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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 AMENDMENTS TO ARTICLES OF ASSOCIATION**

This announcement is made by Nanjing Sample Technology Co., Limited\* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of the Company hereby proposes certain amendments to the Company’s articles of association (the “**Articles of Association**”) to (i) change the Company’s business scope in alignment with the business development of the Group; and (ii) further comply with the relevant provisions of the Company Law of the People’s Republic of China (《中華人民共和國公司法》) effective from July 1, 2024. At the same time, based on the Company’s actual situation, other minor amendments and corresponding changes to the Articles of Association are proposed. The details of the proposed amendments to the Articles of Association (the “**Proposed Articles Amendments**”) are as follows:

**TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original clause	Revised clause
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
<p>Article 5</p> <p>The Company’s legal representative is the chairman of the Board of the Company.</p> <p>If the chairman of the Board who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within thirty (30) days from the date of resignation of the legal representative.</p> <p>If the Company convenes a Board meeting and the chairman of the Board is elected or changed by the votes of over one-half of all the Directors, the new chairman shall be the legal representative of the Company. If the Company changes its legal representative, the application for registration of change shall be signed by the new legal representative.</p>	<p>Article 5</p> <p><del>The Company’s legal representative is the chairman of the Board of the Company. The Director who transacts corporate business on behalf of the Company shall be the legal representative of the Company. The chairman of the Company shall be the Director who transacts corporate business on behalf of the Company and shall be registered in accordance with the laws.</del></p> <p>If the <del>chairman of the Board</del><u>Director</u> who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within thirty (30) days from the date of resignation of the legal representative.</p> <p><del>If the Company convenes a Board meeting and the chairman of the Board is elected or changed by the votes of over one-half of all the Directors, the new chairman shall be the legal representative of the Company. If the Company changes its legal representative, the application for registration of change shall be signed by the new legal representative. The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. Restrictions on the authority of the legal representative imposed by the Company’s articles of association or the shareholders’ meeting shall not be enforceable against bona fide counterparty. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, seek compensation from the legal representative at fault in accordance with the laws or its Articles of Association.</del></p>

CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS	CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS
<p data-bbox="89 157 209 189">Article 12</p> <p data-bbox="89 242 783 361">The scope of business of the Company shall be based on the projects approved by the company registration authorities.</p> <p data-bbox="89 414 783 1644">Having legally registered, the 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 the approval by the relevant departments, the specific business projects are subject to the approval results). Licensed projects: sale of Class II and Class III radiation devices (Projects that require approval according to the law can only be carried out after approval by relevant departments, and the specific business projects are subject to the approval results). General projects: international freight forwarding agency; general goods warehousing services (excluding hazardous chemicals and other projects that require approval); domestic freight forwarding agency; sale of Class I medical devices; sale of Class II medical devices. (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).</p>	<p data-bbox="812 157 932 189">Article 12</p> <p data-bbox="812 242 1506 361">The scope of business of the Company shall be based on the projects approved by the company registration authorities.</p> <p data-bbox="812 414 1506 1644">Having legally registered, the 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 the approval by the relevant departments, the specific business projects are subject to the approval results). Licensed projects: sale of Class II and Class III radiation devices (Projects that require approval according to the law can only be carried out after approval by relevant departments, and the specific business projects are subject to the approval results). General projects: international freight forwarding agency; general goods warehousing services (excluding hazardous chemicals and other projects that require approval); domestic freight forwarding agency; sale of Class I medical devices; sale of Class II medical devices. <u>Car park services</u>. (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).</p>

CHAPTER 6 BOARD OF DIRECTORS	CHAPTER 6 BOARD OF DIRECTORS
<p>Article 62</p> <p>The Company sets a Board which is responsible to the shareholders' meeting. The Board shall comprise seven (7) to eleven (11) Directors, and the number of independent (non-executive) Directors shall not be less than three (3) at any time and shall account for at least one-third of the total number of Directors of the Board. The Board shall have a Chairman.</p>	<p>Article 62</p> <p>The Company sets a Board which is responsible to the shareholders' meeting. The Board shall comprise seven (7) to eleven (11) Directors, and the number of independent (non-executive) Directors shall not be less than three (3) at any time and shall account for at least one-third of the total number of Directors of the Board. <del>The Board shall have a Chairman.</del> <u>The chairman of the Company and the Director who transacts corporate business are elected and replaced by the Board.</u></p>
<p>Article 63</p> <p>Directors shall be elected or replaced at shareholders' meeting and may be removed from office prior to the expiry of their tenure by shareholders' meeting. The term of office of each session of the Board shall be three (3) years. Upon maturity of the term of office, a Director shall be eligible to offer himself/herself for re-election and re-appointment.</p> <p>The Chairman of the Board shall be elected and removed by over one-half of all Directors. The term of office of the Chairman shall be three (3) years, renewable upon re-election.</p> <p>The shareholders' meeting may by ordinary resolution remove any Director before the expiration of his/her term of office (but without prejudice to such Director's right to claim damages based on any contract), subject to full compliance with relevant laws and administrative regulations.</p> <p>The Directors shall not be required to hold shares of the Company.</p>	<p>Article 63</p> <p>Directors shall be elected or replaced at shareholders' meeting and may be removed from office prior to the expiry of their tenure by shareholders' meeting. The term of office of each session of the Board shall be three (3) years. Upon maturity of the term of office, a Director shall be eligible to offer himself/herself for re-election and re-appointment.</p> <p><u>The Board shall have a Chairman.</u> The Chairman of the Board shall be elected and removed by over one-half of all Directors. The term of office of the Chairman shall be three (3) years, renewable upon re-election.</p> <p>The shareholders' meeting may by ordinary resolution remove any Director before the expiration of his/her term of office (but without prejudice to such Director's right to claim damages based on any contract), subject to full compliance with relevant laws and administrative regulations.</p> <p>The Directors shall not be required to hold shares of the Company.</p>

*Note: The English translation of the Proposed Articles Amendments are included in the English version of this announcement. The original language version, i.e. the Chinese version, of the same is set out in the Chinese version of this announcement. The English translations are included for reference only and in the event of any inconsistency, the Chinese version shall prevail.*

The Board believes that the Proposed Articles Amendments are in the interests of the Company and its shareholders as a whole. The Proposed Articles Amendments are subject to shareholders' approval by way of a special resolution at the extraordinary general meeting (the "EGM") of the Company and will become effective upon obtaining all necessary approvals, registrations, or filings from the relevant government or regulatory authorities. Prior to the passing of the relevant special resolution at the EGM, the prevailing Articles of Association shall remain valid.

A circular containing, among other things, full version of the Proposed Articles Amendments together with the notice of the EGM will be dispatched to the Shareholders in due course.

By Order of the Board  
**Nanjing Sample Technology Co., Limited\***  
**Sha Min**  
*Chairman*

Nanjing, the PRC  
13 December 2024

*As at the date of this announcement, the executive directors are Mr. Sha Min (Chairman), Mr. Ma Fengkui and Mr. Liu Min, the non-executive director is Mr. Liu Fei; and the independent non-executive Directors are Mr. Hu Hanhui, Mr. Gao Lihui and Ms. Chung Yuet Mei.*

\* *For identification purpose only*