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If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying proxy forms, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer 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)

**PROPOSED RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM 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 8 June 2022, is set out on pages 14 to 18 on this circular.

A Proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, 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 AGM or any adjournment thereof. Completion and delivery of the proxy form will not prevent you from attending, and voting in person at, the AGM 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*

DEFINITIONS

“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on 8 June 2022
“Articles”	the articles of association of the Company, as may be amended from time to time
“associate(s)”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	Nanjing Sample Technology Company Limited* (南京三寶科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the Stock Exchange (Stock Code: 1708)
“Company Law”	the Company Law of the PRC
“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
“Group”	the Company and its subsidiaries
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange and subscribed for and traded in Hong Kong Dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 May 2022, being the latest practicable date prior to the printing of this circular for 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	the Domestic Shares and H Shares
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of supervisory committee of the Company

LETTER FROM THE BOARD



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

5 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with further information regarding (i) the ordinary resolutions relating to the re-election of Directors and supervisors, (ii) the special resolutions relating to the general mandate to issue Shares to be proposed at the AGM; and (iii) Notice of AGM.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with Article 101 of the Articles, Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment. As the term of office of the seventh session of the Board and the supervisory committee of the Company was expired on 31 December 2021, therefore, all Directors and Supervisors (other than the Employee Supervisor) shall be subject to re-election at the AGM.

In accordance with the nomination policy of the Company and objective criteria (including but not limited to gender, age, ethnicity, cultural and educational background, professional experience and knowledge) and taking into account the benefits of board diversity (as set out in the Company's board diversity policy), the Nomination Committee, after careful evaluation and assessment, is of the view that (a) the retiring Directors have performed satisfactorily and have made effective contributions to the operation of the Board; and (b) according to the available information and the independence confirmation made pursuant to Rule 3.13 of the Listing Rules that received from the independent non-executive Directors. Furthermore, in view of Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie are not engaged in any administrative management and/or any business of the Group and they do not hold any shares of the Company, it is considered that Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie are independent and they are suitable to serve the independent non-executive Directors of the Company.

Accordingly, the Nomination Committee made recommendation to the Board and the Board considered that it is in the best interests of the Company and its Shareholders as a whole to re-elect the retiring Directors at the AGM. It was resolved to propose the re-election of each retiring director at the AGM, namely Mr. Sha Min (executive Director), Mr. Ma Fengkui (executive Director), Mr. Zhang Junmin (executive Director), Mr. Chang Yong (non-executive Director), Mr. Hu Hanhui (independent non-executive Director), Mr. Gao Lihui (independent non-executive Director) and Mr. Niu Zhongjie (independent non-executive Director) to be the eighth session of the Board of the Company for a term of three years commencing from 1 January 2022.

According to the information available and the confirmation letters received from Mr. Qiu Xiangyang (independent Supervisor) and Mr. Dai Jianjun (independent Supervisor) confirming that they are not engaged in any administrative management and/or any business of the Group and are independent of the Shareholders. It is considered that both supervisors are eligible for re-election after their term of office expired. Therefore, the supervisory committee has resolved to recommend the re-election of the retiring supervisors at the AGM, namely Mr. Qiu Xiangyang (independent supervisor) and Mr. Dai Jianjun (independent supervisor) to be the eighth session of supervisors of the Company for a term of three years commencing from 1 January 2022.

Separate ordinary resolutions to approve the above re-election will be proposed at the AGM for the Shareholders' consideration and approval.

LETTER FROM THE BOARD

The biographical details of the Directors and Supervisors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

In order to increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the general mandate to allot, issue and otherwise deal with additional Shares, whether Domestic Shares or H Shares, up to the limit of:

- (i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue; and
- (ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue,

in each case as at the date of passing of the relevant resolution.

Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Company Law and the Listing Rules. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in the relevant resolution.

