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南京三寶科技股份有限公司  
NANJING SAMPLE TECHNOLOGY CO.,LTD.

## UNAUDITED INTERIM RESULTS

The board (the “Board”) of Directors of Nanjing Sample Technology Co., Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2018 together with the comparative figures of 2017 as follows:

(Unless otherwise stated, the financial information of the Company in this announcement was stated in Renminbi (“RMB”) yuan)

### C a B a c S

At 30 June 2018

ASSETS	<i>Note</i>	A 30 J 2018 (U a )	At 31 December 2017 (Audited)
<b>C a :</b>			
Cash at bank and on hand		<b>611,980,560.41</b>	763,119,652.92
Settlement reserves			–
Loans to banks and other financial institutions			–
Held-for-trading financial assets		<b>103,996,791.07</b>	103,884,925.95
Derivative financial assets			–
Notes receivable and accounts receivable	8	<b>908,361,593.36</b>	606,573,547.98
Prepayments	8	<b>369,759,703.43</b>	66,721,485.56
Premiums receivable			–
Reinsurance accounts receivable			–
Receivables from subcontracting reserves			–
Other receivables	8	<b>597,200,500.29</b>	484,891,213.33
Financial assets held under resale agreements			–
Inventories		<b>338,912,562.64</b>	247,195,165.80
Contract assets		<b>802,640,944.59</b>	795,624,201.99
Held-for-sale assets			–
Non-current assets due within one year			–
Other current assets		<b>158,744,639.70</b>	40,268,878.13
<b>T a c a</b>		<b><u>3,891,597,295.49</u></b>	<b><u>3,108,279,071.66</u></b>

<b>ASSETS</b>	<i>Note</i>	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
<b>N -c a :</b>			
Loans and advances			—
Debt investment			—
Other debt investment			—
Long-term receivables			—
Long-term equity investments		<b>57,097,285.01</b>	43,822,612.31
Other equity instruments investment		<b>7,897,276.00</b>	7,897,276.00
Other non-current financial assets			—
Investment property		<b>219,390,300.00</b>	219,390,300.00
Fixed assets		<b>218,545,140.16</b>	229,877,091.68
Construction in progress		<b>7,345,318.88</b>	874,604.36
Productive biological assets			—
Oil and gas assets			—
Intangible assets		<b>12,256,711.18</b>	32,884,438.58
Development expenditures			—
Goodwill			—
Long-term deferred expenses		<b>6,328,750.62</b>	8,152,163.37
Deferred income tax assets		<b>32,090,353.90</b>	32,303,033.76
Other non-current assets			1,707,300.00
		<b>560,951,135.75</b>	<b>576,908,820.06</b>
<b>T a -c a</b>			
<b>TOTAL ASSETS</b>		<b>4,452,548,431.24</b>	<b>3,685,187,891.72</b>

**LIABILITIES & OWNERS' EQUITY**

	<i>Note</i>	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
<b>C ab :</b>			
Short-term borrowings		<b>802,221,860.88</b>	345,300,000.00
Borrowings from central bank			—
Deposits from customers and interbank			—
Loans from banks and other financial institutions			—
Held-for-trading financial liabilities			—
Derivative financial liabilities			—
Notes payable and accounts payable	9	<b>1,061,806,631.38</b>	

**LIABILITIES & OWNERS' EQUITY**

	<i>Note</i>	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
<b>N -c ab :</b>			
Long-term borrowings		<b>220,990,000.00</b>	67,850,000.00
Bonds payables			-
Including: preferred shares			-
perpetual capital securities			-
Long-term payables			-
Long-term payroll payables			-
Estimated liabilities			-
Deferred income		<b>37,513,455.42</b>	37,991,374.17
Deferred income tax liabilities		<b>9,048,044.83</b>	9,228,730.88
Other non-current liabilities			-
		<hr/>	<hr/>
<b>T a -c ab</b>		<b><u>267,551,500.25</u></b>	<b><u>115,070,105.05</u></b>
<b>T a ab</b>		<b><u>2,360,908,786.64</u></b>	<b><u>1,599,686,524.10</u></b>
<b>O , :</b>			
Share capital		<b>316,823,400.00</b>	316,823,400.00
Other equity instruments			-
Including: preferred shares			-
perpetual capital securities			-
Capital reserves		<b>444,930,544.69</b>	444,930,544.69
Less: treasury stocks			-
Other comprehensive income		<b>29,903,479.44</b>	27,277,917.91
Special reserves			-
Surplus reserves		<b>84,326,994.53</b>	84,326,994.53
Provision for general risk			-
Undistributed profits		<b>1,098,388,675.01</b>	1,078,088,852.07
		<hr/>	<hr/>
Total owners' equity attributable to the parent company		<b>1,974,373,093.67</b>	1,951,447,709.20
Minority interest		<b>117,266,550.93</b>	134,053,658.42
		<hr/>	<hr/>
<b>T a ,</b>		<b><u>2,091,639,644.60</u></b>	<b><u>2,085,501,367.62</u></b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>		<b><u>4,452,548,431.24</u></b>	<b><u>3,685,187,891.72</u></b>

**C a I c S a**

For the six months ended 30 J ne 2018

ITEMS	<i>Note</i>	S 2018	30 J 2017
<b>I. T a a c</b>	2	<b>860,887,967.66</b>	701,614,820.26
Including: Operating income		<b>860,887,967.66</b>	701,614,820.26
Interest income			—
Earned premiums			—
Income from handling charge and commission			—
<b>II. T a a c</b>		<b>744,331,462.06</b>	623,340,580.37
Including: Operating cost	2	<b>641,875,924.96</b>	532,875,212.65
Interest expenses			—
Handling charges and commissions			—
Surrender value			—
Net payments for insurance claims			—
Net provision for insurance contracts			—
Expenditures for insurance policy dividend			—
Reinsurance costs			—
Taxes and surcharges		<b>4,162,229.43</b>	3,943,948.32
Selling and distribution expenses		<b>20,215,782.33</b>	22,621,780.67
Administrative expenses		<b>26,584,826.90</b>	25,693,262.08
Research & development expenses		<b>24,324,492.52</b>	22,382,654.55
Financial expenses	4	<b>19,594,742.20</b>	12,286,533.75
Including: Interest expenses	4	<b>18,071,560.02</b>	16,789,861.41
Interest income	4	<b>797,097.69</b>	-4,246,638.91
Asset impairment losses			—
Credit impairment losses		<b>7,573,463.72</b>	3,537,188.35
Add: Other income			—
Investment income (with “-” for losses)		<b>1,340,884.89</b>	11,699,394.14
Including: Investment income from associates and joint ventures			—
Income from net exposure to hedging (with “-” for losses)			—
Gain on fair value change (with “-” for losses)			—

ITEMS	<i>Note</i>	S 2018	30 J 2017
<b>IV. T a ( - a )</b>		<b>119,753,083.90</b>	95,932,993.67
Less: Income tax expenses	5	<b>19,260,012.64</b>	15,633,475.23
<b>V. N ( - )</b>		<b>100,493,071.26</b>	80,299,518.44
(I) Classified by business continuity			-
1. Net profit from the continuing operations (with “-” for net losses)		<b>100,830,421.44</b>	73,608,877.71
2. Net profit from the discontinued operations (with “-” for net losses)		<b>-337,350.18</b>	6,690,640.73
(II) Classified by ownership			-
1. Minority interests		<b>1,188,964.11</b>	-2,331,960.16
2. Net profit attributable to the shareholders of parent company		<b>99,304,107.15</b>	82,631,478.60
<b>VI. N c c , a</b>		<b>2,625,561.53</b>	1,120,471.53
Net other comprehensive income attributable to hold			

ITEMS	<i>Note</i>	S 2018	30 J 2017
5. Reserves for cash flows hedges			—
6. Converted difference in foreign currency statements		<b>2,625,561.53</b>	1,120,471.53
7. Other			—
Net other comprehensive income attributable to minority shareholders, net of tax		<hr/>	<hr/>
<b>VII. T a c c</b>		<b>103,118,632.79</b>	81,419,989.97
Total comprehensive income attributable to the owner of parent company		<b>101,929,668.68</b>	83,751,950.13
Total comprehensive income attributable to minority shareholders		<b><u>1,188,964.11</u></b>	<b><u>-2,331,960.16</u></b>
<b>VIII.Ea a :</b>	<i>6</i>		
(1)Basic earnings per share (yuan/share)		<b>0.313</b>	0.261
(2)Diluted earnings per share (yuan/share)		<b><u>0.313</u></b>	<b><u>0.261</u></b>

**1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES**

The unaudited interim financial statements have been prepared in accordance with the China Accounting Standards for Business Enterprises, Information Disclosure Rule No. 15 of Public Offerings Company – Financial Reporting General Provisions (2014 Amendments) issued by CSRC and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Companies Ordinance (“Hong Kong Companies Ordinance”).

