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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountants or other professional adviser.

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 and reply slips, 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)

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 30 June 2020, is set out on pages 6 to 9 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*

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on 30 June 2020
“Articles”	the articles of association of the Company, as may be amended from time to time
“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
“General Mandate”	a general and unconditional mandate proposed to be granted to the Board subject to the approval of the Shareholders at the AGM to exercise the power of the Company to allot, issue and otherwise deal with new Shares up to the limit of 20% of the Domestic Shares and/or H Shares in issue as at the date of the passing the relevant resolution
“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 People’s Republic of China
“Latest Practicable Date”	27 May 2020, 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

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“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

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. Zhu Xiang
Ms. Yu Hui

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

30 May 2020

To the Shareholders

Dear Sir or Madam,

**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 the special resolution relating to the general mandate to issue Shares to be proposed at the AGM and Notice of AGM.

* for identification purpose only

LETTER FROM THE BOARD

2. 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.

3. AGM

A Notice convening the AGM is set out on pages 6 to 9 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 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

LETTER FROM THE BOARD

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.

4. RECOMMENDATIONS

The Directors consider that the general mandate to issue Shares proposed to be approved at the AGM is 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

NOTICE OF AGM



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 Tuesday, 30 June 2020 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 2019;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2019;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2019;
 - (4) To consider and approve the profit distribution plan for 2019;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2020;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2019;

* *for identification purpose only*

NOTICE OF AGM

SPECIAL RESOLUTION

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

(7) **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

NOTICE OF AGM

- (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
30 May 2020

NOTICE OF AGM

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 notorially 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 identity of the shareholders to attend and vote at the AGM, the register of Members in Hong Kong will be closed from 20 June 2020 (Saturday) to 30 June 2020 (Tuesday), (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 19 June 2020 (Friday).