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If you have sold or transferred all your shares in the Company, 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 RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM 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 Friday, 20 June 2025, is set out on pages 15 to 19 on this circular.

A Proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, 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 AGM or any adjournment thereof. Completion and delivery of the proxy form will not prevent you from attending, and voting in person at, the AGM 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

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 20 June 2025
“Articles”	the articles of association of the Company, as may be amended from time to time
“associate(s)”	has the meaning as defined in the Listing Rules
“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)
“Company Law”	the Company Law of the PRC
“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
“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”	16 May 2025, 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

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Supervisor(s)”	member(s) of supervisory committee of the Company
“treasury shares”	shall have the same meaning as set out in the Listing Rules

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

21 May 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with further information regarding (i) the ordinary resolutions relating to the re-election of Directors and supervisors, (ii) the special resolutions relating to the general mandate to issue Shares to be proposed at the AGM; and (iii) Notice of AGM.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with Article 63 of the Articles, Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment. As the term of office of the eighth session of the Board and the supervisory committee of the Company was expired on 31 December 2024, therefore, all Directors and Supervisors (other than the Employee Supervisor) shall be subject to re-election at the AGM. Besides, pursuant to the Code provision B.2.3 set out in part 2 of Appendix C1 Corporate Governance Code to the Listing Rules, if an independent non-executive Director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

The tenure in office of Mr. Hu Hanhui, the independent non-executive Director, have been more than 9 years, and their further appointments will be subject to a separate resolution to be approved by Shareholders.

In accordance with the nomination policy of the Company and objective criteria (including but not limited to gender, age, ethnicity, cultural and educational background, professional experience and knowledge) and taking into account the benefits of board diversity (as set out in the Company's board diversity policy), the Nomination Committee, after careful evaluation and assessment, is of the view that (a) the retiring Directors have performed satisfactorily and have made effective contributions to the operation of the Board; and (b) according to the available information and the independence confirmation made pursuant to Rule 3.13 of the Listing Rules that received from the independent non-executive Directors. Furthermore, in view of Mr. Hu Hanhui (served the Board for more than nine years), Mr. Gao Lihui and Ms. Chung Yuet Mei are not engaged in any administrative management and/or any business of the Group and they do not hold any shares of the Company, it is considered that Mr. Hu Hanhui, Mr. Gao Lihui and Ms. Chung Yuet Mei are independent and they are suitable to serve the independent non-executive Directors of the Company.

Accordingly, the Nomination Committee made recommendation to the Board and the Board considered that it is in the best interests of the Company and its Shareholders as a whole to re-elect the retiring Directors at the AGM. It was resolved to propose the re-election of each retiring director at the AGM, namely Mr. Sha Min (executive Director), Mr. Ma Fengkui (executive Director), Mr. Liu Min (executive Director), Mr. Liu Fei (non-executive Director), Mr. Hu Hanhui (independent non-executive Director), Mr. Gao Lihui (independent non-executive Director) and Ms. Chung Yuet Mei (independent non-executive Director) to be the ninth session of the Board of the Company for a term of three years commencing from 1 January 2025.

According to the information available and the confirmation letters received from Mr. Qiu Xiangyang (independent Supervisor) and Mr. Dai Jianjun (independent Supervisor) confirming that they are not engaged in any administrative management and/or any business of the Group and are independent of the Shareholders. It is considered that both supervisors are eligible for re-election after their term of office expired. Therefore, the supervisory committee has resolved to recommend the re-election of the retiring supervisors at the AGM,

LETTER FROM THE BOARD

namely Mr. Qiu Xiangyang (independent supervisor) and Mr. Dai Jianjun (independent supervisor) to be the ninth session of supervisors of the Company for a term of three years commencing from 1 January 2025.

Separate ordinary resolutions to approve the above re-election will be proposed at the AGM for the Shareholders' consideration and approval.

