A S a O ... ;

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() U a U ... A S a O ... U ... caU a ... ca ... a ... a ... I ... a a G ... ca D U a ... U c ... a ... a ... a ... a U ca ... a ... c ... ca ... L ... ;

() U a U ... A S a O ... a ... a ... a ... a ... a ... A S a ... C ... a S c ... D W ... U C a ... G ... L * (中國證券登記結算有限責任公司) ... a c ... b ... S a ... c ... b ... a ... a ... c ... U a ... a ... ;

() a ... c a ... a b ... b ... a ... A S a O ... a L ... a c ... c a ... U c ... a ... a c ... a ... U ... CSRC a ... a ... U a ... a ... a ... ;

T a U ... a b ... a ... 12 ... a ... U W a ... a a U U ... b ... S a ... a ... EGM, D ... c S a ... ' C a ... M ... a ... H S a ... ' C a ... M ... U c ... U c a ... ;

K. BENEFITS AND REASONS FOR THE PROPOSED A SHARE OFFERING

T D c ... a U W ... a c ... A S a ... U ... a c ... U a ... a ... G U a ... b a ... G U a ... c a ... a ... c a ... G U a ... caU a a ... caU a a ... b ... a c ... a ... a ... a ... a ... T D c ... a ... b ... a ... A S a ... b ... c a ... G U a ... b ... a c ... b ... U ... a b ... b ... c a ... b a ... a c a ... c a ... U ... U ... G U a ... b ... c a ... U ... G U a ... ;

T D c... a U W... a c, A S a... G lã lãa
S a... a a...

Eac... ab... a... lã... U W... A S a O... I... a
a lã... a U... b lã S a... a EGM, D... c S a...
Ca. M... H S a... Ca. M... G lã lã... U c
U W... A S a O... a... 025 Tlã9 G lã lã... b... c S a

G lā ū-	G lā ū- Na ūG ., L .* (南京三寶科技股份有限公司), a PRC, . . . H (. :1708)
CSRC-	C . . a R . . a . . ūG
D c . ()-	c . (), G lā ū
D . . c . a . . 'Ca . . M . . -	c a c . a a ū a b ū ū a ū ū ū ū A . . a . . O a ū a EGM, a ū a (c a)
EGM-	a . . a ū a b ū ū a ū ū ū ū A . . a . . O
G . ū-	G lā ū a b . . a
H . a . . 'Ca . . M . . -	c a H . a a ū a b ū ū a ū ū ū ū A . . a . . O a ū a D . . c . a . . 'Ca . . M a ū a (c a)
H . a . -	T a a a RMB1.00 a a c a ū a G lā ū c a H . . K ū c . E c a . . a . . b c b H . . K a
H . K . . -	H . . K . . ū c a A a PRC
H . K . . ū c E c a . -	T ū c E c a H . . K . . L
L . . -	L A . . a ū a . . ū c E c a
L . . R . . -	R G L ū c T ū c E c a H . . K . . L
PRC- C . a-	P . ū ' R ū b c . C . a ū ū a ū H . . K . . , Maca . ū c a A a P . ū ' R ū b c . C . a . . Ta . a
RMB-	R b a c ū PRC

Sha ()- a () - a a , RMB1.00 ac , G la

Sha , ()- , () , Sha

Ba , Ba
Nanjing Sample Technology Co., Ltd.*
Sha Min
Chairman

Na , PRC, 13 AU 2017

As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Zhu Xiang; the non-executive Director is Mr. Ma Jun and the independent non-executive Directors are Mr. Shum Shing Kei, Mr. Geng Nai Fan and Mr. Hu Hanhui.

* *for identification purpose only*