The accounting policies and calculation methods used in the preparation of the unaudited interim financial statements has changed versus to those adopted in the annual financial statements for the year ended 31 December 2017. During the reporting period, the changes of the Company’s accounting policies, accounting estimates or accounting errors are listed as follows:

- (i) According to revised “Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments”, “Accounting Standards for Business Enterprises No. 23 – Transfer of Financial Assets”,

I a c a a	C a b a a c a a 31 D c b 2017	I a c a a	C a b a a c a a 1 J a a 2018	A a
Available-for-sale financial assets	111,782,201.95	Held-for-trading financial assets	103,884,925.95	–
		Other equity instruments investment	7,897,276.00	
Notes receivable	16,708,270.20	Notes receivable and accounts receivable	606,573,547.98	–
Accounts receivable	589,865,277.78			
Interest receivable	–			
Dividends receivable	–	Other receivables	484,891,213.33	–
Other receivables	484,891,213.33			
Inventories	1,042,819,367.79	Inventories	247,195,165.80	–
		Contract assets	795,624,201.99	
Advances from customers	116,843,058.33	Contract liabilities	116,843,058.33	–
Notes payable	30,056,123.84	Notes payable and accounts payable	914,764,165.52	
Accounts payable	884,708,041.68			
Interest payable	675,962.63			
Dividends payable	6,688,575.00	Other payables	38,864,895.89	–
Other payables	31,500,358.26			
Total current assets	3,004,394,145.71	Total current assets	3,108,279,071.66	103,884,925.95
Total non-current assets	680,793,746.01	Total non-current assets	576,908,820.06	-103,884,925.95

I a c a a	J a -J 2017	I a c a a	J a -J 2017	A a
Administrative expenses	48,075,916.63	Administrative expenses	25,693,262.08	
		Research & development expenses	22,382,654.55	–
Asset impairment losses	3,537,188.35	Credit impairment losses	3,537,188.35	–

This interim result has not been audited by the auditor of the Company, and has been reviewed by the audit committee of the Company.

## 2. TOTAL OPERATING INCOME

Operating income represents the Group's principal operating income, including revenue received and receivable from system integration, intelligent terminal sales, service, cross-border trade and service businesses.

**(1) O a c a a c**

<b>I</b>	<b>S</b> <b>2018</b> <b>(U a )</b>	<b>30 J</b> <b>2017</b> <b>(Unaudited)</b>
Principal operating income	<b>851,720,476.54</b>	692,828,958.99
Other operating income	<b>9,167,491.12</b>	8,785,861.27
Total operating income	<b>860,887,967.66</b>	701,614,820.26
Principal operating cost	<b>641,278,848.58</b>	532,266,513.27
Other operating cost	<b>597,076.38</b>	608,699.38
Total operating cost	<b>641,875,924.96</b>	532,875,212.65

**(2) P c a a (b c )**

<b>Na P c</b>	<b>S</b> <b>2018</b> <b>(U a )</b>	<b>30 J</b> <b>2018</b> <b>(U a )</b>	<b>Six months ended 30 June</b> <b>2017</b> <b>(Unaudited)</b>	
	<b>a c</b>	<b>a c</b>	operating income	operating cost
System integration	<b>401,420,611.05</b>	<b>294,114,766.65</b>	441,411,302.71	324,044,563.42
Intelligent terminal sales	<b>370,194,210.18</b>	<b>331,694,842.63</b>	76,726,253.45	62,551,630.74
Service	<b>80,105,655.31</b>	<b>15,469,239.30</b>	35,504,238.61	15,736,685.44
Cross-border trade and service			139,187,164.22	129,933,633.67
Total	<b>851,720,476.54</b>	<b>641,278,848.58</b>	692,828,958.99	532,266,513.27

*Notes:* On 26 May 2017, the Group completed the disposal of 82.61% equity interest of Jiangsu Cross-border e-Commerce Services Co., Limited. For details of the Disposal, please refer to the Company's announcement dated 16 February 2017.

**3. SEGMENTS INFORMATION**

Information regarding the Company's reportable operating segments as provided to the Company's chief operating decision makers for the purposes of resources allocation and assessment of segment performance for the Period is only derived from system integration, intelligent terminal sales, service businesses. In addition, the Company's operations are situated in the PRC in which its revenue was derived principally therefrom. Accordingly, no separate segments are presented.