The biographical details of the Directors and Supervisors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

In order to increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the general mandate to allot, issue and otherwise deal with additional Shares (including any resell or transfer of treasury shares held under the name of the Company), whether Domestic Shares or H Shares, up to the limit of:

- (i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue (excluding treasury shares, if any); and
- (ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue (excluding treasury shares, if any),

in each case as at the date of passing of the relevant resolution.

Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Company Law and the Listing Rules. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in the relevant resolution.

As at the Latest Practicable Date, the Company had 792,058,500 Shares in issue (excluding treasury shares, if any) including 562,558,500 Domestic Shares and 229,500,000 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with (including any resell or transfer of treasury shares held under the name

LETTER FROM THE BOARD

of the Company) up to a maximum of 112,511,700 Domestic Shares and 45,900,000 H Shares on the basis that no further Domestic Shares and H Shares will be issued by the Company prior to the AGM.

4. AGM

A Notice convening the AGM is set out on pages 15 to 19 of this circular. A Proxy Form for use at the AGM is also enclosed. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Proxy Form (for use at the AGM) 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 AGM. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM 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 AGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under the Listing Rules.

5. RECOMMENDATIONS

The Directors consider that the re-election of Directors and Supervisors and the general mandate to issue Shares proposed to be approved at the AGM 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 AGM.

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

EXECUTIVE DIRECTORS

Mr. Sha Min (沙敏), aged 60, graduated from Southeast University (東南大學) with a master's degree, is a senior engineer and a senior economist. Mr. Sha joined the Company in December 1997 and is currently nominated as the executive Director of the board, the Chairman and the chief executive officer and the chairman of the strategic committee of the Company.

Mr. Sha currently serves as a director of the Company's subsidiaries, namely Nanjing Sample Logistic Company Ltd.* (南京三寶物流科技有限公司). He is also the vice chairman and general manager of Nanjing Sample Technology Group Co., Ltd.* (南京三寶科技集團有限公司) ("Sample Group"), the controlling shareholder of the Company. He holds positions in certain 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), an executive director and general manager of Nanjing Sample Corporate Development Co., Ltd.* (南京三寶企業發展有限公司), the chairman of Jiangsu Cross-border e-Commerce Services Co., Ltd.* (江蘇跨境電子商務服務有限公司) ("Jiangsu Cross-border Company"), Zhong Jian Zhi Kang Supply Chain Service Company Ltd.* (中健之康供應鏈服務有限責任公司), Zhongjian Sample Life Science (Nanjing) Co., Ltd.* (中健三寶生命科技(南京)有限公司), and Yingtan Copper Industry Development Investment Co., Ltd.* (鷹潭銅產業發展投資股份有限公司), the vice chairman of Nanjing Wuzhou Refrigeration Group Co., Ltd.* (南京五洲製冷集團有限公司) and Xinyirun Supply Chain Management (Shanghai) Co., Ltd.* (鑫一潤供應鏈管理(上海)有限公司) ("Xinyirun Supply Chain Company"), the general manager of Sample Supply Chain Management (Nanjing) Co., Ltd.* (三寶供應鏈管理(南京)有限公司) ("Sample Supply Chain Management Company"). In addition, Mr. Sha is currently a non-executive director of Jiangsu NandaSoft Technology Company Limited* (江蘇南大蘇富特科技股份有限公司) (a company listed on the Hong Kong Stock Exchange, Hong Kong stock code: 8045), the vice chairman of Nanjing Turbine Motor (Group) Co., Ltd.* (南京汽輪電機(集團)有限責任公司), the chairman and general manager of Jiangsu Century Express Technology Co., Ltd.* (江蘇世紀運通科技有限公司), an executive director and general manager of Jiangsu Sample Holding Group Ltd.* (江蘇三寶控股集團有限公司).

Mr. Sha will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Sha will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Sha is entitled to a director's fee of RMB55,000 (including tax) per annum, and he has waived the right to receive any salary and allowance from the Company.

