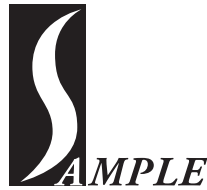

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If a shareholder has any action to be taken, you should contact a stockbroker, the registered dealer in securities, bank manager, solicitor, or other financial adviser.

If you are a shareholder of Nanjing Samle Technology Company Limited* (the Company), you should also read this circular, together with the accompanying form and reply slip, the prospectus() of the bank, licensed securities dealer or other agent through whom the sale of shares is effected for subscription of the shares() of the Company.



南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

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

(S.C.C. Code: 1708)

**MAJOR TRANSACTION
PROPOSED DISPOSAL OF 19%
EQUITY INTEREST IN ZHONG JIAN ZHI KANG
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of the Company will be held at No. 10 Ma'an Avenue, Qiyi District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on Monday, 19 October 2015 in the afternoon, 20:00-21:00 of the local time.

All shareholders of the Company are invited to attend the EGM in person or by proxy. Where necessary, you should read the EGM, you should refer to the accompanying form in accordance with the instructions contained therein and return the same to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., The Well Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at No. 10 Ma'an Avenue, Qiyi District, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only), at least a reasonable business day (not less than 24 hours) before the specified time fixed for holding the EGM of any adjournment thereof. Completion and delivery of the accompanying form will constitute your authority to attend and vote at the EGM of any adjournment thereof if you are invited to do so.

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk> and the Company's Annual General Meeting page for a period of 7 days from the date of its printing.

* For identification purpose only

18 September 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

- **Announcement** – the announcement issued on 25 August 2015 by the Company in relation to the Dividend
- **Article(s)** – has the meaning ascribed hereunder in the Listing Rules
- **Board** – the board of Directors
- **Company** – Nanjing Samle Technology Company Limited* (南京三寶科技股份有限公司), a jointly stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the main board of the Stock Exchange (Stock Code: 1708)
- **Company** – company in the Dividend
- **Director(s)** – the director(s) of the Company
- **Dividend** – the proposed dividend of 19% per share in cash in Zhong Jian Zhi Kang by the Company to the Priced Shareholders in accordance with the Share Transfer Agreement
- **Dividend Incentive** – the 19% per share in cash in Zhong Jian Zhi Kang issued by the Company, being the subject matter under the Share Transfer Agreement
- **Domestic Share** – the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB, and all of which have been listed on the Stock Exchange
- **EGM** – the extraordinary general meeting of the Company convened at 10:00 a.m. on Monday, 19 October 2015 for the Shareholders' meeting and, if necessary, a further meeting, the Share Transfer Agreement and the transaction contemplated hereby
- **FF Payment** – the payment of RMB37,840,000, a part of the consideration, to be paid by the Priced Incumbent to the Company within fifteen (15) working days after the completion of the Share Transfer Agreement in a satisfied
- **Group** – the Company and its subsidiaries

DEFINITIONS

▪ H Share –	the ordinary listed foreign-invested share of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the main board of the Stock Exchange and subscribed for and issued in Hong Kong dollar
▪ HK\$–	Hong Kong dollar, the lawful currency of Hong Kong
▪ Hong Kong–	the Hong Kong Special Administrative Region of the PRC
▪ Independent Third Party (ie)–	third party (ie) independent of and not connected with the Company or any of its connected persons (as defined under the Listing Rules)
▪ Last Practicable Date–	16 September 2015, being the last practicable date prior to the signing of this circular for the purpose of ascertaining certain information for inclusion in this circular
▪ Listing Rules –	the Rules Governing the Listing of Securities on the Stock Exchange
▪ Nanjing Pharmaceutical–	Nanjing Pharmaceutical Company Limited* (南京醫藥股份有限公司), a company incorporated with limited liability in the PRC
▪ the meaning of a ()–	has the meaning ascribed hereunder in the Listing Rules
▪ PRC–	the People's Republic of China, which for the purpose of this circular, include Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
▪ Petcha –	Hong Shi International Health Industry Company Limited* (紅石國際健康產業有限公司), a company incorporated with limited liability in the PRC
▪ RMB–	Renminbi, the lawful currency of the PRC
▪ Share ()–	share () of RMB1.00 each of the Company
▪ Shareholding ()–	registered holding () of the Share
▪ Share Transfer Agreement –	the share transfer agreement dated 25 August 2015 entered into between the Company and the Petcha in relation to the Disposal

