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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold and or transferred** all your shares in 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited\*) (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).



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

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

**(Stock Code: 1708)**

#### **(1) PROPOSED CHANGE OF AUDITOR (2) PROPOSED PROVISION OF GUARANTEES AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of (南京三寶科技股份有限公司) Nanjing Sample Technology Company Limited\* to be held at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on 12 March 2021, is set out on pages 9 to 10 on this circular.

A Proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell 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 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only), as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the EGM or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk> on the “Latest Company announcements” page for at least 7 days from the date of its posting.

\* *for identification purpose only*

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	board of Directors
“Company”	(南京三寶科技股份有限公司) Nanjing Sample Technology Company Ltd.*, a joint 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)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	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 such Shares are not listed on the Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be convened and held at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on 12 March 2021
“Group”	the Company and its subsidiaries
“Guarantees”	the guarantees in an aggregate amount of RMB3,500,000,000 proposed to be provided by the Company and its holding subsidiaries to secure banking facilities for certain subsidiaries of the Company
“H Share(s)”	the overseas listed foreign invested share(s) 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 traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	8 February 2021, being the latest practicable date prior to the printing 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, as amended from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holders of the Share(s), including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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LETTER FROM THE BOARD

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

(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 1708)

*Executive Directors:*

Mr. Sha Min  
Mr. Ma Fengkui  
Mr. Zhang Junmin

*Non-executive Director:*

Mr. Chang Yong

*Independent non-executive Directors:*

Mr. Hu Hanhui  
Mr. Gao Lihui  
Mr. Niu Zhongjie

*Registered Office:*

No. 10 Maqun Avenue  
Qixia District  
Nanjing City  
Jiangsu Province  
PRC

*Principal place of business in*

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

10 February 2021

*To Shareholders*

**(1) PROPOSED CHANGE OF AUDITOR**  
**(2) PROPOSED PROVISION OF GUARANTEES**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with further details of (i) the proposed change of auditor; and (ii) the proposed provision of Guarantees as well as the notice of the EGM.

**II. PROPOSED CHANGE OF AUDITOR**

Reference is made to the announcement of the Company dated 14 January 2021 in relation to the proposed change of auditor.

\* for identification purpose only

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## LETTER FROM THE BOARD

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In relation to the proposed change of auditor, the Audit Committee has made assessment on the candidate' industry experience, services, past cooperation experience and the professional experience of the audit team when selecting suitable auditor for the Company.

Based on the recommendations of the Audit Committee and taking into account of the Company's development needs and the Company's intention to align its appointment of auditor with its controlling shareholder, the Board proposes to terminate Da Hua Certified Public Accountants (Special General Partnership) ("**Da Hua**") as the auditor of the Company (the "**Proposed Termination**"). Meanwhile, the Board proposes to appoint BDO China Shu Lun Pan Certified Public Accountants LLP ("**Shu Lun Pan**") as the auditor of the Company (the "**Proposed Appointment**"), the term of engagement will commence from the date of its approval by Shareholders at the EGM until the date of the next annual general meeting. It is further proposed that the Board be authorized at the EGM to fix the remuneration of Shu Lun Pan with reference to the prevailing market conditions and the negotiation between the parties. Shu Lun Pan is one of the approved mainland China accounting firms eligible for acting as auditors of the companies incorporated in the PRC whose shares are listed on the Stock Exchange.

Da Hua has confirmed in writing that there are no matters in relation to the Proposed Termination that need to be brought to the attention of the Shareholders. The Board and Audit Committee have as well confirmed that there are no disagreements or outstanding matters between the Company and Da Hua, and that the Board is not aware of any other matters in relation to the change of auditor that need to be brought to the attention of the Shareholders.

The aforesaid Proposed Termination, Proposed Appointment and the authorization to the Board will be proposed as an ordinary resolution at the EGM.

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## LETTER FROM THE BOARD

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### III. PROPOSED PROVISION OF GUARANTEES

The Board proposed the Company and its controlling company to provide the guarantees in an aggregate amount of RMB3,500,000,000 to independent third parties of the Group to secure bank facilities in an aggregate amount of RMB3,500,000,000 for certain subsidiaries of the Company.

**(1) Proposed guarantee for banking facility to Jiangsu Intellitrans Company Limited\* (江蘇智運科技發展有限公司) (“Jiangsu Intellitrans”).**

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Jiangsu Intellitrans, a wholly-owned subsidiary of the Company incorporated in the PRC
The facility	:	RMB1,000,000,000 for a term of not more than 6 years, which is intended to be used by Jiangsu Intellitrans to finance its projects loans and refill its current funds
Extent of the guarantee	:	The entire facility

**(2) Proposed guarantee for banking facility to Nanjing Sample Logistic Company Limited\* (南京三寶物流科技有限公司) (“Sample Logistic”).**

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Sample Logistic, a wholly-owned subsidiary of the Company incorporated in the PRC
The facility	:	RMB500,000,000 for a term of not more than 6 years, which is intended to be used by Sample Logistic to finance its projects loans and refill its current funds
Extent of the guarantee	:	The entire facility

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## LETTER FROM THE BOARD

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(3) **Proposed guarantee for banking facility to Qingdao Big Data Technology Development Group Co., Limited\*** (青島大數據科技發展有限公司) (“**Big Data Company**”).