As at the Latest Practicable Date, the Company had 792,058,500 Shares in issue including 562,558,500 Domestic Shares and 229,500,000 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 112,511,700 Domestic Shares and 45,900,000 H Shares on the basis that no further Domestic Shares and H Shares will be issued by the Company prior to the AGM.

4. AGM

A Notice convening the AGM is set out on pages 14 to 18 of this circular. A Proxy Form for use at the AGM is also enclosed. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Proxy Form (for use at the AGM) 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

LETTER FROM THE BOARD

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 AGM. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish. According to Rule 13.39(4) the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions at the AGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under the Listing Rules.

5. RECOMMENDATIONS

The Directors consider that the re-election of Directors and Supervisors and the general mandate to issue Shares proposed to be approved at the AGM are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

Your 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

EXECUTIVE DIRECTORS

Mr. Sha Min (沙敏), aged 57, a senior engineer and senior economist, received postgraduate education, is an executive Director and the Chairman of the Company and the chairman of the strategic committee of the Company. He is responsible for devising the Group's overall strategies and policies. Mr. Sha obtained a master's degree in circuits and design from Southeast University in 1990. He joined the Company in December 1997 and was first appointed as an executive Director and Chairman in December 1999. He is currently the president of China RFID Association, a committee member of the 12th Chinese People's Political Consultative Conference of Jiangsu Province, vice-chairman of Federation of Industry and Commerce of Jiangsu Province, chairman of ITS Association of Nanjing City, vice-chairman of Federation of Industry and Commerce of Nanjing City, vice president of Nanjing Software Industry Association, vice-chairman of Nanjing Enterprises Association, president of Jiangsu Badminton Association and President of Nanjing Alumni Association of Southeast University etc. Mr. Sha is currently a non-executive director of Jiangsu NandaSoft Technology Company Limited* (江蘇南大蘇富特科技股份有限公司) (a company listed on the Hong Kong Stock Exchange, Hong Kong stock code: 8045). Mr. Sha currently holds directorship in subsidiaries of the Company, namely Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd.* (南京物聯網研究院發展有限公司), Federal International Enterprise Limited (永鴻國際企業有限公司) and Sample Technology (Hong Kong) Company Limited (三寶科技(香港)有限公司).

Mr. Sha will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Sha will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Sha is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB1,233,330.

Mr. Ma Fengkui (馬風奎), aged 48, holds a master's degree. Mr. Ma graduated from South China Normal University with a master's degree in business administration in 2015 and is currently studying for the 35th EMBA program at Cheung Kong Graduate School of Business* (長江商學院). Mr. Ma worked in TCL Computer Technology (Shenzhen) Co., Ltd.* (TCL電腦科技(深圳)有限公司) from 1999 to 2005 and served as the service manager and chief service officer. From 2005 to 2009, he served in Nanjing JoyMain Science and Technology Development Co. Ltd.* (南京中脈科技發展有限公司) in the positions of director of the information center and customer service center and deputy general manager. From 2009 to 2014, he served in Beijing Baidu Netcom Science and Technology Co., Ltd.* (北京百度網訊科技有限公司) as sales director, deputy general manager of Shenzhen branch and deputy general manager of Guangzhou branch. From November 2014 to November 2017, he served as assistant to the chairman of Nanjing Sample Technology Company Limited* (南京三寶科技股份有限公司), and from November 2017 to January 2020, he worked for several subsidiaries of Sample Group, the controlling shareholder of the Company, as the general manager of Jiangsu Cross-border e-Commerce Services Co., Ltd.* (江蘇跨境電子商務服務有限公司), general manager of Sumpower Gsun Holdings Limited* (三寶金山控股有限公司). Mr. Ma served as an assistant to the chairman of the Company from February 2020 to July 2020. He has been the chief executive officer of the Company since July 2020. Mr. Ma is currently a director of Jiangsu Intellitrans Company Ltd.* (江蘇智運科技發展有限公司), a director and

general manager of Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd.* (南京物聯網研究院發展有限公司), the chairman of Jiangsu Zhiyun Weiyong Data Technology Co., Ltd. (江蘇智運唯盈數據科技有限公司), all of which are subsidiaries of the Company.