■ S ck E change-

The S ck E change f H ng K ng Limi ed

■ Zh ng Jian Zhi Kang-

Zh ng Jian Zhi Kang S ck E change f H ng K ng Limi ed*
China S ck E change f H ng K ng Limi ed*

LETTER FROM THE BOARD



南京三寶科技股份有限公司
NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(S . c . C . de: 1708)

Executive Directors:

Mr. Sha Min (*Chairman*)
Mr. Chang Yong (*Vice Chairman*)
Mr. Zhu Xiaogang (*Chief Executive Officer*)

Non-executive Director:

Mr. Ma Jun

Independent non-executive Directors:

Mr. Xi Siming
Mr. Shum Shing Kei
Mr. Geang Nai Fan

Registered Office:

No. 10
Maitian Avenue
Qiyi District
Nanjing City
Jiangsu Province
PRC

Principal place of business in

Hong Kong:
Room 3112A, 31/F
Shun Tak Centre
168-200 Canton Road
Central
Hong Kong

18 September 2015

To the Shareholders

Dear Sirs / Madam,

**MAJOR TRANSACTION
PROPOSED DISPOSAL OF 19%
EQUITY INTEREST IN ZHONG JIAN ZHI KANG
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 25 August 2015, the Company and the Purchaser entered into the Share Transfer Agreement, pursuant to which, the Company has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the Company's 19% equity interest in Zhong Jian Zhi Kang at the consideration of RMB75,680,000. Reference is made to the Announcement in relation to the Deal.

* For identification purpose only

The purpose of this circular is to provide you with, among other things, details of the Director's notice concerning the EGM and the information announced under the Listing Rules.

SHARE TRANSFER AGREEMENT

The summary of the principal terms of the Share Transfer Agreement is set out below:

Date

25 August 2015

Parties

- (1) Vendor: The Company
- (2) Purchaser: Hong Shi International Health Industry Company Limited* (紅石國際健康產業有限公司)

The Purchaser is a company incorporated with limited liability in the PRC and whose principal business is to (i) research and development of technology and technical advisory of medical, food and health information technology; (ii) internet management and advisory; and (iii) business management advisory.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

Interests held

Prior to the Share Transfer Agreement, the Company has conditionally agreed to sell all the Shares to the Purchaser and the Purchaser has conditionally agreed to purchase the Company's 19% equity.

LETTER FROM THE BOARD

Part 4

The consideration of RMB75,680,000 for the Disposal shall be satisfied in the following manner:

- (a) RMB37,840,000, being the First Payment, shall be paid in cash by the Purchaser to the Company within fifteen (15) Working Days after the condition precedent to the Share Transfer Agreement is satisfied; and
- (b) the remaining balance of RMB37,840,000 shall be paid in cash by the Purchaser to the Company within three (3) calendar months after the deadline for making the First Payment of the day on which the First Payment is actually made (whether or not it is a business day).

Condition Precedent

Completion of the Disposal is conditional upon the payment of the fee by the Shareholder at the general meeting of the Company to approve the Disposal.

If the above condition has not been fulfilled within twelve (12) months after the day on which the Share Transfer Agreement is signed, the obligation of the parties under the Share Transfer Agreement shall cease and the Share Transfer Agreement shall be terminated. Neither party to the Share Transfer Agreement shall have the right to claim against the other party for any loss, cost, expense or compensation in connection therewith.

Completion

Provided that the Purchaser has fulfilled its obligation of making the First Payment, the Company shall complete all the relevant registration procedures at the Administrative Office of Industry and Commerce of the Sanfeng District of the Disposal within twenty (20) Working Days after the condition precedent to the Share Transfer Agreement is satisfied.

Completion of the Disposal shall take place upon completion of the relevant registration procedures at the Administrative Office of Industry and Commerce of the Disposal.

FINANCIAL EFFECTS OF THE DISPOSAL ON THE GROUP

Based on the difference between the consideration of RMB75,680,000 and the Company's carrying value of investments in Zhong Jian Zhi Kang in the form of RMB74,986,000 as at 31 December 2014, the Company expects to record an unaudited gain of approximately RMB694,000 for the Disposal. Hence, the balance of the Company will increase by approximately RMB694,000 and have a net financial effect on the Company's liabilities.

A Zhong Jian Zhi Kang is a subsidiary of the Company and its accounts are consolidated in the accounts of the Company, the Board expects that the Disposal, upon completion, will not have any material effect on the Group's earnings and liabilities.

LETTER FROM THE BOARD

USE OF PROCEEDS

The above proceeds will be utilized as general working capital for the financial business activities of the Group and for its sustainable development, including but not limited to the research and development in the field of Internet of Things (IOT) technology, for an effective business model, providing a wide range of services based on Big Data, cloud computing services, e-commerce trading platform services and ancillary financial services, build a healthy and solid ecology in the industry chain for providing high quality of life for the Group's customers.

INFORMATION ON ZHONG JIAN ZHI KANG

Overview

Zhong Jian Zhi Kang is a limited liability company incorporated in the PRC with a registered and paid-up capital of RMB350,000,000. It is a joint venture company established by the Company and Nanjing Pharmaceutical (which is an Independent Third Party) in 2010. The Company disposed of 31% equity interest (out of the then 50% equity interest held by the Company) in Zhong Jian Zhi Kang in 2013. As at the Latest Practicable Date, the equity interest in Zhong Jian Zhi Kang is held as follows: (i) 19% by the Company, (ii) 72% by the PSC and (iii) 9% by Nanjing Pharmaceutical.

Zhong Jian Zhi Kang is a domestic pharmaceutical distribution enterprise, which is mainly engaged in the pharmaceutical wholesale business in Jiangsu Area. With a fully chain element as its basic service, Zhong Jian Zhi Kang endeavored to establish a comprehensive fully chain service system. At the same time, Zhong Jian Zhi Kang is also exploring IOT technology in the field of pharmaceutical distribution, actively carrying out digital packaging management business.

LETTER FROM THE BOARD

G. S c e

The general director of Zhong Jian Zhi Kang and its subsidiaries at the Last Practicable Date and immediately before the Dividend (assuming there will be no change in the entity in the Zhong Jian Zhi Kang before the Dividend) is set out below:



Following the Dividend, the Company will cease to have any entity in the Zhong Jian Zhi Kang, and the entity in the Zhong Jian Zhi Kang will be held as: (i) 9% by Nanjing Pharmaceutical; and (ii) 91% by the Director.

F. a c a I f a

Set out below is the audited consolidated financial information of Zhong Jian Zhi Kang, which is audited in accordance with the PRC accounting standard:

	As at 31 December	
	2014	2013
	<i>RMB'000</i>	<i>RMB'000</i>
Total assets	2,161,428	2,172,533
Net assets	367,857	367,576
Total equity	2,066,511	2,821,106
Net profit/(loss) (before taxation)	543	(9,135)
Net profit/(loss) (after taxation)	281	(11,677)

LETTER FROM THE BOARD

REASONS FOR THE DISPOSAL

The Board of the Company has the honor to announce that the disposal of Zhong Jian Zhi Kang has been approved by the Company's general meeting and the Disposal will be carried out to enhance the company's operating performance and improve the Company's financial and operating performance. The disposal will be beneficial to the Company.

The terms of the Share Transfer Agreement have been determined after a long and thorough negotiation between the Company and the Purchaser. The Disposal is in the best interests of the Company and the Shareholders as a whole.

INFORMATION ON THE GROUP

The Group's principal business is to provide financial services based on the application of financial identification and credit technology, identification technology, etc. The Group is a leading financial services company in the industry.

LISTING RULES IMPLICATIONS

Since the Company's shareholding structure of the Disposal is more than 25% but less than 75%, the Disposal is a major transaction of the Company under Chapter 14 of the Listing Rules and accordingly, is subject to the Listing Rules, announcements and shareholders' general meeting under the Listing Rules. A Shareholder has a material interest in the Disposal, and the Shareholder is required to abstain from voting on the resolution proposed at the EGM pursuant to the Share Transfer Agreement and the transaction entered into.

EGM

Set on page 20-21 in accordance with the EGM will be held at No. 10 Ma'an Avenue, Qianjiang District, Nanjing City, Jiangsu Province, the PRC on Monday, 19 October 2015 at 10:00 a.m., at which an ordinary general meeting will be held pursuant to the Share Transfer Agreement and the transaction entered into.

