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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 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, together with the accompanying proxy forms, 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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Please see pages 7 to 8 of this circular for the notice of the EGM of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*). The accompanying proxy form is for the appointment of proxy to attend the EGM. Whether or not you are able to attend the EGM, please fill in the accompanying proxy form according to relevant instructions and return it as soon as possible, and not less than 24 hours before the fixed time of holding the EGM in any event. The filled and returned proxy form will have no effects on your vote in person in the EGM or any other adjourned meeting.

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.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

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
“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
“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 8 December 2022 for the Shareholders to consider and, if thought fit, approve, among other things, the proposed amendments to the Articles of Association
“Group”	the Company and its subsidiaries
“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 PRC
“Latest Practicable Date”	8 November 2022, 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

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan region
“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)
“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. Ma Fengkui
Mr. Zhang Junmin

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 November 2022

To Shareholders

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with further details of the proposed amendments to the Articles of Association as well as the notice of the EGM.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 October 2022 in relation to the proposed amendments to the Articles of Association.

The Board announces that a special resolution will be proposed at the EGM to approve the proposed amendments to the Articles of Association. Set forth below are the amendments:

To amend Article 11 under Chapter 2

Prior to Amendment:

The scope of business of the Company shall be based on the items approved by the company registration authorities.

Major scope of business of the Company: computer networks, industrial automation engineering design, installation; electronic products, electronic computer development, manufacture, testing, production for product sales, system integration; electronic computer technology consulting and information services; technology testing of electronic products and technical services; computer software development; security engineering design, construction, maintenance; research and development of ITS-based basic information collection technology and equipment (excluding commodities under the special control of the State and projects with special approval). (Projects that require approval under law, business can be carried out after the approval by the relevant departments)

According to the domestic and international market trends, business needs in the PRC and its own growth capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

After amendment:

The scope of business of the Company shall be based on the projects approved by the company registration authorities.

Major scope of business of the Company: computer networks, engineering design and installation of industrial automation; electronic products, development, manufacturing, testing of electronic computer, sale of self-production products, system integration; electronic computer technology consulting and information services; technology testing and technical services of electronic products; computer software development; design, construction, maintenance of security engineering; research and development of ITS-based basic information collection technology and equipment (excluding commodities under the special control of the State and projects with special approval). (Projects that require approval under law, business can be carried out after

LETTER FROM THE BOARD

the approval by the relevant departments). **General projects: international freight forwarding agency; general goods warehousing services (excluding hazardous chemicals and other projects that require approval); domestic freight forwarding agency. (Except for the projects subject to approval in accordance with the law, the business activities should be conducted independently with the business licence(s) in accordance with the law)**

According to the domestic and international market trends, business development needs in the PRC and its own development capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorizations, or registration (if applicable) to be obtained from or filing with the relevant governmental or regulatory authorities.

Save for the proposed amendments to the Articles of Association set out above, other provisions in the Articles of Association remain unchanged.

The amendments to the Articles of Association were originally drafted in Chinese and the English translation is for reference only. In case of any inconsistencies between the Chinese and the English version, the Chinese version shall prevail.

3. EGM

Notice of the EGM is set out on pages 7 to 8. The proposed amendments to the Articles of Association will be proposed by way of special resolution for Shareholders' approval at the EGM.

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 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, 17M Floor, 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.

LETTER FROM THE BOARD

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.

As at the Latest Practicable Date, to the best knowledge of the Directors, no Shareholder has a material interest in the above resolution and therefore no Shareholder is required to abstain from voting in respect of the above resolution at the EGM.

4. RECOMMENDATIONS

Having considered the above, the Directors consider that the proposed amendments to the Articles of Association is 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 resolution to be proposed at the EGM.

5. 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.*

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 OF EGM

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 Thursday, 8 December 2022 at 10:00 a.m. for the purposes of considering, and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

“**THAT** the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) as set out in the circular of the Company dated 10 November 2022 be and are hereby approved and adopted and the Board of the Company be authorized to handle the relevant filing and amendment (if necessary) procedures and other related matters arising from the Proposed Amendments on behalf of the Company.”

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

Nanjing, the PRC
10 November 2022

* *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 delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M 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 29 November 2022 (Tuesday) to 8 December 2022 (Thursday) (both days inclusive), during which period no transfer of Shares will be effected. To be eligible to attend the above meeting, Instruments of transfer accompanied by the relevant share certificates must be lodged for registration with the H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 28 November 2022.
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, Mr. Zhang Junmin and the independent non-executive Directors are Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie.