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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).



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 REMOVAL OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED APPOINTMENTS OF
NON-EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTORS
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 Friday, 9 January 2026, 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*

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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 |
| “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 9 January 2026 |
| “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” | 15 December 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 |
| “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 |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time |

DEFINITIONS

| | |
|------------------|--|
| “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 |

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. Liu Fei

Mr. Ma Fengkui

Mr. Liu Min

Non-executive Director

Mr. Sha Min

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

16 December 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED REMOVAL OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED APPOINTMENTS OF
NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
(3) 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 removal of non-executive Director, the proposed appointments of non-executive Director and independent non-executive Directors.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED REMOVAL OF NON-EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 27 November 2025 and supplemental announcement dated 12 December 2025, in relation to, among other things, the proposed removal of non-executive Director. Mr. Sha Min, a non-executive Director of the Company, has been unable to devote sufficient time to participate in the affairs of the Board due to his personal commitments. Recently, the Company has made repeated attempts to contact Mr. Sha Min through various means but has been unable to reach him. After careful consideration, the Board is of the view that Mr. Sha Min is unlikely to be able to participate in the affairs of the Board in the foreseeable future. Therefore, the Board proposes to seek Shareholders' approval for the removal of Mr. Sha Min as a non-executive Director of the Company. The removal of Mr. Sha Min will become effective upon approval by the Shareholders and the election of a new Director to fill his vacancy at the general meeting of the Company. The Company confirms that Mr. Sha Min has no disagreement with the Board and is not aware of any matter relating to the removal of Mr. Sha Min that needs to be brought to the attention of the Shareholders and the Stock Exchange.

3. PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the Company's announcement dated 27 November 2025 and supplemental announcement dated 12 December 2025, in relation to, among other things, the resignation of independent non-executive Directors, the proposed appointments of non-executive Director and independent non-executive Directors. Mr. Gao Lihui ("**Mr. Gao**") has tendered his resignation as an independent non-executive Director of the Company, a member of the remuneration committee of the Company, and the chairman and a member of the audit committee of the Company, in order to devote more time to his other personal commitments. Mr. Hu Hanhui ("**Mr. Hu**") has tendered his resignation as an independent non-executive Director of the Company, a member of the audit committee of the Company, and the chairman and a member of each of the remuneration committee and the nomination committee of the Company, due to his advanced age and declining energy. The above resignations of Mr. Gao and Mr. Hu will be effective upon the election of new Directors by the Shareholders to fill their respective vacancies at the general meeting of the Company. Each of Mr. Gao and Mr. Hu has confirmed that he has no disagreement with the Board and is not aware of any matter relating to his resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

On 27 November 2025, the Board has resolved to propose the appointment of Mr. Zhang Chengji as a non-executive Director, and appointments of Mr. Zhang Bin and Ms. Xu Gaoyan as independent non-executive Directors. The proposed appointments of Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan are subject to the Shareholders' approval by way of ordinary resolutions at the EGM.

Set out below are the biographical details of Mr. Zhang Chengji:

Mr. Zhang Chengji (張成吉), aged 43, holds a bachelor's degree in engineering management and is a senior engineer. Mr. Zhang Chengji graduated from Qingdao University of Technology (青島理工大學) in 2006, and worked at Qingjian Group Co., Ltd.*

LETTER FROM THE BOARD

(青建集團股份公司) from October 2006 to February 2013, serving as technician and chief project engineer. Since March 2013, he has served as head of the engineering department and deputy general manager of Qingdao West Coast New Area Development Construction Co., Ltd.* (青島西海岸新區開發建設有限公司), a wholly-owned subsidiary of Qingdao Haifa State-owned Capital Investment & Operation Group Co., Ltd.* (青島海發國有資本投資運營集團有限公司), which is a related party of the Group. Since September 2025, he has concurrently served as the safety director of Nanjing Sample Technology Group Co., Ltd.* (南京三寶科技集團有限公司), the controlling Shareholder of Company.

The Nomination Committee and the Board believe that Mr. Zhang Chengji 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. Zhang Chengji's appointment will enhance the Company's good governance structure and is in the interest of the Company and the Shareholders as a whole.

Set out below are the biographical details of Mr. Zhang Bin and Ms. Xu Gaoyan:

Mr. Zhang Bin (張斌), aged 57, graduated from Nanjing University, holds a doctoral degree in accounting and is a professor of accounting. Mr. Zhang Bin began his career in 1991 and currently works at the School of Business, Yangzhou University (揚州大學商學院), where he serves as the head of the accounting department. Since May 2020, he has served as an independent director of Jiangsu Linghuan Pharmaceutical Co., Ltd.* (江蘇聯環藥業股份有限公司) (listed on the Shanghai Stock Exchange, stock code 600513); since May 2022, he has served as an independent director of Qinghai Huading Industrial Co., Ltd.* (青海華鼎實業股份有限公司) (listed on the Shanghai Stock Exchange, stock code 600243); since November 2023, he has served as an independent director of Nantong Jianghai Capacitor Co., Ltd.* (南通江海電容器股份有限公司) (listed on the Shenzhen Stock Exchange, stock code 002484); and since September 2024, he has served as an external director of Yangzhou Urban Construction State-owned Assets Holding (Group) Co., Ltd.* (揚州市城建國有資產控股(集團)有限責任公司). Mr. Zhang Bin holds the PRC Certified Public Accountant (CPA) qualification and is proficient in both the theory and practice of financial accounting, financial management, capital operations, internal control, and tax planning.

Ms. Xu Gaoyan (徐高彥), aged 42, graduated from Nanjing University (南京大學), holds a doctoral degree in accounting. Ms. Xu Gaoyan worked at the postdoctoral workstation of Hohai University (河海大學) from December 2012 to June 2015. Since June 2015, she has served as a professor of accounting and a master's supervisor at the School of Business, Hohai University (河海大學商學院). Since January 2024, she has served as an independent director of Inner Mongolia Shengshi Chemical Co., Ltd.* (內蒙古聖氏化學股份有限公司) (listed on the National Equities Exchange and Quotations, stock code 872539); since December 2024, she has served as an independent director of Zhongjian Technology Co., Ltd.* (中簡科技股份有限公司) (listed on the Shenzhen Stock Exchange, stock code 300777); and since June 2025, she has served as an independent director of Yangzhou Chenhua New Material Co., Ltd.* (揚州晨化新材料股份有限公司) (listed on the Shenzhen Stock Exchange, stock code 300610). In April 2017, Ms. Xu Gaoyan obtained the "Qualification Certificate for Independent Directors of Listed Companies" issued by the Shanghai Stock Exchange, and she has extensive experience in corporate governance and capital market information disclosure.

LETTER FROM THE BOARD

Each of Mr. Zhang Bin and Ms. Xu Gaoyan has confirmed that:

- (i) he/she has satisfied all the factors for independence set out in Rules 3.13(1) to (8) of the Listing Rules;
- (ii) he/she has no past or present financial or other interests in the business of the Group 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 his/her independence at the time of his/her appointment.

The Nomination Committee and the Board have evaluated and reviewed the independence of each of Mr. Zhang Bin and Ms. Xu Gaoyan and considered that each of them 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 appointments of Mr. Zhang Bin and Ms. Xu Gaoyan as independent non-executive Directors of the Company. They have considered the Company's board diversity policy, including but not limited to gender, age, professional skills, qualifications and experience, as well as the development of the Group. Mr. Zhang Bin has extensive experience in financial accounting, financial management, capital operations, internal control and tax planning, while Ms. Xu Gaoyan has extensive experience in corporate governance and capital market information disclosure. The Board believes that with their broad experience, Mr. Zhang Bin and Ms. Xu Gaoyan will provide objective, independent, and impartial opinions on the Company's business development, and at the same time enhance the balance of the Board structure and promote Board diversity.

Each of Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan 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 ninth session of the Board subject to the retirement and re-election requirements of the Articles of Association. The remuneration of Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan will be determined by the Board as soon as practicable after Shareholders' approval of their respective appointments, 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. The Company will make a further announcement in due course.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan 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.

LETTER FROM THE BOARD

There is no other matters relating to the proposed appointments of each of Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan that needs to be brought to the attention of the Shareholders and there is no any other information relating to Mr. Zhang Chengji, Mr. Zhang Bin, and Ms. Xu Gaoyan which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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) 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.

5. RECOMMENDATIONS

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

Liu Fei

Chairman

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 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 Friday, 9 January 2026 at 10:00 a.m. for the following purposes:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular for the EGM dated 16 December 2025 to the Shareholders unless otherwise specified.

AS ORDINARY RESOLUTIONS

- (1) To consider and approve the removal of Mr. Sha Min as a non-executive Director;
- (2) To consider and approve the appointment of Mr. Zhang Chengji 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 ninth session of the Board and to authorize the Board on behalf of the Company to determine his remuneration;
- (3) To consider and approve the appointment of Mr. Zhang Bin 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 ninth session of the Board and to authorize the Board on behalf of the Company to determine his remuneration; and
- (4) To consider and approve the appointment of Ms. Xu Gaoyan 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 ninth session of the Board and to authorize the Board on behalf of the Company to determine her remuneration.

By Order of the Board
Nanjing Sample Technology Company Limited*
Liu Fei
Chairman

Nanjing, the PRC
16 December 2025

* 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 notorially 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 Tuesday, 6 January 2026 to Friday, 9 January 2026, (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 Monday, 5 January 2026.

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