A form of proxy for the EGM is enclosed with this circular. Whether or not you attend the EGM, you are requested to complete the accompanying form in accordance with the instructions hereon and return the same to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hysan Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holder of the H Shares only) or the Company's registered office at No. 10, Ma'an Avenue, Qianjiang District, Nanjing City, Jiangsu Province, the PRC (for the holder of the Domestic Shares only), at least 48 hours before the commencement of the EGM. The Company's adjournment hereof, if any, and delivery of the proxy form will be made by email and by posting in accordance with the EGM's adjournment hereof if any.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions at the EGM will be taken by poll and the Company will announce the result of the poll in the manner described under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Directors consider that the terms of the Share Transfer Agreement are fair and reasonable and the Directors in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be considered at the EGM.

ADDITIONAL INFORMATION

Yours attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
南京三寶科技股份有限公司
Nanjing Sanbao Technology Co., Ltd.*
S a M
Chairman

* For identification purpose only

FINANCIAL INFORMATION OF THE GROUP

The audited financial information of the Group for the three years ended 31 December 2012, 2013 and 2014 is disclosed on page 37 to 161 of the Company's annual report for the financial year ended 31 December 2012, page 36 to 159 of the Company's annual report for the financial year ended 31 December 2013 and page 36 to 161 of the Company's annual report for the financial year ended 31 December 2014 respectively. The audited financial information of the Group for the interim period ended 30 June 2015 is disclosed on page 1 to 16 of the Company's interim report for the interim period ended 30 June 2015. All of the annual reports and interim reports have been published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company.

MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial condition of the Group since 31 December 2014, being the date which the latest audited financial statements of the Group were made up to.

WORKING CAPITAL

The Directors, auditors and certified accountants of the Company have advised taking into account the recent financial performance of the Group and the available banking facilities of the Group, fulfilling the conditions of the Share Transfer Agreement, and after conducting the financial impact of the Disposal, in the absence of any unforeseen circumstances, the Group will have sufficient working capital for its business for a least 12 months from the date of this circular.

FINANCIAL AND TRADING PROSPECT OF THE GROUP

Notwithstanding the Company will cease to have any entity in the Zhong Jiang Zhi Kang after the Disposal, the Group will continue its financial business including all business which are based on the application for intellectual identification and trademark identification technology, the research of intelligent manufacturing, communication, safety and healthcare.

IOT is an important component of the new generation of information industry, which has become a strategic industry for cultivating strategic emerging industries and leading the economic recovery and transformation of the country. It has broad development prospects, and has important significance for the development and deployment of the country. The acceleration of the investment of IOT R&D echair and high comprehensive application in intelligent urban infrastructure have important significance for the full enhancement of the quality and level of urban infrastructure and facilities and modernized deployment of industrialization, informatization, urbanization and modernization of the social area. In 2015 the state will introduce the "Made in China 2025 Planning", which will be the 10-year strategic plan of the "Three Sectors" strategy of China to build itself into a large manufacturing country, and formulate "In One + Action Plan" to promote the integration between mobile internet, cloud computing, Big Data, IOT and modern manufacturing industry, and facilitate the healthy development of e-commerce, industrial internet and internet finance while launching more refined incentive and supporting policies. The market scale of the IOT industry has time will reach RMB750 billion and the compound annual growth rate will reach 30%. The development of the IOT industry face wide development opportunities, in which the field will exceed the traditional IT field of computer, internet and mobile communication.

Future development strategy and business development

The Group will focus on intelligent manufacturing, intelligent logistics, e-commerce and medical business areas, especially continue in the industry, deeply layout in large trading platform with certain trading scale, namely, the foreign trade comprehensive service and vehicle comprehensive service, launch the related intelligent

terminal in the area of electrical safety, high, central age client, the IOT + mobile communication method quickly accommodate client, provide integrated service based on Big Data, mining service, e-commerce trading platform and the ancillary financial service, build a healthy and intelligent in the industry chain provide high quality of life service.