Mr. Ma will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Ma will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Ma is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB963,200.

Mr. Zhang Junmin (張軍民), aged 49, holds a bachelor's degree and is a senior engineer. From 1992 to 1996, Mr Zhang studied at the Dalian Ocean University and obtained a bachelor's degree in thermal energy and power machinery. From July 1996 to February 1998, he worked as a project engineer at Jiangsu Anda Technology & Trade Co., Ltd.* (江蘇安達技貿公司). From March 1998 to December 2000, he worked as a project manager at Jiangsu I-Front Science and Technology Co., Ltd. (江蘇安防科技有限公司). From January 2001 to April 2020, Mr. Zhang worked at Jiangsu Intellitrans Company Ltd.* (江蘇智運科技發展有限公司), a subsidiary of the Company, where he served as a department manager, deputy general manager and general manager. He is currently a director of Jiangsu Intellitrans Company Ltd.* (江蘇智運科技發展有限公司) and Jiangsu Zhiyun Weiyong Data Technology Co., Ltd. (江蘇智運唯盈數據科技有限公司), subsidiaries of the Company. Mr. Zhang has acted as vice president of the Company since July 2020.

Mr. Zhang will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Zhang will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Zhang is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB1,004,410.

As at the Latest Practicable Date, Mr. Sha directly holds 3,375,000 Domestic Shares and is indirectly interested in 60.40% of equity interest of Jiangsu Sample Holding Limited* (江蘇三寶控股有限公司) ("Jiangsu Sample") which in turn owns 49% of the equity interest in Nanjing Sample Technology Group Company Limited* (南京三寶科技集團有限公司) ("Sample Group"). Sample Group directly holds 397,821,000 Domestic Shares, representing approximately 50.22% of the issued share capital of the Company and owns indirectly 4,310,000 H Shares, representing approximately 0.54% of the issued share capital of the Company. Sample Group is owned as to 49% by Jiangsu Sample which in turn is held as to 60.40% by Tibet Zhuo Xin Venture Capital Management Co., Ltd.* (西藏卓鑫創業投資管理有限責任公司) ("Tibet Zhuo Xin"). Tibet Zhuo Xin is owned as to 90% by Shanghai Jiixin Enterprise Management Center (limited partnership)* (上海佳鑫企業管理中心有限合夥) ("Shanghai Jiixin") which in turn is beneficially owned as to 99% and 1% by Mr. Sha and his spouse, Du Yu (杜予). Under the SFO, Mr. Sha is deemed to be interested in the entire equity interest in each of Sample Group, Jiangsu Sample, Tibet Zhuo Xin and Shanghai Jiixin, therefore, Mr. Sha is deemed to be interested in all 401,196,000 Domestic Shares and 4,310,000 H Shares.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

Save as disclosed, no executive Directors have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Sha, Mr. Ma and Mr. Zhang did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Sha, Mr. Ma and Mr. Zhang did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information for each of Mr. Sha, Mr. Ma and Mr. Zhang which are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning the re-election of the executive Directors that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Chang Yong (常勇), aged 55, a senior economist with postgraduate degree qualification, is a non-executive Director and vice chairman of the Company. He is responsible for implementing the Group's strategies and business plans. He obtained a master's degree in computer application studies from Harbin Institute of Technology in March 1990. Mr. Chang worked for the computer centre of the Nanjing Bureau of Finance* (南京市財政局) from July 1990 to September 1992. He worked as a manager of Nanjing Kentucky Fried Chicken Company Limited* (南京肯德基有限公司) from September 1992 to March 1993. Mr. Chang became vice general manager of Sample Group in June 1993 and was mainly responsible for the expansion, operation and management of Sample Group's business. Mr. Chang joined the Company and was first appointed as an executive Director and president of the Company in December 1997, then became the vice-president of the Company from May 2014 to May 2019. Mr. Chang also currently holds the position as the chairman of the board of directors of Jiangsu Intellitrans Company Limited* (江蘇智運科技發展有限公司) and Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd.* (南京物聯網研究院發展有限公司) respectively, both of which are the subsidiaries of the Company, and holds directorships in Jiangsu Ruifu Intelligent Tech. Co., Limited* (江蘇瑞福智能科技有限公司) and Nanjing City Intelligent Transportation Co., Ltd.* (南京城市智能交通股份有限公司).