Mr. Ma Fengkui (馬風奎), aged 51, graduated from South China Normal University (華南師範大學) with a master's degree in business administration and EMBA from Cheung Kong Graduate School of Business (長江商學院). Mr. Ma worked at TCL Computer Technology (Shenzhen) Co., Ltd.* (TCL計算機科技(深圳)有限公司) from 1999 to 2005, serving as service manager and chief service officer. He worked at Nanjing JoyMain Science and Technology Development Co. Ltd.* (南京中脈科技發展有限公司) from 2005 to 2009, serving as director of the information center and customer service center and deputy general manager. From 2009 to 2014, he worked at Beijing Baidu Netcom Science and Technology

Co., Ltd.* (北京百度網訊科技有限公司) and served successively as sales director and deputy general manager of Shenzhen branch and deputy general manager of Guangzhou branch. Mr. Ma worked with the Company from November 2014 to November 2017 as the assistant to the chairman. From November 2017 to January 2020, he worked for certain subsidiaries of Sample Group, the Company's controlling shareholder, serving as the general manager of Jiangsu Crossborder Company and general manager of Sample Jinshan Holding Co., Ltd.* (三寶金山控股有限公司) ("Sample Jinshan Company").

Mr. Ma joined the Company in February 2020 and was nominated as an executive Director of the board and a member of the strategic committee and remuneration committee of the Company on 10 August 2020. He was later appointed as a vice president of the Company on 3 March 2023. He currently holds positions in subsidiaries of the Company, being a director of Jiangsu Intellitrans Company Ltd.* (江蘇智運科技發展有限公司) ("Jiangsu Intellitrans Company"), the chairman of Nanjing IOT Research Institute Development Co., Ltd.* (南京物聯網研究院發展有限公司) ("Nanjing IOT Company") and a director of Taizhou Traffic Digital Intelligence Technology Development Co., Ltd.* (台州交投數智科技發展有限公司). In addition, Mr. Ma currently serves as a director of Sample Group, the controlling shareholder of the Company, and holds positions in several subsidiaries of the Sample Group, including the chairman of Jiangsu Yudao Data Technology Co., Ltd.* (江蘇馭道數據科技有限公司) ("Jiangsu Yudao Company"), a director of Jiangsu Cross-border Company and a supervisor of Xinyirun Supply Chain Company.

Mr. Ma will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Ma will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Ma is entitled to a director's fee of RMB55,000 (including tax) per annum, an annual basic salary of RMB982,320 (including tax) plus annual bonus and allowance at the discretion of the Company.

Mr. Liu Min (劉民), aged 50, graduated from Nanjing University of Science and Technology (南京理工大學) with a bachelor's degree in engineering and is a senior engineer (specialized in intelligent transportation). Mr. Liu worked as an office secretary in the Qinglin railway transportation management office of Shandong Provincial Local Railway Bureau* (山東省地方鐵路局) from August 1996 to August 1997. 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 joined the Company from August 1999 till July 2017, and served as channel manager of the graphics and image business department, a marketing manager of the transportation technology department, the deputy general manager of the strategic promotion center, and was appointed as the deputy general manager of Jiangsu Intellitrans Company and 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) ("Nanjing Urban Constructive"), both companies are subsidiaries of the Company. From August 2017 to August 2019, Mr. Liu acted as a director and the general manager of Jiangsu Yudao Company. From October 2019 to July 2020, he served 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). From August 2020 to March 2023, he worked for Sample Group as an assistant to the chairman.

Mr. Liu joined the Company on 3 March 2023 and was appointed as the executive Director of the board and a member of the strategic committee and nomination committee of the Company on 27 April 2023. He was appointed as a vice president of the Company on 7 July 2020. In addition, Mr. Liu currently serves as the chairman of Nanjing Urban Constructive, a subsidiary of the Company.

Mr. Liu will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Liu will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Liu is entitled to a director's fee of RMB55,000 (including tax) per annum, an annual basic salary of RMB555,000 (including tax) plus annual bonus and allowance at the discretion of the Company.