Strengthen R&D force, accelerate IOT, accelerate application

In 2015, the state will launch a series of special industry and application demonstration projects in the IOT industry area level. The industry initial technical standards will continue to be implemented as a member unit of the state IOT basic standards working group and undertake unit of the National Radio Frequency Identification Device (RFID) System Engineering and Technology Research Center. The Group will actively participate in the formulation of the industry standards, increase investment in R&D, undertake the R&D of the selected special industry and the establishment of application demonstration projects, fully utilize the advantages of the Company in the IOT field design manufacturing and provide value added services. The competitive edge of the Company will continue to increase, and the competitive field of the industry will be lifted first.

Carry out business model innovation, adapt to the development of the industry

In today's society, the Internet is the main mobile device, the mobile internet has fully affected. Under the new circumstance, how to improve the internal management level of the company, enhance the initiative of staff, improve the creativity of the company, all are being faced with higher quality and better service client are the challenge of the company.

In 2015, the Group will change its concept, add customer (user) experience as the core of the management, in the industry means for the industry to provide specific

1. RESPONSIBILITY STATEMENT

This circular, for which the Director collectively and individually accept full responsibility, includes information given in compliance with the Listing Rules of the Stock Exchange of Hong Kong. The Director, having made all reasonable enquiries, confirms that he believes the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and hereby declares himself to be the person who would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(a) **Interest in the Shares of the Company**
Interest in the Shares of the Company

Save as disclosed below, as at the Latest Practicable Date, none of the Director, executive and chief executive officers of the Company had any interest in the shares, underlying shares and debentures of the Company or any associated corporation (in this meaning of Part XV of the Securities and Futures Ordinance (SFO) (Chapter 571 of the Laws of Hong Kong)) which would be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests in shares which they have taken which they are deemed to have underlying interests in the SFO), which were required to be recorded in the register of interests to be kept pursuant to Section 352 of the SFO, or which were required to be notified to the Company pursuant to the SFO and/or of dealing arrangements in Appendix 10 of the Listing Rules.

Latest Practicable Date

Name of Director	Number of Shares	Nature of Interest	Amount
			Percentage of Issued Shares
Sha Min	1,350,000	Beneficial interest	0.43%
	158,443,400	Interest controlled by the Company	50.01%

Note: Mr. Sha Min (Mr. Sha) directly holds 1,350,000 domestic shares of the Company and is interested in 57.42% of the issued shares of Nanjing Samle Technology Group Company Limited (a company in which Mr. Sha also has a direct interest) which in turn holds 158,443,400 domestic shares of the Company. Under the SFO, Mr. Sha is deemed to be interested in all 159,793,400 domestic shares of the Company. Dr. Yi (杜予) is the spouse of Mr. Sha. Under the SFO, Dr. Yi is also deemed to be interested in 159,793,400 domestic shares of the Company in which Mr. Sha is interested.

(b) **S a e d c e a b e d e e SFO a d b a a a e d e**

S f a a h e k n l e d g e f h e D f e c t , a a h e L a e P r a c i c a b l e D a e , h e f l l i n g h a e h l d e (h e h a n h e D f e c t , i e i e c h i e f e e c i e f f i c e f h e C m a a) h a d i n e e a n d h e i i n i n h e h a e c o n d e l y i n g h a e f h e C m a a w h i c h h o l d b e n i f i e d h e C m a a a n d h e S c k E c h a n g e r a n D i i n 2 a n d 3 f P a X V f h e SFO.

L a e S a e

N a e f S a e d e	N b e f S a e	N a e f I e e	A e P e c e a e f e R e e d C a a f e C a a (%)
N a n j i n g S a m l e T e c h n l g y G r C m a a L i m i e d (S a m l e G r) (N o t e 1)	158,443,400 D m e i c S h a e	B e n e f i c i a l C e c a e	50.01%
A c i e G l d H l d i n g L i m i e d	49,545,000 D m e i c S h a e	B e n e f i c i a l C e c a e	15.64%
A l a n i C a i a l H l d i n g L i m i e d (N o t e 2)	24,997,000 H S h a e	I n e e f c a l l e d c e c a i n	7.89%
L i Y a n g (N o t e 2)	24,997,000 H S h a e	I n e e f c a l l e d c e c a i n	7.89%
R i e d A e M a n a g e m e n t (C a m a n) L d. (N o t e 2)	19,997,000 H S h a e	I n e m e n t . - 43V a68 a e 2.3(6.301%)TJ18.87016.42867 L i m i e d	

