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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)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED CHANGE OF AUDITOR FOR THE YEAR 2019**

This announcement is made by the board of directors (the “**Board**”) of Nanjing Sample Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.51(1) and 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Pursuant to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders’ General Meeting for Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函(2019)97號)), the requirements on the notice period for convening a shareholders’ general meeting, shareholders’ rights to make proposals and the procedures for convening general meeting of joint stock limited companies incorporated in the People’s Republic of China (the “**PRC**”) and listed overseas are requested to equally apply the relevant provision of the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as Articles 20 to 22 stipulated in the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) are no longer applicable. Therefore, the Board proposes to amend the Articles of Association of the Company (the “**Proposed Amendments to the Articles of Association**”) in relation to the provisions relating to the notice period for convening a shareholders’ general meeting, shareholders’ rights to make proposals and requirements on the procedures for convening general meeting. The specific amendments are as follows:

Original Articles	Amended Articles
<p><b>Article 62</b> When the Company convenes a shareholders’ general meeting, it shall issue a written notice and make announcement twenty-five (25) days prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders’ general meeting shall, within five (5) days prior to the meeting, deliver a written reply to the Company on meeting attendance.</p>	<p><b>Article 62</b> When the Company convenes a shareholders’ general meeting, it shall notify the shareholders twenty (20) days prior to the meeting in relation to the time and place of the meeting as well as the matters to be examined at the meeting; whereas the shareholders shall be notified fifteen (15) days prior to a shareholders’ extraordinary general meeting.</p>
<p><b>Article 63</b> When the Company convenes a shareholders’ annual general meeting, shareholder(s) holding 3% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place such proposed motions on the agenda for such annual general meeting if they are matters falling within the functions and powers of the general meetings.</p> <p>Such proposed motions in general meetings shall satisfy the following criteria:</p> <ol style="list-style-type: none"> <li>(1) Its contents shall not be in conflict with the laws, administrative regulations and the Articles of Association and shall be within the scope of business of the Company and the powers of the general meeting;</li> <li>(2) it shall set out specific matters for consideration and resolution;</li> <li>(3) it shall be submitted or delivered to the board of Directors in written form.</li> </ol>	<p><b>Article 63</b> Shareholder(s) individually or jointly holding more than 3% of the Company’s shares may submit a provisional motion in writing to the board of directors ten (10) days before the general meeting is convened; the board of directors shall issue a supplementary notice within two (2) days after receipt of the said provisional motion notifying other shareholders, and submit the said provisional motion to the general meeting for consideration. The content of the provisional motion shall be within the scope of business of the general meeting, have specific matters for consideration and resolution.</p>

Original Articles	Amended Articles
<p><b>Article 64</b> The Company shall, based on the written replies received five (5) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one half of the Company's total voting shares, the Company may hold the general meeting. If not, the Company shall within three (3) days notify the shareholders again by notice of the matters to be considered, the place and the date of the meeting. The Company then may hold the meeting after such publication of such notice.</p> <p>A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p><b>Article 64</b> A shareholders' general meeting shall not resolve any matter not stated in the notice defined in Articles 62 and 63 of the Articles of Association.</p>

Original Articles	Amended Articles
<p><b>Article 66</b> Notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders (whether such addresses are within Hong Kong or in regions outside Hong Kong). For the holders of domestic shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by CSRC within the interval of twenty-five (25) to thirty (30) days before the date of the meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The Chinese and English versions of such public announcement shall be published in accordance with Article 204 of the Articles of Association.</p> <p>The Company shall give notice of a general meeting to ensure that holders of foreign shares, whose registered addresses are in Hong Kong, will have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p>	<p><b>Article 66</b> Notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders (whether such addresses are within Hong Kong or in regions outside Hong Kong). For the holders of domestic shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by CSRC within the interval of twenty (20) to twenty-five (25) days before the date of the annual general meeting and the interval of fifteen (15) to twenty (20) days before the date of extraordinary general meeting. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The Chinese and English versions of such public announcement shall be published in accordance with Article 204 of the Articles of Association.</p> <p>Notice of the shareholders' general meeting issued to the holders of overseas listed shares may be published on the designated website of the Hong Kong Stock Exchange and the Company's website. Once the announcement has been published, all holders of overseas listed shares shall be deemed to have received the notice of the relevant shareholders' meeting.</p>