**4. FINANCE COSTS**

<b>I</b>	<b>S</b> <b>2018</b> <b>(U a )</b>	<b>30 J</b> <b>2017</b> <b>(Unaudited)</b>
Interest expenses	<b>18,071,560.02</b>	16,789,861.41
Less: interest income	<b>-797,097.69</b>	4,246,638.91
Exchange gain or loss	<b>2,929.18</b>	-1,234,593.71
Others	<b>723,155.31</b>	977,904.96
Total	<b>19,594,742.20</b>	12,286,533.75

**5. INCOME TAX EXPENSES**

<b>I</b>	<b>S</b> <b>2018</b> <b>(U a )</b>	<b>30 J</b> <b>2017</b> <b>(Unaudited)</b>
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## **6. EARNINGS PER SHARE**

The calculation of the earnings per share is based on the net profit for the period attributable to the shareholders of the parent company of RMB99,304,107.15 (2017: RMB82,631,478.60) and weighted average number of issued ordinary shares of 316,823,400 (2017: 316,823,400) during the period.

The amount of basic earnings per share is the same as the diluted earnings per share as there was no dilution during the periods ended 30 June 2018 and 2017.

## **7. DIVIDENDS**

The proposed distribution of final cash dividend of RMB 0.25 per share for the year ended 31 December 2017, the proposed distribution to all shareholders on the basis of one bonus share for every two shares held from undistributed profits as at 31 December 2017 and the proposed distribution to all shareholders on the basis of one share for every one share held by way of 0 share held by w.talizarnings py w.tal undervember 2017 and the propo,ages nopibuvesharene sC

**T a a a c a b**

<b>I</b>	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
Within 1 year (including one year)	<b>3,810,167.09</b>	16,708,270.20
1 to 2 years		-
2 to 3 years		-
Over 3 years		-
Total	<b><u>3,810,167.09</u></b>	<b><u>16,708,270.20</u></b>

**9. TRADE AND OTHER PAYABLES**

	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
Accounts payable	<b>981,898,936.90</b>	884,708,041.68
Notes payable	<b>79,907,694.48</b>	30,056,123.84
Contract liabilities	<b>90,499,585.83</b>	116,843,058.33
Other payables	<b>33,399,384.66</b>	31,500,358.26
Interest payable		675,962.63
Dividend payable	<b>79,205,850.00</b>	6,688,575.00
Total	<b><u>1,264,911,451.87</u></b>	<b><u>1,070,472,119.74</u></b>

**T a a a a c c a a b**

	<b>A 30 J 2018 (U a )</b>	At 31 December 2017 (Audited)
Within 1 year	<b>760,713,252.23</b>	605,337,158.32
1 to 2 years	<b>101,651,809.56</b>	147,055,481.98
Over 2years	<b><u>119,533,875.11</u></b>	132,315,401.38

## MANAGEMENT DISCUSSION AND ANALYSIS

### F a c t R

#### *Total operating income*

For the six months ended 30 June 2018 (the “Review Period”), the total operating income of the Group amounted to RMB860,887,967.66, representing an increase of approximately 22.70% over that of the corresponding period of last year. It was mainly attributed to the active development of the intelligent terminal sales and service business during the Review Period.

#### *Gross profit margin*

The gross profit margin for the Review Period increased from approximately 24.05% to 25.44% as compared with the corresponding period of last year.

#### *Selling expenses*

Selling expenses for the six months ended 30 June 2018 was RMB20,215,782.33, representing a decrease of approximately 10.64% as compared with the corresponding period of last year. The decrease was mainly attributed to the increase in publicity of the Group by self-media resulted to reduction in business promotion expenses.

#### *Administrative expenses*

The administrative expenses recorded an increase of approximately 3.47% from RMB25,693,262.08 in the corresponding period of last year to RMB26,584,826.90 for the Review Period. The increase was mainly attributed to active expansion of business channels.

#### *Prepayments*

As at 30 June 2018, the Group’s prepayments amounted to RMB369,759,703.43, representing an increase of approximately 454.18% as compared to that of 31 December 2017. The increase was mainly due to the increases of prepayments of materials procurement and projects prepayments resulted by the rapid business development.

#### *Other payables*

As at 30 June 2018, the Group’s other payables were RMB112,605,234.66, representing an increase of approximately 189.74% as compared to that of 31 December 2017. The increase was mainly due to the declaration of final dividend of a total of RMB79,205.850 for the year of 2017 (based on 316,823,400 shares, RMB0.25 per share) during the reporting period.

