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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)

**RESIGNATION OF NON-EXECUTIVE DIRECTOR,
PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
NON-COMPLIANCE WITH LISTING RULES**

The Board hereby announces the following proposed changes to the Board:

- (1) Ms. Cai Lijuan has tendered her resignation as a non-executive Director of the Company. Ms. Cai's resignation will be effective upon the election of a new Director to fill her vacancy at a general meeting of the Company.
- (2) Mr. Liu Fei was proposed to be appointed as a non-executive Director of the Company to fill the vacancy arising from the resignation of Ms. Cai. The proposed appointment of Mr. Liu is subject to approval by Shareholders at a general meeting of the Company.
- (3) Ms. Chung Yuet Mei was proposed to be appointed as an independent non-executive Director of the Company. The proposed appointment of Ms. Chung is subject to approval by Shareholders at a general meeting of the Company.

In accordance with the articles of association of the Company, the proposed appointments of Mr. Liu Fei as a non-executive Director and Ms. Zhong Yuet Mei as an independent non-executive Director shall be subject to Shareholders' approval by way of ordinary resolution at an extraordinary general meeting of the Company to be convened. A circular, among others, containing the details of the above proposed appointments and the notice of the extraordinary general meeting will be despatched to the Shareholders in due course.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Nanjing Sample Technology Co., Limited* (the “**Company**”) announces that Ms. Cai Lijuan (“**Ms. Cai**”) has tendered her resignation as a non-executive Director of the Company due to her desire to devote more time on other work. Ms. Cai’s resignation will be effective upon the election of a new Director to fill her vacancy at a general meeting of the Company. Ms. Cai has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board proposed the appointments of Mr. Liu Fei (“**Mr. Liu**”) and Ms. Chung Yuet Mei (“**Ms. Chung**”) as non-executive Director and independent non-executive Director of the Company, respectively. The proposed appointments of Mr. Liu and Ms. Chung as non-executive Director and independent non-executive Director of the Company, respectively, are subject to the Shareholders’ approval at a general meeting of the Company.

The biographical details of Mr. Liu is as follows:

Mr. Liu Fei (劉飛), aged 42, graduated from Shantou University (汕頭大學) with a postgraduate degree in business administration.

Mr. Liu held positions as board secretary and vice president of the group at Shantou Dongfeng Printing Co., Ltd.* (汕頭東風印刷股份有限公司) (now renamed Guangdong DFP New Material Group Co., Ltd.* (廣東東峰新材料集團股份有限公司), a company listed on the main board of the Shanghai Stock Exchange with stock code 601515) from July 2004 to June 2020. From July 2020 to November 2021, he worked at Shandong Fengyuan Chemical Co., Ltd.* (山東豐元化學股份有限公司) (a company listed on the main board of the Shenzhen Stock Exchange with stock code 002805) as a director, deputy general manager and board secretary. Since December 2021, he has been serving as deputy director of capital operation center at Qingdao Haifa State Owned Capital Investment and Operation Group Co., Ltd.* (青島海發國有資本投資運營集團有限公司), a parent company of Nanjing Sample Technology Group Co., Ltd. (“**Sample Group**”), the Company’s controlling shareholder.

Mr. Liu currently serves as a director of Sample Group and holds positions in the several subsidiaries of Sample Group, including a director of Nanjing Tongrentang Health Pharmaceutical Group Co., Ltd.* (南京同仁堂健康藥業集團有限公司), Qingdao Big Data Technology Development Group Co., Ltd.* (青島大數據科技發展有限公司), Nanjing Tongrentang Pharmaceutical Co., Ltd.* (南京同仁堂藥業有限責任公司), Nanjing Tongrentang Medical Marketing Co., Ltd.* (南京同仁堂醫藥營銷有限公司), and Nanjing Tongrentang Liuhe Qiankun Health Development Co., Ltd.* (南京同仁堂六和乾坤健康發展有限公司). He also holds the position of chairman of Nanjing Tongrentang Kangpu Biotechnology Co., Ltd.* (南京同仁堂康普生物技術有限公司) and Nanjing Lianhua Tang Health Technology Co., Ltd.* (南京市蓮華堂健康科技有限公司) as well as chairman and general manager of Nanjing Tongrentang Health Industry Co., Ltd.* (南京同仁堂健康產業有限公司).

The biographical details of Ms. Chung is as follows:

Ms. Chung Yuet Mei (鍾月媚), aged 54, holds a bachelor's degree of social sciences with honours in economics from The University of Hong Kong and a master's degree in finance from City University of Hong Kong. Ms. Chung has held senior positions in various local and international banks, with over 25 years of professional experience in the financial sector.

From 1993 to 1996, she worked at Jardine Fleming Bank (Hong Kong) as a credit analyst. From 1996 to 2004, she worked at Société Générale (Hong Kong) as a credit analyst. From February 2005 to April 2019, she served as an executive director of DBS Bank, Hong Kong Branch. From March 2021 to December 2023, she was the managing director of China CITIC Bank International Limited. Since 2024, she has been serving as the managing director of Brilliant Access Capital Limited. (億進資本有限公司).

Ms. Chung confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Each of Mr. Liu and Ms. Chung 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 of the Company. The emoluments for Mr. Liu and Ms. Chung 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 of the date of this announcement, each of Mr. Liu and Ms. Chung 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. Liu and Ms. Chung has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Each of Mr. Liu and Ms. Chung 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. Liu and Ms. Chung 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.

In accordance with the articles of association of the Company, the proposed appointments of Mr. Liu Fei as a non-executive Director and Ms. Zhong Yuet Mei as an independent non-executive Director shall be subject to Shareholders' approval by way of ordinary resolution at an extraordinary general meeting (the "EGM") of the Company to be convened. A circular, among others, containing the details of the above proposed appointments and the notice of the EGM will be despatched to the Shareholders in due course.

NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.21 AND 3.27A OF THE LISTING RULES

Pursuant to Rule 3.10(1) of the Listing Rules, the board of a listed issuer must include at least three independent non-executive directors ("INEDs"). Pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members and the majority of the audit committee members must be INEDs. Pursuant to Rule 3.27A of the Listing Rules, a listed issuer must establish a nomination committee with a majority of INEDs. Following the resignation of Mr. Niu Zhongjie with effect from 31 May 2024, the number of INEDs and the composition of the audit committee and the nomination Committee of the Company have failed to meet the relevant requirements under the Listing Rules.

Upon the shareholders' approval on the proposed appointment of Ms. Chung as an independent non-executive Director of the Company at the EGM is obtained, the Board also agrees to appoint Ms. Chung as a member of the audit committee and nomination committee of the Company. Upon the completion of Ms. Chung's relevant appointments, the Company will re-comply with Rules 3.10(1), 3.21 and 3.27A of the Listing Rules. Further announcement(s) will be made in due course when the relevant appointments of Ms. Chung is completed.

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

30 August 2024
Nanjing, the PRC

As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Ma Fengkui and Mr. Liu Min, the non-executive Director is Ms. Cai Lijuan; and the independent non-executive Directors are Mr. Gao Lihui and Mr. Hu Hanhui.

* For identification purpose only