Notes:

1. Sam le Ge rui d f e c h ld 153,493,400 D me ic Sha e . Sam le Ge rui al i n e e d i n 100% f he egi e e d ca i al f Nanjing Sam le In e men De el men C m a y Limi ed* (南京三寶投資有限公司) (Sam le In e men), hich h ld 4,950,000 D me ic Sha e and h e e f e h y f i e f he SFO, Sam le Ge rui i de e d be i n e e d i n he 4,950,000 D me ic Sha e held b y Sam le In e men . A r ch, Sam le Ge rui i he r b a n i al and he i ngle l a g e h a e h l d e f he C m a y . M . Sha Mia, he Cha rman f he C m a y , held 57.42% f e r i y i n e e f Sam le Ge rui .
2. A lan i Ca i al H lding Limi ed and Ri e d A e Managemen (Ca y man) L d a e 100% n e d b y M . Li Yang . M . Li Yang n e d he 24,997,000 Sha e i n a ca a c i y f i n e e f c a n l l e d c a i a n r a n he SFO.

3. MATERIAL CONTRACTS

The f l l i n g c n t a c (n b e i n g c n t a c i n he e d i n a y c r e f b i n e) h a e b e e n e n e e d i n b y he m e m b e r f he Ge rui i h i n he y e a i m m e d i a e l y p e e e d i n g he d a e f h i c f a l a d a e f m a y b e m a e i a l :

- (i) The d me ic h a e r b e i i n a g e e m e n d a e d 21 O c b e r 2014 e n e e d i n b e e e n he C m a y and Nanjing Sam le Techn l g y Ge rui C m a y Limi ed* (南京三寶科技集團有限公司) he r b a n i al h a e h l d e f he C m a y . P e r a n he d me ic h a e r b e i i n a g e e m e n , Nanjing Sam le Techn l g y Ge rui C m a y Limi ed* (南京三寶科技集團有限公司) r l d r b e i b e i n ca h f c a n a g g e g a e f 92,723,400 n e d me ic h a e a he r b e i i n a g e e f RMB4.50 e n e d me ic h a e . The al c n i d e a i n a m r n e d a e i m a e l y RMB417,255,300 . O n 20 Jan a y 2015, Nanjing Sam le Techn l g y Ge rui C m a y Limi ed* (南京三寶科技集團有限公司) c m l e d he r b e i i n a f 92,723,400 n e d me ic h a e , hich h a b e e n a l l ca e d and i r e d .
- (ii) The e n e e d l a n a g e e m e n d a e d 2 M a r ch 2015 e n e e d i n b e e e n Jiang r In e l l i a n C m a y Limi ed* (江蘇智運科技發展有限公司) (a h l l y - n e d r b i d i a y f he C m a y), Jiang r Zh e n g y a n g In e men H lding Ge rui C . , L d . * (江蘇正陽投資控股集團有限公司) and he Bank f Ningb , Nanjing Gr l r S i b -B r a n c h , r a n hich Jiang r In e l l i a n a g e e d e f i d e he e n e e d l a n i a he e i n c i a l a m r n f RMB200 milli n Jiang r Zh e n g y a n g In e men H lding Ge rui C . , L d . * (江蘇正陽投資控股集團有限公司) h r gh he Bank f Ningb . I n a d d i i n , n 2 M a r ch 2015, K n h a n Zh a n g r Real E a e De el men C . , L d . * (昆山中旭房地產發展有限公司) (b e i n g he a e a c m a y f Jiang r Zh e n g y a n g) e n e e d i n a d e e d f g a a n e e i h Jiang r In e l l i a n , r a n hich K n h a n Zh a n g r e i d e d a j i n l i a b i l i y g a a n e e i n f a r e f Jiang r In e l l i a n f he al g a a n e e d a m r n f RMB214.7 milli n , e e e e a n g he al a m r n f e i n c i a l and i n e e , f e e n f c e m e n f he e n e e d l a n a g e e m e n .
- (iii) The f f c n t a c d a e d 5 M a y 2015 e n e e d i n b e e e n he C m a y (a a e e n e e r e) , H a A n F u e A e Managemen (Shanghai) C . , L d . * (華安未來資產管理(上海)有限公司) (H a A n F u e) (a a e m a n a g e r) and Bank f Ningb (a a e c r a d i a n) , r a n hich he C m a y a g e e d e f a c i a e i n he

9. LITIGATIONS

As a the Lae Practicable Date, a member of the Group is engaged in any litigation, arbitration or claim of material importance and hence in litigation or claim of material importance known to the Director, being engaged or threatened again any member of the Group.

