

---

**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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 Nanjing Sample Technology Company Limited\*, 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 APPOINTMENTS OF  
EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR  
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 17 April 2023, 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 17M Floor, 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*

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. INTRODUCTION .....	3
2. PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR .....	3
3. EGM .....	6
4. RECOMMENDATIONS .....	6
<b>NOTICE OF EGM</b> .....	7

---

## 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 17 April 2023
“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”	17 March 2023, 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 and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

---

## DEFINITIONS

---

“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
“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
“Strategic Committee”	the strategic 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

*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

21 March 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENTS OF  
EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR  
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 appointments of executive Director and non-executive Director.

**2. PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR AND  
NON-EXECUTIVE DIRECTOR**

Reference is made to the Company's announcement dated 3 March 2023 in relation to, among other things, the resignation of executive Director, the proposed appointments of executive Director and non-executive Director. Mr. Zhang Junmin ("Mr. Zhang") has

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

tendered his resignation to the Company in respect of his positions as an executive Director, the members of the Strategic Committee and Nomination Committee with effect from 3 March 2023 in order to devote more time to focus on the operation and management of Jiangsu Intellitrans Company Limited.\* (江蘇智運科技發展有限公司) (“Jiangsu Intellitrans”), a wholly-owned subsidiary of the Company. Mr. Zhang 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 or the Stock Exchange.

On 3 March 2023, the Board has resolved to approve the proposed appointments of Mr. Liu Min (“Mr. Liu”) as an executive Director and Ms. Cai Lijuan (“Ms. Cai”) as a non-executive Director. The proposed appointments of Mr. Liu as an executive Director and Ms. Cai as a non-executive Director of the Company are subject to the Shareholders’ approval by way of ordinary resolutions at the EGM.

The biographical details of Mr. Liu is as follows:

Mr. Liu Min (劉民), aged 48, holds a bachelor’s degree in engineering, senior engineer (specialized in intelligent transportation). Mr. Liu graduated from Nanjing University of Science and Technology in July 1996 majoring in computer science and application. From August 1996 to August 1997, he worked as an office secretary in the Qinglin railway transportation management division of Shandong Local Railway Bureau\* (山東省地方鐵路局). From September 1997 to July 1999, he worked in the Nanjing office of Tsinghua Ziguang Co., Ltd.\* (清華紫光股份有限公司) and served as the manager of the sales department and the manager of the after-sales service department. He worked with the Company from August 1999 to July 2017 serving as the channel manager of the graphics and image business department, the marketing manager of the transportation technology business department, the deputy general manager of Jiangsu Intellitrans, a wholly-owned subsidiary of the Company, the deputy general manager of strategic promotion center, the general manager of Nanjing Intelligent Urban Constructive Investment Co., Ltd.\* (南京數字城市投資建設有限公司), a holding subsidiary of the Company. From August 2017 to August 2019, he acted as a director and the general manager of Jiangsu Yudao Data Technology Co., Ltd.\* (江蘇馭道數據科技有限公司) (“Jiangsu Yudao”). From October 2019 to July 2020, he acted as a director and the general manager of Qingdao Big Data Technology Development Group Co., Ltd.\* (青島大數據科技發展有限公司) (“Qingdao Big Data”). From August 2020 to 3 March 2023, he worked with Sample Group as an assistant to the chairman. Jiangsu Yudao and Qingdao Big Data are the subsidiaries of Samples Group, the controlling Shareholder of the Company.

In relation to the proposed appointment of Mr. Liu as an executive Director, the Nomination Committee and the Board have considered that Mr. Liu’s has extensive experience in project implementation and operation management as well as in-depth understanding of the Group’s development and operating conditions and profound knowledge on intelligent transportation. The Board believes that Mr. Liu will be able to contribute to and promote the sustainable and healthy development of the Group with his extensive experience and knowledge.

---

## LETTER FROM THE BOARD

---

The biographical details of Ms. Cai is as follows:

Ms. Cai Lijuan (蔡麗娟), aged 48, holds a bachelor's degree, intermediate economist. She graduated from the Central Party School of the Communist Party of China. From August 1997 to June 2003, she worked as office director in Nanjing Hanghai Low Voltage Electrical Appliance Co., Ltd.\* (南京航海低壓電器有限責任公司). From April 2005 to September 2008, she worked as a director of human resources administration in Jiangsu Intellitrans. Since September 2008, she has been working in Sample Group serving as the secretary of the board of directors, office director and administrative director etc.

Ms. Cai is currently the chairman of Sample Supply Chain Management (Nanjing) Co., Ltd.\* (三寶供應鏈管理(南京)有限公司); a director of Nanjing Wuzhou Refrigeration Group Co., Ltd. (南京五洲製冷集團有限公司) and Qingdao Baohao Technology Co., Ltd.\* (青島寶昊科技有限公司); a director and the general manager of Qingdao Big Data and Nanjing Chengyi New Energy Technology Co., Ltd.\* (南京承一新能源科技有限公司); a supervisor of Sample Group, Sample Jinshan Holding Co., Ltd.\* (三寶金山控股有限公司), Nanjing Wuzhou Sample Enterprise Development Group Co., Ltd.\* (南京五洲三寶企業發展集團有限公司) and Jiangsu Sample Jinshan Supply Chain Management Co., Ltd.\* (江蘇三寶金山供應鏈管理有限公司), all the above-mentioned companies are Samples Group, the controlling Shareholder of the Company, and its subsidiaries. In addition, Ms. Cai is currently a director of Nanjing Cultural Venture Capital Co., Ltd.\* (南京文化創業投資有限公司).

In relation to the proposed appointment of Ms. Cai as a non-executive Director, the Nomination Committee and the Board have taken into account the factor such as the Company's board diversity policy and the development of the Group. The Board believes that appointment of a non-executive Director will provide a more balanced structure of the Board and enhance the supervision functionality against the operation of the Board.

Each of Mr. Liu and Ms. Cai 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 eighth session of the Board subject to the retirement and re-election requirements of the Articles of Association. The emoluments for Mr. Liu and Ms. Cai 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. Liu and Ms. Cai does not (i) hold any interest in any shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders; (iii) hold any other positions with the Company or other members of the Group; and (iv) hold any directorships in any other listed companies in the last three years.

There is no other matters relating to the proposed appointments of each of Mr. Liu and Ms. Cai 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.

---

## LETTER FROM THE BOARD

---

### 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 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 at 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 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 appointments of executive Director and non-executive Director 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, 17 April 2023 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY RESOLUTIONS**

- (1) To consider and approve the appointment of Mr. Liu Min 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 eighth 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 Ms. Cai Lijuan as a non-executive Director with a term of office commencing from the date of approval at the EGM until the expiry of the term of the eighth session of the Board of the Company and to authorize the Board on behalf of the Company to determine her remuneration.

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

Nanjing, the PRC  
21 March 2023

\* *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 17M Floor, Hopewell Centre, 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 7 April 2023 (Friday) to 17 April 2023 (Monday), (both days inclusive). Instruments of transfer accompanied by relevant share certificates must be lodged 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 6 April 2023 (Thursday).