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

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**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).

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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)**

**PROPOSED APPOINTMENTS OF  
NON-EXECUTIVE DIRECTOR AND INDEPENDENT  
NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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 30 September 2024, is set out on pages 8 to 9 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 <https://www.hkexnews.hk> on the "Latest Company announcements" page for at least 7 days from the date of its posting.

\* *for identification purpose only*

11 September 2024

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## DEFINITIONS

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“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Audit Committee”	the audit committee of the Company
“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 30 September 2024
“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”	5 September 2024, 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

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## DEFINITIONS

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“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

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Sha Min  
Mr. Ma Fengkui  
Mr. Liu Min

*Non-executive Director*

Ms. Cai Lijuan

*Independent non-executive Directors:*

Mr. Hu Hanhui  
Mr. Gao Lihui

*Registered Office:*

No. 10 Maqun Avenue  
Qixia District  
Nanjing City  
Jiangsu Province  
PRC

*Principal place of business in*

*Hong Kong:*  
Room 1203, 12/F  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

11 September 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENTS OF  
NON-EXECUTIVE DIRECTOR AND INDEPENDENT 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 non-executive Director and independent non-executive Director.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 30 August 2024 in relation to, among other things, the resignation of non-executive Director, the proposed appointments of non-executive Director and independent non-executive Director. 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 the EGM. Ms. Cai has confirmed that there is no disagreement between her and the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

On 30 August 2024, the Board has resolved to approve the proposed appointments of Mr. Liu Fei (“**Mr. Liu**”) as a non-executive Director and Ms. Chung Yuet Mei (“**Ms. Chung**”) as an independent non-executive Director. The proposed appointments of Mr. Liu as a non-executive Director and Ms. Chung as an independent non-executive Director 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 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 the Company's controlling shareholder, Sample Group.

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 the chairman and general manager of Nanjing Tongrentang Health Industry Co., Ltd.\* (南京同仁堂健康產業有限公司).

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## LETTER FROM THE BOARD

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The Nomination Committee and the Board believe that Mr. Liu possesses the essential character, experience, knowledge and integrity, and is capable of demonstrating the ability commensurate with his position as a non-executive Director. Mr. Liu's appointment will enhance the Company's good governance structure and is in the interest of the Company and the Shareholders as a whole.

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 has confirmed that:

- (i) she meets the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules;
- (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and
- (iii) there are no other factors that may affect her independence at the time of her appointment.

The Nomination Committee and the Board have evaluated and reviewed the independence of Ms. Chung and considered that Ms. Chung has satisfied the independence guidelines as set out in Rule 3.13 of the Listing Rules, and is an independent person according to the terms of the guidelines.

The Nomination Committee and the Board recommend the appointment of Ms. Chung as an independent non-executive Director of the Company. They have considered the Company's board diversity policy, including but not limited to gender, professional skills, qualifications and experience, as well as the development of the Group. The Board believes that with Ms. Chung's extensive experience in corporate governance and financial management, she will provide objective, independent and adequate analysis for the Company's business development, making the Board structure more balanced and enhancing the supervisory function of the Board's operations.

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## LETTER FROM THE BOARD

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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. 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 at the Latest Practicable Date, each of Mr. Liu and Ms. Chung 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. 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.

### 3. NON-COMPLIANCE WITH 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 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. 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.



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## LETTER FROM THE BOARD

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### 4. EGM

A notice convening the EGM is set out on pages 8 to 9 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.

### 5. RECOMMENDATIONS

The Directors consider that the appointments of non-executive Director and independent 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*

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## NOTICE OF EGM

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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)**

**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, 30 September 2024 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY RESOLUTIONS**

- (1) To consider and approve the appointment of Mr. Liu Fei 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 his remuneration; and
- (2) To consider and approve the appointment of Ms. Chung Yuet Mei as an independent 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  
11 September 2024

\* *for identification purpose only*

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## NOTICE OF EGM

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*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 notarially 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 17 September 2024 (Tuesday) to 30 September 2024 (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 16 September 2024 (Monday).

*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. Hu Hanhui and Mr. Gao Lihui.*