10. MISCELLANEOUS

Save as in known to the Director, as a the Lae Practicable Date, there is (i) nothing in the agreement or arrangement or understanding (whether or not enforceable) entered into by or binding on any Shareholder; and (ii) no obligation or entitlement of any Shareholder, whether by the company, has or may have or may be or may be deemed to be the exercise of the voting right in the election of his Shareholder, either generally or in a case-by-case basis.

Save as in known to the Director, as a the Lae Practicable Date, there is no director or officer been any Shareholder's beneficial holding interest in the Company, as disclosed in his disclosure and the number of Shares in the election of which he will be entitled to exercise the voting right at the EGM.

The registered office of the Company is at No. 10 Marlin Avenue, Qiyia District, Nanjing City, Jiangsu Province, the PRC and the principal place of business of the Company is at Room 3112A, 31/F., Shun Tak Centre, 168-200 Canton Road Central, Hong Kong.

The Company's Hong Kong branch office is at the Hong Kong Inland Service Limited at Shop 1712-1716, 17/F., Hullett Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The company secretary of the Company is Ms. Wong Lai Yik, an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection on a formal business hours on any business day at the principal place of business in Hong Kong of the Company at Room 3112A, 31/F., Shun Tak Centre, 168-200 Canton Road Central, Hong Kong from the date of his disclosure and including the date of the EGM:

- (a) the memorandum and articles of association of the Company;
- (b) the Letter from the Board, the copy of which is enclosed in page 4 to 10 of his disclosure;
- (c) the annual reports of the Company for the financial years ended 31 December 2012, 2013 and 2014;

- (d) the implementation of the Company for the interim period ended 30 June 2013, 2014 and 2015;
- (e) the material contracts referred in the section headed "Material Contracts" in this Appendix; and
- (f) a copy of his certificate.



MPLE

Notes:

1. Any member of the Company (Member) entitled to attend and vote at the EGM is entitled to do so in person or by proxy. A proxy need not be a member of the Company. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, the holder in person shall vote, having the first joint holder's name and address on the Register of Members in precedence of the other joint holders. The joint holder in precedence shall be deemed to be the only person entitled to vote in person or by proxy.
2. To be valid, a proxy form and the instrument of authority, if any, must be deposited with the Company's H Share Registrar, Citic Securities (Hong Kong) Limited at Suite 1712-1716, 17th Floor, The Well Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's Registered Office at No. 10 Ma An Avenue, Qiqia District, Nanjing City, Jiangsu Province, the People's Republic of China (in case of holders of Domestic Shares) not less than 24 hours before the time appointed for the holding of the EGM or 24 hours before the time appointed for taking the poll. Delivery of the form of proxy shall constitute a declaration of the Company's form of appointment and voting intention at the meeting and, in the event, the instrument appointing a proxy shall be deemed to be accepted.
3. Holders of the H Shares or Domestic Shares who intend to attend the EGM are requested to complete the enclosed REPLY SLIP FOR ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING and return it to the Company's Hong Kong H Share Registrar and Registered Office, Citic Securities (Hong Kong) Limited at Suite 1712-1716, 17/F., The Well Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's Registered Office at No. 10 Ma An Avenue, Qiqia District, Nanjing City, Jiangsu Province, the People's Republic of China (in case of holders of Domestic Shares) not before Friday, 9 October 2015. The reply slip may be delivered by hand or by post.
4. The Register of members of the Company will be closed from 6 October 2015 (Tuesday) to 19 October 2015 (Monday) (both days inclusive), during which period any transfer of Shares will be ineffective. Shareholders whose names appear on the Register of members of the Company on 19 October 2015 will be entitled to attend and vote at the EGM convened by the above notice.
5. Members of the Company shall be entitled to vote (and form of proxy in case of proxy) at the ending of the EGM.

As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong and Mr. Zhu Xiang; the non-executive Director is Mr. Ma Jun and the independent