Mr. Chang will enter into a service agreement with the Company for a term of three years commencing from 1 January 2019 subject to the retirement and re-election requirements of the Articles. Mr. Chang's emolument will be determined by the Company with reference to the prevailing market conditions, his duties and his responsibilities. As of the Latest Practicable Date, Mr. Chang is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB120,000.

As at the Latest Practicable Date, Mr. Chang is indirectly interested in 38.96% of equity interest of Jiangsu Sample which in turn owns 49% of the equity interest in Sample Group. Sample Group, directly holds 397,821,000 Domestic Shares, representing approximately 50.22% of the issued share capital of the Company and owns indirectly 4,310,000 H Shares, representing approximately 0.54% of the issued share capital of the Company. Sample Group is owned as to 49% by Jiangsu Sample which in turn is held as to

38.96% by Tibet Zhuo Cai Venture Capital Management Co., Ltd.* (西藏卓財創業投資管理有限責任公司) (“Tibet Zhuo Cai”). Tibet Zhuo Cai is owned as to 90% by Shanghai Lianqi Enterprise Management Center (limited partnership)* (上海聯啟企業管理中心有限合夥) (“Shanghai Lianqi”) which in turn is beneficially owned as to 99% by Mr. Chang. Under the SFO, Mr. Chang is deemed to be interested in the entire equity interest in each of Sample Group and Jiangsu Sample. Under the SFO, Mr. Chang is deemed to be interested in all 397,821,000 Domestic Shares and 4,310,000 H Shares.

Save as disclosed, Mr. Chang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Chang did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Chang did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for Mr. Chang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning his re-election as non-executive Director that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hu Hanhui (胡漢輝), aged 65, professor and instructor of doctorate students, is an independent non-executive Director, the chairman of the remuneration committee and the nomination committee and a member of the audit committee of the Company. He had served as the Associate Head of Department of Management Science and Engineering in Nanjing Institute of Technology, the Deputy Director of the Technology Research Institution and the president of the University’s Union in Southeast University, a part-time researcher of the Humanities and Social Science Research Institution of Education Department in Dongbei University of Finance and Economics, a member of Professional Committee in China Development Bank and a member of the “Expert Group of Basic Requirements on Entrepreneurship Education in High Schools” in Ministry of Education. Currently, Mr. Hu has served as the Director of the Research Institution of Entrepreneur Group Economics and Industrial Organization of School of Economics and Management in Southeast University. From 27 June 2014 to 29 June 2020, Mr. Hu Hanhui served as an independent director of Nanjing Textiles Import & Export Corp., Ltd.* (listed on the Shanghai Stock Exchange, stock code: 600250). Mr. Hu was appointed as an independent non-executive Director of the Company in May 2016.

Mr. Hu will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Mr. Hu is entitled to a director’s fee of RMB30,000 per annum.

