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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 and reply slips, 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 AND APPOINTMENT OF DIRECTORS AND SUPERVISORS AND GENERAL MANDATE TO ISSUE SHARES, 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 27 May 2019, is set out on pages 14 to 17 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

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| “AGM” | the annual general meeting of the Company to be convened and held at 10:00 a.m. on 27 May 2019 |
| “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” | 29 April 2019, 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 of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |

DEFINITIONS

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| “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 |

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. Chang Yong
Mr. Zhu Xiang

Non-executive Directors:

Mr. Ma Jun

Independent non-executive Directors:

Mr. Hu Hanhui
Mr. Gao Lihui
Mr. Shum Shing Kei

Registered Office:

No. 10 Maqun Avenue
Qixia District
Nanjing City
Jiangsu Province
PRC

Principal place of business in

Hong Kong:
Room 3112A, 31/F
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

30 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION AND APPOINTMENT OF
DIRECTORS AND SUPERVISORS
AND
GENERAL MANDATE TO ISSUE SHARES,
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 and appointment 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 AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

In accordance with Article 101 of the Articles, Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three (3) 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 sixth session of the Board and the supervisory committee of the Company was expired on 31 December 2018, therefore, all Directors and Supervisors (other than the Employee Supervisor) shall be subject to re-election at the AGM.

As notified by Mr. Ma Jun who will not offer himself for re-election at the AGM. Besides, due to work adjustment, Mr. Chang Yong will be re-designated as non-executive Director of the Company.

Based on the review by the nomination committee of the Company in considering the board diversity policy as well as good corporate governance practice, they recommend the following adjustment to the composition of the Board and propose relevant resolutions in relation to the appointment at the AGM for Shareholders' approval:

- 1) To propose Ms. Yu Hui be appointed as executive Director of the Company;
- 2) To propose Mr. Chang Yong be appointed as non-executive Director of the Company;
- 3) In considering Mr. Shum Shing Kei will soon be serving the independent non-executive Director of the Company more than 9 years, Mr. Shum shall retire at the AGM;
- 4) To propose Mr. Niu Zhongjie be appointed as independent non-executive Director of the Company.

Pursuant to the Articles, the above-mentioned appointments will only become effective after obtaining approval at the AGM for a term commencing from the conclusion of the AGM and ending on 31 December 2021, renewable upon re-election and re-appointment.

Other than the above-mentioned adjustment to the Board, the nomination committee of the Company also proposed to re-elect the retiring Directors, namely Mr. Sha Min (executive Director), Mr. Zhu Xiang (executive Director), Mr. Hu Hanhui (independent non-executive Director) and Mr. Gao Lihui (independent non-executive Director) and the retiring Supervisors, namely Mr. Qiu Xiang Yang (independent Supervisor) and Mr. Dai Jian Jun (Supervisor) as the Directors and Supervisors of the seventh session of the Board and the supervisory committee of the Company at the AGM for a term of three years commencing from 1 January 2019.

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

LETTER FROM THE BOARD

The biographical details of the Directors and Supervisors (collectively “Candidate(s)”) proposed to be re-elected and appointed at the AGM are set out in Appendix I to this circular.

The Company has received from each of Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, in consideration of each of Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie has not engaged in any executive management and/or in any businesses of the Group and did not hold any Shares, the Directors (including the members of nomination committee of the Company) are of the view that each of Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie possessed of the independence and they are suitable to act as independent non-executive Directors of the Company.

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, 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; and
- (ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue,

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 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

LETTER FROM THE BOARD

terms therein, the Company will be allowed to allot, issue and deal with 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 14 to 17 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 and appointment 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 54, a senior engineer and senior economist, received postgraduate education, is an executive Director and Chairman of the Company. He is responsible for devising the Group's overall strategies and policies. Mr. Sha obtained a master's degree in engineering from Southeast University in 1990. He joined the Company in December 1997 and was first appointed as an executive Director and Chairman in December 1999. He is currently the president of China RFID Association, a committee member of the 12th Chinese People's Political Consultative Conference of Jiangsu Province, vice-chairman of Federation of Industry and Commerce of Jiangsu Province, chairman of ITS Association of Nanjing City, vice-chairman of Federation of Industry and Commerce of Nanjing, vice president of Nanjing Software Industry Association, vice-chairman of Nanjing Enterprises Association, president of Jiangsu Badminton Association and President of Nanjing Alumni Association of Southeast University etc. Mr. Sha is currently a non-executive director of Jiangsu NandaSoft Technology Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 8045). Mr. Sha currently holds directorship in 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 subsidiary of the Company.