### *Liquidity and Financial Resources*

The Group adopted stringent financial management policies and maintained a healthy financial condition. The Group's working capital (being current assets less current liabilities) as at 30 June 2018 was RMB1,798,240,009.10 (At 31 December 2017: RMB1,623,662,652.61).

As at 30 June 2018, the bank balances and cash of the Group amounted to RMB611,980,560.41 (At 31 December 2017: RMB763,119,652.92).

### *Capital Structure*

As at 30 June 2018, the total bank borrowings of the Group was RMB1,023,211,860.88 (At 31 December 2017: RMB424,400,000.00), which included secured bank borrowings of RMB70,990,000. During the period under review, the increase in bank borrowings is mainly in support of the rapid growth of the Group's business, especially the intelligent terminal sales business, and the funds obtained were mainly used for project procurement and prepayments for projects.

As at 30 June 2018, the registered and issued share capital of the Company was RMB316,823,400 which was divided into 91,800,000 H Shares and 225,023,400 Domestic Shares.

### *Pledge of Assets of the Group*

As at 30 June 2018, the Group had the following assets pledged:

- (i) The total book value of the Group's assets of RMB343,506,643.50 (including: investment properties of RMB219,390,000.00, fixed assets of RMB115,815,469.96, intangible assets of RMB8,301,173.54) were pledged to banks to secure outstanding bank loans of approximately RMB70,990,000.00.
- (ii) The bank deposits of RMB46,602,670.16 were pledged for projects bidding/projects in progress and banking facilities.

### *Employees*

As at 30 June 2018, the Group has an aggregate of 336 employees (At 30 June 2017: 357 employees). During the Review Period, the staff costs (including Directors' remuneration) was RMB27,793,577.74 (corresponding period of 2017: RMB30,732,095.96).

The salary and bonus policy of the Group is principally determined by the performance of the individual employee.

### *Gearing Ratio*

The gearing ratio (being bank borrowings less cash and cash equivalents divided by equity) of the Group as at 30 June 2018 was 23.19% (At 31 December 2017: Zero). This was mainly attributed to the increase of bank borrowings for the project procurement and project prepayments in support of the rapid growth of the Group's business, especially the intelligent terminal sales business.

### *Risk in Foreign Exchange*

The revenue and expenses of the Group were denominated in Renminbi. The Directors consider that the Group's risk in foreign exchange is insignificant.

### *Substantial Acquisition and Disposal and Significant Investment*

In the city intelligent transport business domain, the Group strengthened its capability to fulfil its core mission of offering comprehensive solutions. To this end, it continued to integrate elements such as data collection terminals for internet-of-things (IoT) and intelligent information management platforms, creating the basis for ecological transport services in intelligent cities. To support its user demand-oriented scheme, the Group conducted in-depth research on traffic model algorithms via both self-development and external cooperation. By forming two research teams dedicated to the big data model and software development, the Group further enhanced its understanding of the transportation sector. Meanwhile, the Group endeavored to shift its core competence from project implementation to an ability to seize on industry demand, analyze big data, and extend the application of big data analysis to new business segments such as vehicle operation. During the period under review, the Group's market competitiveness was prominently demonstrated when its Big Data Analysis Platform for Traffic Police was awarded the Excellent Solution Prize in the 5th Intelligent Transportation Cup.

In the customs logistic business domain, the Group continued to devote significant effort to integrating market resources, improving operating efficiency, and providing customers with quality solutions. It introduced innovations in the mobile internet customs clearance model with the launch of mobile logistics application services and resolved certain barriers pertaining to customs clearance logistics. These developments gained wide industry attention and enabled the Group to further expand its market. During the period under review, the Group implemented its building operation service platform. Also, its research and development project on a cloud storage service support platform for the Group's vast amount of IoT data was inspected and passed. These significant achievements in the fields of IoT data handling and cloud computing are creating a solid foundation for the technical application of large-scale IoT.

## **R a c a**

During the period under review, the Group participated in and promoted the NDRD's "Internet +" project, Provincial Economic & Information Commission's information and technology industrial project, the Provincial Intellectual Property Office's strategic project for corporate intellectual property, and the Provincial high-value patent cultivation project. A capital injection project undertaken by the Group for the development of a modern service industry (software) in Jiangsu Province was also inspected and passed during the aforesaid period.

