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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, 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 APPOINTMENT OF EXECUTIVE DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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 10 August 2020, is set out on pages 7 to 8 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 prevent 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

“Articles of Association”	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)
“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 10:00 a.m. on 10 August 2020
“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”	11 July 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
“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
“Sample Group”	南京三寶科技集團有限公司 (Nanjing Sample Technology Group Company Limited*), a company established in the PRC with limited liability which is the controlling Shareholder of the Company

DEFINITIONS

“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

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

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

14 July 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF
EXECUTIVE DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with further information in relation to the ordinary resolutions to be proposed at the EGM to consider and, if thought fit, approve the proposed appointment of executive Directors.

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

Reference is made to the Company's announcement dated 6 July 2020 in relation to, among other things, the proposed appointment of executive Directors.

* for identification purpose only

LETTER FROM THE BOARD

Resignation of Director

The Board announced that Mr. Zhu Xiang (“Mr. Zhu”), an executive Director, tendered his resignation to the Company in respect of his positions as an executive director, an authorised representative as required under the Listing Rules, the member of the strategic committee and the remuneration committee of the Company due to work adjustment in relation to his new work arrangements to be taken up in Sample Group, the controlling shareholder of the Company. The resignation of Mr. Zhu shall become effective upon the conclusion of the EGM. Mr. Zhu will no longer hold any positions in the Company upon his resignation becomes effective.

Mr. Zhu has confirmed that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Proposed Appointment of Executive Directors

On 6 July 2020, the Board has resolved to approve the proposed appointment of Mr. Ma Fengkui (“Mr. Ma”) and Mr. Zhang Junmin (“Mr. Zhang”) as executive Directors of the Company. The proposed appointment of Mr. Ma and Mr. Zhang as executive Directors of the Company are subject to the Shareholders’ approval.

The biographical details of Mr. Ma is as follows:

Mr. Ma Fengkui, aged 46, 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) and general manager of Sumpower Gsun Xiangyun Technology Services Co., Ltd.* (三寶金山祥雲科技服務有限公司). Mr. Ma has been assistant to the chairman of the Company since February 2020 and a vice president of the Company from 7 July 2020.

LETTER FROM THE BOARD

Mr. Ma is currently the Chairman of Jiangsu Yudao Data Technology Co., Ltd.* (江蘇馭道數據科技有限公司) and a director of Jiangsu Cross-border e-Commerce Services Co., Ltd.* (江蘇跨境電子商務服務有限公司) (both are subsidiaries of Sample Group, the controlling shareholder of the Company).

Mr. Ma was a high-level talent nominated in Nanjing in 2019 (2019南京市高層次舉薦人才), one of Top 10 Internet Innovative Individuals of Jiangsu Province in 2018 (江蘇省2018年度互聯網十大新銳人物), and obtained the fourth “Jiangsu Special Contribution Award for Professionals in Service Sector” (江蘇服務業專業人才特別貢獻獎).

The biographical details of Mr. Zhang is as follows:

Mr. Zhang Junmin, aged 47, 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). Since January 2001 to present, Mr. Zhang has 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. Mr. Zhang has been a vice president of the Company since July 2020.

Each of Mr. Ma and Mr. Zhang will enter into a service agreement with the Company for a term commencing from the date of the general meeting in which their appointments are approved and ending on the expiry of the term of the seventh session of the Board subject to the retirement and re-election requirements of the Articles of Association. The emoluments for Mr. Ma and Mr. Zhang will be determined by the Board which will be taking into account the recommendations made by the remuneration committee of the Company and with reference to their duties and responsibilities with the Company.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Ma and Mr. Zhang has not previously held any positions with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company. Mr. Ma and Mr. Zhang has no interest in the shares of the Company within the meaning of Part XV of the SFO. Each of Mr. Ma and Mr. Zhang did not hold any directorships in any listed companies in the past three years.

There is no other matters relating to the proposed appointment of each of Mr. Ma and Mr. Zhang that need to be brought to the attention of the Shareholders and there is no information which requires to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

3. EGM

A notice convening the EGM is set out on pages 7 to 8 of this circular. A proxy form 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

LETTER FROM THE BOARD

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 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) 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.

4. RECOMMENDATIONS

The Directors consider that the appointment of executive Directors proposed to be approved at the EGM 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 EGM.

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 EGM



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 Extraordinary General Meeting (the “EGM”) 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 Monday, 10 August 2020 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

- (1) To consider and approve the appointment of Mr. Ma Fengkui as an executive Director with a term of office commencing from the date of approval at the EGM until the expiry of the term of the seventh session of the Board of the Company and to authorize the Board on behalf of the Company to determine his remuneration; and
- (2) To consider and approve the appointment of Mr. Zhang Junmin as an executive Director with a term of office commencing from the date of approval at the EGM until the expiry of the term of the seventh session of the Board of the Company and to authorize the Board on behalf of the Company to determine his remuneration.

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

Nanjing, the PRC
14 July 2020

* *for identification purpose only*

NOTICE OF EGM

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 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 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. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the EGM.
4. In order to determine the identify of the shareholders to attend and vote at the EGM, the register of Members in Hong Kong will be closed from 29 July 2020 (Wednesday) to 10 August 2020 (Monday), (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 28 July 2020 (Tuesday).