Mr. Sha has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2019 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 RMB25,000 per annum plus an annual salary and allowance of RMB632,826.88.

Mr. Zhu Xiang (朱翔), aged 42, a senior economist and a member of China Democratic League, received postgraduate education, is an executive Director and president, a member of remuneration committee of the Company. He obtained a MBA degree from Nanjing University in June 2006. He joined Hainan Airlines Company Limited as assistant to secretary of the board of directors from July 2000 to February 2002. He worked for strategic development department of 江蘇金盛投資置業集團 as head of investment and assistant to manager from March 2002 to October 2002. He joined the Company in March 2003 and was appointed as executive Director and president in May 2014, and successively served as manager of the Company's investment department, secretary of the board of directors, vice president and president. Mr. Zhu was awarded the honorable title of "Tech Entrepreneur of Jiangsu Province" in 2018. Mr. Zhu also currently holds the position as the chairman of the board of directors of Nanjing City Intelligent Transportation Co., Ltd. (南京城市智能交通股份有限公司) and Nanjing Sample Chain Information Technology Co., Ltd. (南京三寶鏈式數據技術有限公司) respectively, both of which are the subsidiaries of the Company, and holds directorships in Jiangsu Intellitrans Company Ltd.(江蘇智運科技發展有限公司), Sample Technology (H.K.) Co., Ltd., Sun Supreme Enterprises Limited and Federal International Enterprise Limited, as well as serves as a director and general manager of Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd.(南京物聯網研究院發展有限公司).

Mr. Zhu has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2019 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Zhu will be determined by the

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

Company with reference to the basis of prevailing market conditions and his roles and responsibilities. As at the Latest Practicable Date, Mr. Zhu is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB637,258.88.

Ms. Yu Hui (于暉), aged 42, holds a bachelor degree and is studying the EMBA of Shanghai Advanced Finance Institute. She is the vice president of the Company. Ms. Yu served in the Chinese People's Liberation Army from 1994 to 2003. From 2003 to 2012, she worked for the Enterprise Division of Nanjing Industry and Commerce Bureau. She joined the company in 2012 as General Manager of the Strategic Promotion Center. Ms. Yu has served as Vice President of the Company since March 2017.

Ms. Yu will enter into a service agreement with the Company in respect of her appointment as executive Director for a term commencing from the date of approval of her appointment as executive Director and ending on 31 December 2021 subject to the retirement and re-election requirements of the Articles. The emolument for Ms. Yu will be determined by the Company which will be fixed with reference to the emolument of the other executive directors of the Company, the prevailing market conditions as well as her role and responsibilities.

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 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 Sample Group is owned as to 100% by Jiangsu Sample Holding Limited* (江蘇三寶控股有限公司) ("Jiangsu Sample") which in turn is held as to 60.40% by Tibet Zhuo Xin Venture Capital Management Co., Ltd.* (西藏卓鑫創業投資管理有限責任公司) ("Tibet Zhuo Xin"). Tibet Zhuo Xin is owned as to 90% by Shanghai Jiixin Enterprise Management Center (limited partnership)* (上海佳鑫企業管理中心有限合夥) ("Shanghai Jiixin") which in turn is beneficially owned as to 99% and 1% by Mr. Sha and his spouse, Du Yu (杜予). Under the SFO, Mr. Sha is deemed to be interested in the entire equity interest in each of Sample Group, Jiangsu Sample, Tibet Zhuo Xin and Shanghai Jiixin, therefore, Mr. Sha is deemed to be interested in all 401,196,000 Domestic 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. Zhu and Ms. Yu 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. Zhu and Ms. Yu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information for each of Mr. Sha, Mr. Zhu and Ms. Yu 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 and appointment of the executive Directors that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Chang Yong (常勇), aged 52, a senior economist, received postgraduate education, is currently an executive Director, vice chairman and vice president, a member of nomination committee of the Company. He is responsible for implementing the Group's strategies and business plans. He obtained a master's degree in computer application studies from Harbin Institute of Technology in March 1990. Mr. Chang worked for the computer centre of the Nanjing Bureau of Finance from July 1990 to September 1992. He worked as a manager of Nanjing Kentucky Fried Chicken Company Limited from September 1992 to March 1993. Mr. Chang became vice general manager of Sample Group in June 1993 and was mainly responsible for the expansion, operation and management of Sample Group's business. Mr. Chang joined the Company and was first appointed as an executive director and president of the Company in December 1997, then became the vice-president of the Company in May 2014. Mr. Chang also currently holds the position as the chairman of the board of directors of Jiangsu Intellitrans Company Limited (江蘇智運科技發展有限公司) and Nanjing Wu Lian Wang Yan Jiu Yuan Development Co., Ltd. (南京物聯網研究院發展有限公司) respectively, both of which are the subsidiaries of the Company, and holds directorships in Jiangsu Ruifu Intelligent Tech. Co., Limited (江蘇瑞福智能科技有限公司) and Nanjing City Intelligent Transportation Co., Ltd. (南京城市智能交通股份有限公司).

