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If you have sold and 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 and the accompanying form of proxy 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)

(1) PROPOSED CHANGE OF AUDITOR
(2) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
(3) 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 January 2025, is set out on pages 10 to 11 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 Shops 1712-1716, 17/F., 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 preclude 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>
Definitions	1
Letter from the Board	3
Appendix – Proposed Amendments to Articles of Association	7
Notice of EGM	10

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
“Audit Committee”	the audit committee of the Company
“Board”	board of Directors of the Company
“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 (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 No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on 17 January 2025
“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 People’s Republic of China
“Latest Practicable Date”	20 December 2024, 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
“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), including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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. Liu Min

Non-executive Director:

Mr. Liu Fei

Independent non-executive Directors:

Mr. Hu Hanhui
Mr. Gao Lihui
Ms. Chung Yuet Mei

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

27 December 2024

To Shareholders

(1) PROPOSED CHANGE OF AUDITOR
(2) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with further details of (i) the proposed change of auditor; and (ii) the proposed amendments to the Articles of Association as well as the notice of the EGM.

II. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 13 December 2024 in relation to the proposed change of auditor.

* for identification purpose only

LETTER FROM THE BOARD

BDO China Shu Lun Pan Certified Public Accountants LLP (“**BDO**”), after taking into account the recent market information and various factors, including the level of audit fee, estimated audit work schedule and the available internal resources in light of the current workflow, has resigned as the auditor of the Company with effect from 13 December 2024.

BDO has confirmed that, as of the date of the resignation letter, there are no matters related to its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there are no disagreements or unresolved matters between the Company and BDO, and there are no other matters in respect of the change of auditor that need to be brought to the attention of the Shareholders.

The Board proposed that, upon the recommendation of the Audit Committee, WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) (“**WUYIGE**”) be appointed as the new auditor of the Company (the “**Proposed Appointment**”) to fill the casual vacancy following the resignation of BDO for a term of office commencing from the conclusion of the EGM until the conclusion of the next following annual general meeting of the Company, subject to the Shareholders’ approval at the EGM.

In order to implement the relevant requirements of the Administrative Measures on the Selection and Recruitment of Accounting Firms by State-owned Enterprises and Listed Companies* (國有企業、上市公司選聘會計師事務所管理辦法) (issued jointly by the Ministry of Finance, the State-owned Assets Supervision and Administration Commission of the State Council and the China Securities Regulatory Commission in May 2023), state-owned enterprises and listed companies should adopt competitive negotiation, open tender or invitation to bid for the selection and engagement of accounting firms. Therefore, the Company has adopted the selection method of invitation to bid and comprehensive evaluation scoring. In evaluating the proposed appointment of WUYIGE, various factors were considered, including but not limited to: (i) the fee quotation and audit proposals; (ii) the extensive audit experience, industry knowledge and technical competence in handling audit work for companies listed on the Stock Exchange of the audit working team; (iii) its resources and capabilities (including manpower, time commitment and composition of the audit working team); (iv) its independence and objectivity; and (v) the relevant guidelines issued by the Accounting and Financial Reporting Council.

The Board and the Audit Committee have reviewed the qualifications, competence and experience of WUYIGE and considered that they meet the regulatory requirements and are of the view that the Proposed Appointment is in the interest of the Company and the Shareholders as a whole

The aforesaid Proposed Appointment and the authorization to the Board will be proposed as an ordinary resolution at the EGM.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 13 December 2024 in relation to the Board’s recommendation to make amendments to the Articles of Association.

LETTER FROM THE BOARD

The Board has proposed certain amendments to 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 1 July 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 set out in the Appendix to this circular. The Proposed Articles Amendments are subject to the approval by way of special resolution by the Shareholders at the EGM.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Articles Amendments comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Articles Amendments for a company incorporated in the PRC and listed on the Stock Exchange.

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

IV. EGM

A notice convening the EGM is set out on pages 10 to 11. The Proposed Appointment will be proposed by way of ordinary resolution for Shareholders' approval at the EGM. The Proposed Articles Amendments will be proposed by way of special resolution for Shareholders' approval at the EGM.

A form of proxy 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, Shops 1712-1716, 17/F., 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.

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.

LETTER FROM THE BOARD

V. RECOMMENDATIONS

Having considered the above, the Directors consider that the Proposed Appointment and the Proposed Articles Amendments are 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 resolutions to be proposed at the EGM.

VI. 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.*

APPENDIX PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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>The Company’s legal representative is the chairman of the Board of the Company. <u>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.</u></p> <p>If the chairman of the Board Director 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. <u>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.</u></p>

APPENDIX PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS	CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS
<p>Article 12</p> <p>The scope of business of the Company shall be based on the projects approved by the company registration authorities.</p> <p>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>Article 12</p> <p>The scope of business of the Company shall be based on the projects approved by the company registration authorities.</p> <p>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>

APPENDIX PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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. <u>The Board shall have a Chairman. 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>

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 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 Friday, 17 January 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTION

- (1) To consider and, if thought fit, pass the following ordinary resolution:

“THAT:

WUYIGE Certified Public Accountants LLP be appointed as the auditor of the Company with the term commencing from the date of passing of this resolution to the date of the next annual general meeting of the Company, and that the Board be and is hereby authorized to fix the remuneration of WUYIGE Certified Public Accountants LLP.”

SPECIAL RESOLUTION

- (2) To consider and, if thought fit, pass the following special resolution:

“THAT:

the proposed amendments to the Articles of Association of the Company, details of which was set out in “Appendix – Proposed amendments to the Articles of Association” in the Circular, be and are hereby approved and any one Director be and is hereby authorized to make such other modifications to the proposed amendments to the Articles of Association, where appropriate.”

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

Nanjing, the PRC
27 December 2024

* *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 notarially certified copy of such authority must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th 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 Tuesday, 14 January 2025 to Friday, 17 January 2025 (both days inclusive), during which period no transfer of Shares will be effected. Instruments of transfer accompanied by relevant share certificates must be lodged with the H Share Registrar by 4:30 p.m. on Monday, 13 January 2025.
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 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.