As at the Latest Practicable Date, Mr. Sha directly holds 3,375,000 Domestic Shares and is indirectly interested in 60.40% of equity interest of Jiangsu Sample Holding Group Limited* (江蘇三寶控股有限公司) ("Jiangsu Sample") which in turn owns 49% of the equity interest in Nanjing Sample Technology Group Company Limited* (南京三寶科技集團有限公司) ("Sample Group"). Sample Group directly holds 397,821,000 Domestic Shares, representing approximately 50.22% of the issued share capital of the Company and owns indirectly 4,310,000 H Shares, representing approximately 0.54% of the issued share capital of the Company. Sample Group is owned as to 49% by Jiangsu Sample which in turn is held as to 60.40% by Shanghai Jiabin Enterprise Management Center (limited partnership)* (上海佳鑫企業管理中心有限合夥) ("Shanghai Jiabin") which in turn is beneficially owned as to 100% by Mr. Sha. Under the SFO, Mr. Sha is deemed to be interested in the entire equity interest in each of Sample Group, Jiangsu Sample and Shanghai Jiabin, therefore, Mr. Sha is deemed to be interested in all 401,196,000 Domestic Shares and 4,310,000 H Shares.

Save as disclosed, no executive Directors have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Sha, Mr. Ma and Mr. Liu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Sha, Mr. Ma and Mr. Liu did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information for each of Mr. Sha, Mr. Ma and Mr. Liu which are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning the re-election of the executive Directors that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Liu Fei (劉飛), aged 43, 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), 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), Nanjing Tongrentang Lejia Laopu Investment Co., Ltd.* (南京同仁堂樂家老鋪投資股份有限公司). 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). Mr. Liu was appointed as a non-executive Director of the board of the Company on 30 September 2024.

Mr. Liu will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. Mr. Liu's emolument will be determined by the Company with reference to the prevailing market conditions, his duties and his responsibilities. As of the Latest Practicable Date, Mr. Liu is entitled to a director's fee of RMB55,000 (including tax) per annum, and he has waived the right to receive any salary and allowance as well as the director's fee from the Company.

Save as disclosed, Mr. Liu did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Liu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Liu did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for Mr. Liu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning his re-election as non-executive Director that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hu Hanhui (胡漢輝), aged 68, is a professor and instructor of doctorate students. Mr. Wu had served as the Associate Head of Department of Management Science and Engineering in Nanjing Institute of Technology (南京工學院), the deputy director of the Scientific Research Office and the chairman of the University's Union of Southeast University (東南大學), a part-time researcher of the Humanities and Social Science Research Institution of Education Department in Dongbei University of Finance and Economics (東北財經大學), an expert of Expert Committee of China Development Bank (國家開發銀行) and a member of the Expert Group of Drafting Basic Requirements on Entrepreneurship Education Teaching in General Universities (普通高校創業教育教學基本要求起草專家組) in Ministry of Education and a director of Entrepreneur Group Economics and Industrial Organization of Research Center in Southeast University (東南大學). Mr. Hu currently serves as the deputy director of the Second Session of Industrial Supervision Professional Committee of the China Industrial Economics Society (中國工業經濟學會第二屆產業監管專業委員會) and the Industrial Clusters and Regional Development Professional Committee of the National Economic Geography Research Association (全國經濟地理研究會產業集群與區域發展專業委員會). Mr. Hu has been appointed as an independent non-executive Director of the Company, the chairman of the remuneration committee and the nomination committee and a member of the audit committee of the Company since May 2016.

As at the date of the AGM, Mr. Hu has served the Board for more than nine years since 27 May 2016. Despite this length of service, the independence of Mr. Hu, especially in terms of exercising independent judgment and objective challenges to the management, has not been or will not be in any way compromised or affected. The Board is confident that Mr. Hu will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board; and Mr. Hu's extensive and unique working and life experience could contribute to the diversity of the Board. Mr. Hu has also provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company (with Mr. Hu abstaining from opining on the same) is fully satisfied that Mr. Hu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent. The Board therefore comes to the view that Mr. Hu should be re-elected for a further term at the Annual General Meeting.