Mr. Gao Lihui (高立輝), aged 58, received doctoral education, is a senior economist and an independent non-executive Director and a member of the audit committee and the nomination committee of the Company. Mr. Gao holds a diploma from The Business School of Yangzhou University in the PRC, a master degree in Business Administration from The School of Business and Economics of Maastricht University in the Netherlands and a doctoral degree in management from The School of Business of Nanjing University. Mr. Gao worked at Jiangsu Branch of Bank of China from 1991 to 1992 and was mainly responsible for the management of foreign exchange, finance and Japanese Yen sub-ledgers. He served as General Ledger Accountant of Jiangsu Branch of Bank of China* (中國銀行) from 1992 to 1995 and was responsible for the management of foreign exchange and finance. In addition, Mr. Gao had been appointed as the deputy manager of the Gulou branch of Bank of Nanjing* (南京銀行), the manager of Danfeng Street branch of Bank of Nanjing and the general manager of the Business department of HengFeng Bank* (恒豐銀行). Mr. Gao was appointed as an independent non-executive Director of the Company in May 2017.

Mr. Gao will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Mr. Gao is entitled to a director's fee of RMB30,000 per annum.

Mr. Niu Zhongjie (牛鐘潔), aged 54, is an independent non-executive Director and a member of the audit committee and nomination committee of the Company. Mr. Niu has worked with various financial institutions and has extensive experience in equity capital markets. He is currently a director and the responsible officer of Vision Finance International Company Limited to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, and the responsible officer for type 4 (advising on securities) and type 9 (asset management) regulated activities of Vision Finance Asset Management Limited. Mr. Niu also currently serves as an independent non-executive director of Peiport Holdings Ltd. (stock code: 2885.HK). Mr. Niu obtained a bachelor's degree in business administration and a master degree in business administration from Northeast Missouri State University and the University of Hong Kong, respectively. Mr. Niu was appointed as an independent non-executive Director of the Company in May 2019.

Mr. Niu will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Mr. Niu is entitled to a director's fee of RMB50,000 per annum.

As at the Latest Practicable Date, each of Mr. Hu, Mr. Gao and Mr. Niu did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of Mr. Hu, Mr. Gao and Mr. Niu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, each of Mr. Hu, Mr. Gao and Mr. Niu did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Hu, Mr. Gao and Mr. Niu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as independent non-executive Director that need to be brought to the attention of the Shareholders.

SUPERVISORS

Mr. Qiu Xiangyang (仇向洋), aged 66, received doctoral education, is the chairman of the supervisory committee of the Company. Mr. Qiu is now the president of the Institute for Urban Development in Jiangsu and vice president of the Nanjing Entrepreneur Club. From February 1991 to June 2004, he was appointed as deputy dean and dean of the Economics and Management College of Southeast University. In 1992, he was exceptionally promoted to Professor, and received the State's Sponsorship for Special Contribution. He is a veteran in the teaching and research of economics and management affairs. He has in-depth knowledge in corporate strategic management and industrial development. He was first appointed as a supervisor of the Company in August 2007. He is currently a director of Zhongdian Environmental Protection Co., Ltd.* (中電環保股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300172) and an independent director of Nanjing Kangni Mechanical & Electrical Co., Ltd.* (南京康尼機電股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603111). From 25 December 2013 to 12 December 2019, Mr. Qiu acted as an independent director of Zhong Dian Environmental Protection Limited* (listed on Shenzhen Stock Exchange, stock code: 300172). From 27 November 2019 to 28 May 2020, Mr. Qiu acted as an independent director of Archermind Technology (Nanjing) Co., Ltd.* (listed on the Shenzhen Stock Exchange, stock code: 300598). From 29 August 2014 to 23 May 2021, Mr. Qiu acted as an independent director of Tianjin Tai Da Limited* (a company listed on the Shenzhen Stock Exchange, stock code: 000652). From 12 May 2016 to 6 April 2022, Mr. Qiu acted as an independent director of Neoglory Prosperity Inc.* (a company listed on the Shenzhen Stock Exchange, stock code: 002147).

