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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 OF ANNUAL GENERAL MEETING

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, 29 June 2018 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2017;
- (2) To consider and approve the report of the supervisory committee of the Company for 2017;
- (3) To consider and approve the audited consolidated financial statements of the Group for 2017;
- (4) To consider and approve the distribution of a cash dividend of RMB79,205,850 i.e. RMB0.25 per Share for the year ended 31 December 2017 based on its total share capital of 316,823,400 Shares;
- (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2018;
- (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2017;

**for identification purpose only*

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following special resolutions:

(7) To consider and approve the proposed provision of Guarantees:

- (i) the provision of guarantee to licensed bank(s) in the PRC against the entire facility amounting to RMB400,000,000 to be provided to Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd.* (南京物聯網研究院發展有限公司), a wholly-owned subsidiary of the Company, be approved;
- (ii) the provision of guarantee for an amount upto RMB50,000,000 to licensed bank(s) in PRC against the facility to be provided to Nanjing Sample Chain Information Technology Co., Ltd.* (南京三寶鏈式數據技術有限公司) (“Chain Information”), a 30%-owned associated company of the Company, provided that the guarantee will also be jointly provided by the other shareholder(s) of Chain Information in proportion to its(their) shareholding.

and the board of directors of the Company be authorised to take all such actions and execute all such documents or instruments for and on behalf of the Company as necessary or expedient and make arrangement for all specific matters relating to, in connection with, or to effect, the provision of the guarantees set out in paragraphs (i) to (ii) above, so far as permitted by the applicable laws and regulations.”

- (8) to consider and approve the (i) the issue of a total of 158,411,700 Shares from the undistributed profits of the Company as at 31 December 2017 on the basis of 1 (one) Bonus Share for every 2 (two) existing Shares; and (ii) the issue of a total of 316,823,400 Shares from the capital reserve of the Company as at 31 December 2017 on the basis of 1 (one) Capitalization Share for every 1 (one) existing Share.
- (9) to consider and approve the amended and restated articles of association of the Company (the “Amended Articles of Association”) and be approved and adopted by the Company in substitution for the existing articles of association of the Company and that the Board be authorised to modify the wordings of such Amended Articles of Association as appropriate and to take all such actions and

execute all such documents or instruments for and on behalf of the Company as the Board may, in its absolute discretion, consider necessary or expedient and to deal with other related issues arising from or relating to the adoption of the Amended Articles of Association accordingly.

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

Nanjing, the PRC
1 June 2018

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 17M 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 registered office 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. The register of Members in Hong Kong will be closed from Tuesday, 19 June 2018 to Friday, 29 June 2018, (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 Friday, 15 June 2018.
5. Members entitled to attend the AGM are requested to complete and deliver the reply slip for attendance to the H Share Registrar or the Company’s office in Nanjing before Friday, 22 June 2018.

As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Zhu Xiang, the non-executive Director is Mr. Ma Jun; and the independent non-executive Directors are Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Shum Shing Kei.

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