Original Articles	Amended Articles
<p><b>Article 97</b> Written notice of a class meeting convened by the Company shall be dispatched twenty-five (25) days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend five (5) days prior to the date of the meeting.</p> <p>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting reaches not less than one-half of the total number of voting shares at such meeting, the Company may hold such class meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within three (3) days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the class meeting.</p>	<p><b>Article 97</b> The period of issuing a written notice of a class meeting convened by the Company shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting. The written notice shall inform all shareholders of such class whose names appear on the register of shareholders of the matters to be considered at the meeting as well as the time and place of the meeting.</p> <p>Where the listing rules of the place where the shares of the Company are listed provide otherwise, such provisions shall be followed.</p>
<p><b>Article 128</b> The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting which shall be convened with written notice of not less ten days but not more than 30 days be served to all supervisors. Meeting of the Supervisory Committee shall be held only if not less than one half (exclusive) of the supervisors are present and each supervisor shall have one vote.</p> <p>Resolution at a Supervisory Committee meeting shall be passed by two-thirds (inclusive) of the supervisors by poll.</p>	<p><b>Article 128</b> The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting which shall be convened with written notice of not less ten (10) days but not more than thirty (30) days and three (3) days prior to the date of an extraordinary meeting of the Supervisory Committee meeting be served to all supervisors. Meeting of the Supervisory Committee shall be held only if not less than one half (exclusive) of the supervisors are present and each supervisor shall have one vote.</p> <p>Resolution at a Supervisory Committee meeting shall be passed by two-thirds (inclusive) of the supervisors by poll.</p>

*Note:* Saved for the aforesaid proposed amendments, there are no changes to the contents of other provisions in the Articles of Association. The Articles of Association are written in Chinese. In the event of any discrepancy between the Chinese and English versions of the Articles of Association of the Company, the Chinese version shall prevail.

## **PROPOSED CHANGE OF AUDITOR FOR THE YEAR 2019**

Taking into account of the Company's development needs and auditing needs, the Board proposes to terminate BDO China Shu Lun Pan Certified Public Accountants LLP ("**Shu Lun Pan**") as the auditor of the Company for the year 2019 (the "**Proposed Termination**"). Meanwhile, the Board proposes to appoint Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company for the year 2019 (the "**Proposed Appointment**").

Shu Lun Pan 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 of the Company (the "**Shareholders**"). The Board and Audit Committee have as well confirmed that there are no disagreements or outstanding matters between the Company and Shu Lun Pan, 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.

## **GENERAL INFORMATION**

The aforesaid Proposed Amendments to the Articles of Association will be proposed by special resolution to be approved by the Shareholders at the extraordinary general meeting as well as the approval by Shareholders at the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting respectively, and shall be effective at the date of approval by way of passing the relevant resolution at the above relevant Shareholders' meeting. Prior to the passing of the resolution of the Proposed Amendments to the Articles of Association, the current Articles of Association shall remain effective.

Moreover, the Proposed Termination and Proposed Appointment are subject to the approval of an ordinary resolution by the Shareholders at the extraordinary general meeting.

A circular containing further details of the Proposed Amendments to the Articles of Association and the change of auditor will be dispatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

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

Nanjing, the PRC, 15 November 2019

*As at the date of this announcement, the executive Directors are Mr. Sha Min (Chairman), Mr. Zhu Xiang, Ms. Yu Hui, the non-executive Director is Mr. Chang Yong; and the independent non-executive Directors are Mr. Gao Lihui, Mr. Hu Hanhui and Mr. Niu Zhongjie.*

\* For identification purpose only