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Big Data Company, a holding subsidiary of the Company incorporated in the PRC with shareholding of 60% equity interests
The facility	:	RMB2,000,000,000 for a term of not more than 6 years, which is intended to be used by Big Data Company to finance its projects loans and refill its current funds
Extent of the guarantee	:	provide guarantee with other shareholder(s) in proportion to its respective shareholding in Big Data Company on a several (and not a joint and several basis)

### **Listing Rules Implications**

Pursuant to Rule 14.04(1)(e)(ii) of the Listing Rules, the provision of financial assistance by a listed issuer to its subsidiaries does not fall within the definition of “transaction” under chapter 14 of the Listing Rules. Therefore, the proposed provision of guarantees to its subsidiaries of the Company does not constitute a notifiable transaction. In addition, pursuant to Rule 14A.26 of the Listing Rules, the financial assistance provided by a listed issuer’s group to a commonly held entity is a connected transaction. As such, the provision of guarantee to Big Data Company constituted a connected transaction to the Company. Nonetheless, pursuant to Rule 14A.89 of the Listing Rules, the connected transactions requirement is fully exempted if such financial assistance provided by a listed issuer’s group to a commonly held entity is conducted on normal commercial terms or better, in proportion to the equity interest directly held in the commonly held entity, and such guarantee is on a several (and not a joint and several) basis. As such, the proposed guarantee for banking facility to Big Data Company is fully exempted from the connected transactions requirement.

A special resolution approving the proposed provision of guarantees will be proposed at the EGM for Shareholders’ consideration and approval.

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## LETTER FROM THE BOARD

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### IV. EGM

A notice convening the EGM is set out on pages 9 to 10. The Proposed Termination and the Proposed Appointment will be proposed by way of ordinary resolution for Shareholders' approval at the EGM. The proposed provision of Guarantees will be proposed by way of special resolution for Shareholders' approval at the EGM.

A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy form (for use at the EGM) in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's registered office, No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the time appointed for the holding of the EGM.

Completion and return of the said proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions at the EGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under the Listing Rules.

### V. RECOMMENDATIONS

Having considered the above, the Directors consider that the proposed change of auditor and the proposed provision of Guarantees are in the interests of the Company and the Shareholders as a whole and accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

Yours faithfully,

By order of the Board

南京三寶科技股份有限公司

**Nanjing Sample Technology Company Limited\***

**Sha Min**

*Chairman*

\* *for identification purpose only.*

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## NOTICE OF EGM

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

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 1708)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of Nanjing Sample Technology Company Limited (the “Company”) shall be held at No.10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC on Friday, 12 March 2021 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTION

- (1) To consider and, if thought fit, pass the following ordinary resolution:

“**THAT** Da Hua Certified Public Accountants (Special General Partnership) be terminated as the auditor of the Company, BDO China Shu Lun Pan Certified Public Accountants LLP be appointed as the auditor of the Company with the term commencing from the date of passing of this resolution to the date of the next annual general meeting of the Company, and that the Board be and is hereby authorized to fix the remuneration of BDO China Shu Lun Pan Certified Public Accountants LLP.”

#### SPECIAL RESOLUTION

- (2) To consider and, if thought fit, pass the following special resolution:

“**THAT:**

- (i) the provision of guarantee to licensed bank(s) in the PRC against the entire facility amounting to RMB1,000,000,000 to be provided to Jiangsu Intellitrans Company Limited\* (江蘇智運科技發展有限公司), a wholly-owned subsidiary of the Company, be approved;
- (ii) the provision of guarantee to licensed bank(s) in the PRC against the entire facility amounting to RMB500,000,000 provided to Nanjing Sample Logistic Company Limited\* (南京三寶物流科技有限公司), a wholly-owned subsidiary of the Company, be approved;
- (iii) the provision of guarantee for an amount of RMB2,000,000,000 to licensed bank(s) in PRC against the facility to be provided to Qingdao Big Data Technology Development Group Co., Ltd.\* (青島大數據科技發展有限公司) (“Big Data Company”), a holding subsidiary of the Company, provided that the guarantee will also be jointly provided by the other shareholder(s) of Big Data Company in proportion to its(their) shareholding;

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## NOTICE OF EGM

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and the board of directors of the Company be authorised to take all such actions and execute all such documents or instruments for and on behalf of the Company as necessary or expedient and make arrangement for all specific matters relating to, in connection with, or to effect, the provision of the guarantees set out in paragraphs (i) to (iii) above, so far as permitted by the applicable laws and regulations.”

By Order of the Board  
**Nanjing Sample Technology Company Limited\***  
**Sha Min**  
*Chairman*

Nanjing, the PRC  
10 February 2021

\* *for identification purpose only*

*Notes:*

1. Any member of the Company (“**Member**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. 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, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong (in case of holders of H Shares) or to the Company’s registered office at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (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 not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 2 March 2021 to Friday, 12 March 2021 (both days inclusive), during which period no transfer of Shares will be effected. Instruments of transfer accompanied by relevant share certificates must be lodged with the H Share Registrar by 4:30 p.m. on Monday, 1 March 2021.
4. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the EGM.

*As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Ma Fengkui and Mr. Zhang Junmin, the non-executive Director is Mr. Chang Yong; and the independent non-executive Directors are Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie.*