Mr. Dai Jianjun (戴建軍), aged 52, a practising lawyer, is a supervisor of the Company. He was educated in Jiangsu Police Institute from September 1988 to July 1991. He worked for Southeast University in 1991. Mr. Dai was qualified as a lawyer in PRC in 1996. Mr. Dai has been a practicing lawyer of Jiangsu Zhi Bang Law Firm* (江蘇致邦律師事務所) since 1996. He was appointed as a supervisor of the Company in August 2003. From 24 October 2018 to 28 October 2021, Mr. Dai acted as an independent director of Nanjing Canatal Data-Centre Environmental Tech. Co., Ltd.* (listed on the Shanghai Stock Exchange, stock code: 603912).

Each of Mr. Qiu and Mr. Dai will enter into a service agreement with the Company for a term of three years commencing from 1 January 2022 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Qiu and Mr. Dai was

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, the amount of supervisor's fee for each of Mr. Qiu and Mr. Dai is RMB30,000 per annum.

As at the Latest Practicable Date, each of Mr. Qiu and Mr. Dai did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of Mr. Qiu and Mr. Dai did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, each of Mr. Qiu and Mr. Dai did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Qiu and Mr. Dai which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as supervisors that need to be brought to the attention of the Shareholders.

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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 the Annual General Meeting (the “Annual General Meeting”) of Nanjing Sample Technology Company Limited (the “Company”) will be held at No.10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC on Wednesday, 8 June 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- I. To consider and, if thought fit, pass the following ordinary resolutions:
- (1) To consider and approve the report of the directors of the Company for 2021;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2021;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2021;
 - (4) To consider and approve the profit distribution plan for 2021;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2022;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2021;
 - (7) To re-elect the following directors and supervisors and to authorise the Board to fix their remuneration:
 - (i) To consider and approve the re-election of Mr. Sha Min as executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.

* *for identification purpose only*

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- (ii) To consider and approve the re-election of Mr. Ma Fengkui as executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iii) To consider and approve the re-election of Mr. Zhang Junmin as executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iv) To consider and approve the re-election of Mr. Chang Yong as non-executive Director for a term of three years commencing from 1 January 2022 to ending 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (v) To consider and approve the re-election of Mr. Hu Hanhui as independent non-executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vi) To consider and approve the re-election of Mr. Gao Lihui as independent non-executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vii) To consider and approve the re-election of Mr. Niu Zhongjie as independent non-executive Director for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (viii) To consider and approve the re-election of Mr. Dai Jianjun as independent Supervisor for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.
- (ix) To consider and approve the re-election of Mr. Qiu Xiangyang as independent Supervisor for a term of three years commencing from 1 January 2022 to 31 December 2024 and to authorize the Board on behalf of the Company to determine his remuneration.

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SPECIAL RESOLUTIONS

II. To consider and, if thought fit, approve the following resolutions as special resolutions:

(8) **THAT:**

① there be granted to the Board an unconditional general mandate to allot, issue and deal with additional Shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares or any share option scheme adopted by the Company and in accordance with the Articles, shall not exceed:

(i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue; and

(ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue;

in each case as at the date of passing of this resolution; and

(c) the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and

(d) For the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

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- (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
 - (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.
- ② contingent on the Board resolving to issue Shares pursuant to this resolution, the Board be authorised:
- (a) to approve, execute and do or procure to be executed and done all such documents and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make any amendments to the Articles in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph ① of this resolution.

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

Nanjing, the PRC
5 May 2022

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Notes:

1. Any member of the Company (“Member”) entitled to attend and vote at the AGM 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 deposited at 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 (“H Share Registrar”) and in case of holders of domestic shares, to the Company’s mailing address at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC not less than 24 hours before the time appointed for the holding of the AGM 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. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the AGM.
4. In order to determine the identify of the shareholders to attend and vote at the AGM, the register of Members in Hong Kong will be closed from 27 May 2022 (Friday) to 8 June 2022 (Wednesday), (both days inclusive). Instruments of transfer accompanied by relevant share certificates must be lodged with the H Share Registrar by 4:30 p.m. on 26 May 2022 (Thursday).