Mr. Hu will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Mr. Hu is entitled to a director's fee of RMB75,000 (including tax) per annum.

Mr. Gao Lihui (高立輝), aged 61, holds a doctoral degree and a senior economist. Mr. Gao holds a bachelor's degree from the Business School of Yangzhou University (揚州大學商學院) in China, a master's degree in business administration from The Maastricht University School of Business and Economics in the Netherlands, and a doctoral degree in management from Nanjing University Business School (南京大學商學院). Mr. Gao worked at Jiangsu Branch of Bank of China (中國銀行) from 1991 to 1995, during which period he was responsible for managing detailed accounts of foreign exchange finance in Japanese yen,

overseeing the general ledger accounting for yen, and handling foreign exchange financial management. In addition, Mr. Gao was appointed as the deputy manager of Gulou branch of Bank of Nanjing* (南京銀行鼓樓支行), a manager of Danfeng Street branch of Bank of Nanjing* (南京銀行丹鳳街支行) and the general manager of the corporate business department of Hengfeng Bank* (恒豐銀行). He is currently the chief representative of China Region of US Cathay Financial Holdings Group* (美國國泰金融控股集團). Mr. Gao has been appointed as an independent non-executive director of the Company, the chairman of the audit committee and a member of the remuneration committee of the Company since May 2017.

Mr. Gao will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Mr. Gao is entitled to a director's fee of RMB75,000 (including tax) per annum.

Ms. Chung Yuet Mei(鍾月媚), aged 55, holds a bachelor's degree of social sciences with honours in economics from The University of Hong Kong (香港大學) and a master's degree in finance from City University of Hong Kong (香港城市大學). 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) (怡富銀行(香港)) as a credit analyst. From 1996 to 2004, she worked at Société Générale (Hong Kong) (法國興業銀行(香港)) as a credit analyst. From February 2005 to April 2019, she served as an executive director of DBS Bank, Hong Kong Branch (星展銀行香港分行). From March 2021 to December 2023, she was the managing director of China CITIC Bank International Limited (中信銀行(國際)有限公司). 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 was appointed as an independent non-executive Director as well as a member of the audit committee and the nomination committee of the Company on 30 September 2024.

Ms. Chung will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of the independent non-executive Directors was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, Ms.Chung is entitled to a director's fee of RMB95,000 (including tax) per annum.

As at the Latest Practicable Date, each of Mr. Hu, Mr. Gao and Ms. Chung did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of Mr. Hu, Mr. Gao and Ms. Chung did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, each of Mr. Hu, Mr. Gao and Ms. Chung did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Hu, Mr. Gao and Ms. Chung which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as independent non-executive Director that need to be brought to the attention of the Shareholders.

SUPERVISORS

Mr. Qiu Xiang Yang (仇向洋), aged 69, holds postgraduate qualification. Mr. Qiu has been engaged in teaching and scientific research in economic management for a long time, and has conducted in-depth research on corporate strategic management and urban industry development. From February 1991 to June 2004, he successively served as deputy dean and dean of the School of Economics and Management of Southeast University (東南大學). In 1992, he was promoted to professor with an exception and was awarded allowance for Expert with Outstanding Contributions by the State Council. Mr. Qiu is currently the chairman of the Jiangsu Provincial Urban Development Research Institute* (江蘇省城市發展研究院) Mr. Qiu is currently a director of CEC Environmental Protection Co., Ltd.* (中電環保股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 300172), an independent director of Nanjing Public Utilities Development Co., Ltd.* (南京公用發展股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 000421), an independent director of Hongbaoli Group Co., Ltd.* (紅寶麗集團股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002165). Mr. Qiu has been appointed as the chairman of the supervisory committee of the Company since August 2007.