During the period under review, the Group applied for 1 patent for invention and was granted patents for each of inventions and new utility models. As a participant in the national IoT basic standards working group led by the China Electronics Standardization Institute under the Ministry of Industry and Information Technology, the Group led the drafting of a "Internet-of-things Information Sharing and Exchange Part 4: Data Interface" national standard, which is expected to be completed and submitted in the second half of the year. The period under review also saw the Group receive the "Pan Gu Award" for innovative achievement from the China Electronic Information Industry, recognizing the Group's "application of the RFID security smart lock in the intelligent cross-border e-commerce IoT of customs". The award highlighted the high regard in which the Company's products are held by experienced peers,

a foreign academician of the Chinese Academy of Engineering, as a “strategic consultant of its relied entity, National Radio Frequency Identification Device (RFID) System Engineering and Technology Research Center”, to be responsible for procuring rapid development of the center.

## **F c**

In the second half of the year, in the intelligent transportation domain, the Group will continue to consolidate the sourcing of goods over the internet-of-things and the “internet +” informationalization of its management platform, and will provide big data-based data services related to transportation. It will act consistently to improve municipal and communal service product lines and create total solutions. The Group will also pursue innovation in new city transportation business activities, taking commercial vehicles as target customers of new “data+cash flow” business activities, providing safe operational data services, building up after-sales market-related services for commercial vehicles, creating a new profit model for intelligent transportation, and enhancing its intelligent transportation public service capabilities based on the intelligent city concept.

In the second half of the year, the Group’s customs logistics business will continue to consolidate its strengths while increasing its market share and improving customer satisfaction. It will draw upon new IT and internet-of-things technologies to realize interaction between customs data and service applications, and will pursue whole process visibility for the entire process of customs clearance logistics monitoring, the data service business and the service supply chain. This will ready the Group for the next step of providing quality services to import and export companies, and facilitating the reform and integration of monitoring and clearance to reduce enterprises’ logistics costs and help create an efficient and convenient customs clearance environment.

In the second half of the year, regarding intelligent logistics, the Group’s successful development of “Jiangsu Province Technical Standards for Vehicle Mounted Active Prevention and Control Terminals” will form a basis for providing technical and resource support for share-participating companies and partners and establishing a safety monitoring platform for hazardous chemicals logistics. This will further improve and consolidate the intelligent logistics ecology of Sample Technology. In the meantime, the Group will maintain its position in Jiangsu as it expands its business across China. In the years ahead, it will promote its accumulated technologies and experience in such sectors as IoT, internet of vehicles and internet+, assist regulatory authorities to enhance management standards for “Two-passenger and One-dangerous Vehicles”, improve industrial barriers, and continue to increase its overall competitiveness.

## **S a O Sc**

## **C B a C c I**

None of the Directors, management shareholders or substantial shareholders of the Company or any of their respective associates (as defined in the Listing Rules) is engaged in any business which competes or is likely to compete with the business of the Group, and none of them has any other conflicts of interests with the Group.

## **C C c S c T a a c b D c**

The code of conduct for securities transactions by Directors adopted by the Company is on terms no less exacting than the required standard of dealings as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any circumstances that the Directors did not comply with the required standards of dealings and the code of conduct for securities transactions by Directors throughout the six months ended 30 June 2018.

## **A C**

The Company established an audit committee on 27 August 2003 with terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules. The primary duty of the audit committee is to supervise the financial reporting process and internal control of the Company.

The audit committee comprises of three independent non-executive Directors, namely Mr. Shum Shing Kei (the chairman of the audit committee), Mr. Gao Lihui and Mr. Hu Hanhui. The audit committee of the Company has reviewed the unaudited results of the Group for the Review Period and has provided advice and comments thereon.

## **C a G a c C**

For the six months ended 30 June 2018, the Company has fully complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

## **C a C a D c**

During the period under review, in view of the changes in regulatory requirements and economic environment and in light of the actual situations of the Company and to reflect the change in the registered capital of the Company as a result of the proposed distribution of bonus shares and capitalization shares, the shareholders of the Company approved the amendment of the Company's Articles of Association, details of which was disclosed in the Company's circular dated 1 June 2018. Save as disclosed, there has been no significant change in the Company's Articles of Association during the period under review.

**P c a , R                      S a        L        S c                      C        a**

During the Review Period, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By Order of the Board  
**N a        S a            T c                      C        a        L            \***  
**S a M**  
*Chairman*

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