Mr. Dai Jian Jun (戴建軍), aged 55, a practicing lawyer. Mr. Dai received education at Jiangsu Police College* (江蘇警官學院) from September 1988 to July 1991. He worked for Southeast University* (東南大學) in 1991 and was qualified as a lawyer in PRC in 1996. Mr. Dai has been a practicing lawyer of Jiangsu Zhi Bang Law Firm* (江蘇致邦律師事務所) since 1996. Mr. Dai has been appointed as a supervisor of the Company since August 2003.

Each of Mr. Qiu and Mr. Dai will enter into a service agreement with the Company for a term of three years commencing from 1 January 2025 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Qiu and Mr. Dai was determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, the amount of supervisor's fee for each of Mr. Qiu and Mr. Dai is RMB75,000 (including tax) per annum.

As at the Latest Practicable Date, each of Mr. Qiu and Mr. Dai did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of Mr. Qiu and Mr. Dai did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, each of Mr. Qiu and Mr. Dai did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Qiu and Mr. Dai which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as supervisors that need to be brought to the attention of the Shareholders.

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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 Annual General Meeting (the “Annual General Meeting”) 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 Friday, 20 June 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- I. To consider and, if thought fit, pass the following ordinary resolutions:
- (1) To consider and approve the report of the directors of the Company for 2024;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2024;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2024;
 - (4) To consider and approve the profit distribution plan for 2024;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2025;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2024;
 - (7) To re-elect the following directors and supervisors and to authorise the Board to fix their remuneration:
 - (i) To consider and approve the re-election of Mr. Sha Min as executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.

* for identification purpose only

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- (ii) To consider and approve the re-election of Mr. Ma Fengkui as executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iii) To consider and approve the re-election of Mr. Liu Min as executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iv) To consider and approve the re-election of Mr. Liu Fei as non-executive Director for a term of three years commencing from 1 January 2025 to ending 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (v) To consider and approve the re-election of Mr. Hu Hanhui as independent non-executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vi) To consider and approve the re-election of Mr. Gao Lihui as independent non-executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vii) To consider and approve the re-election of Ms. Chung Yuet Mei as independent non-executive Director for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine her remuneration.
- (viii) To consider and approve the re-election of Mr. Qiu Xiangyang as independent Supervisor for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.
- (ix) To consider and approve the re-election of Mr. Dai Jianjun as independent Supervisor for a term of three years commencing from 1 January 2025 to 31 December 2027 and to authorize the Board on behalf of the Company to determine his remuneration.

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SPECIAL RESOLUTIONS

II. To consider and, if thought fit, approve the following resolutions as special resolutions:

(8) **THAT:**

① there be granted to the Board an unconditional general mandate to allot, issue and deal with additional Shares in the capital of the Company (including any resell or transfer of treasury shares held under the name of the Company), whether Domestic Shares or H Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares or any share option scheme adopted by the Company and in accordance with the Articles, shall not exceed:

(i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue (excluding treasury shares, if any); and

(ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue (excluding treasury shares, if any);

in each case as at the date of passing of this resolution; and

(c) the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and

(d) For the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

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- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
 - (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.
- ② contingent on the Board resolving to issue Shares pursuant to this resolution, the Board be authorised:
- (a) to approve, execute and do or procure to be executed and done all such documents and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make any amendments to the Articles in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph ① of this resolution.

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

Nanjing, the PRC
21 May 2025

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Notes:

1. Any member of the Company (“Member”) entitled to attend and vote at the AGM 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 Shops 1712-1716, 17th Floor, Hopewell Center, 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 AGM 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 AGM.
4. In order to determine the identify of the shareholders to attend and vote at the AGM, the register of Members in Hong Kong will be closed from 17 June 2025 (Tuesday) to 20 June 2025 (Friday), (both days inclusive). Instruments of transfer accompanied by relevant share certificates must be lodged with the H Share Registrar by 4:30 p.m. on 16 June 2025 (Monday).