Mr. Chang will enter into a service agreement with the Company in respect of his appointment as non-executive Director for a term commencing from the date of approval of his appointment as executive Director and ending on 31 December 2021 subject to the retirement and re-election requirements of the Articles. Mr. Chang'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. Chang is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB637,258.88. .

As at the Latest Practicable Date, Mr. Chang is indirectly interested in 38.96% of equity interest of 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 Sample Group is owned as to 100% by Jiangsu Sample which in turn is held as to 38.96% by Tibet Zhuo Cai Venture Capital Management Co., Ltd.* (西藏卓財創業投資管理有限責任公司) ("Tibet Zhuo Cai"). Tibet Zhuo Cai is owned as to 90% by Shanghai Lianqi Enterprise Management Center (limited partnership)* (上海聯啟企業管理中心有限合夥) ("Shanghai Lianqi") which in turn is beneficially owned as to 99% by Mr. Chang. Under the SFO, Mr. Chang is deemed to be interested in the entire equity interest in each of Sample Group and Jiangsu Sample. Under the SFO, Mr. Chang is deemed to be interested in all 397,821,000 Domestic Shares.

Save as disclosed, Mr. Chang 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. Chang did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for Mr. Chang 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 appointment 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 63, professor and instructor of doctorate students, is an independent nonexecutive Director, the chairman of the remuneration committee and the nomination committee and a member of the audit committee of the Company. He had served as the Associate Head of Department of Management Science and Engineering in Nanjing Institute of Technology, the Deputy Director of the Technology Research Institution and the president of the University's Union in Southeast University, a part-time researcher of the Humanities and Social Science Research Institution of Education Department in Dongbei University of Finance and Economics, a member of Professional Committee in China Development Bank and a member of the "Expert Group of Basic Requirements on Entrepreneurship Education in High Schools" in Ministry of Education. Currently, Mr. Hu has served as the Director of the Research Institution of Entrepreneur Group Economics and Industrial Organization of School of Economics and Management in Southeast University and an independent director of Nanjing Textiles Import & Export Corp., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600250). Mr. Hu was appointed as an independent non-executive Director of the Company in May 2016.

Mr. Hu has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2019 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, the amount of director's fee for Mr. Hu is RMB30,000 per annum.

Mr. Gao Lihui (高立輝), aged 55, received doctoral education, is a senior economist and an independent non-executive Director and a member of the audit committee and the nomination committee of the Company. Mr. Gao holds a diploma from The Business School of Yangzhou University in the PRC, a master degree in Business Administration from The School of Business and Economics of Maastricht University in the Netherlands and a doctoral degree in management from The School of Business of Nanjing University. Mr. Gao worked at Jiangsu Branch of Bank of China from 1991 to 1992 and was mainly responsible for the management of foreign exchange, finance and Japanese Yen sub-ledgers. He served as General Ledger Accountant of Jiangsu Branch of Bank of China from 1992 to 1995 and was responsible for the management of foreign exchange and finance. In addition, Mr. Gao had been appointed as the deputy manager of the Gulou branch of Bank of Nanjing, the manager of Danfeng Street branch of Bank of Nanjing and the general manager of the Business department of HengFeng Bank. Mr. Gao is currently the chairman of Nanjing Ju Bian Asset Management Limited Company. Mr. Gao was appointed as an independent non-executive Director of the Company in May 2017.

Mr. Gao has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2019 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, the amount of director's fee for Mr. Gao is RMB30,000 per annum.

Mr. Niu Zhongjie (牛鐘潔), aged 50, obtained a bachelor degree in business administration from Northeast Missouri State University in May 1994. He also obtained a master degree in business administration from the University of Hong Kong in December 1999. Mr. Niu has worked with various financial institutions and has extensive experience in equity capital markets. From September 1995 to December 1999, Mr. Niu worked as project manager and deputy manager in investment department of Ng Fung Hong Limited, responsible for investment analysis. From January 2000 to February 2002, he worked as an equity capital markets senior associate of DBS Asia Capital Limited. From April 2003 to April 2006, Mr. Niu served as a representative and later a responsible officer in Partners Capital International Limited for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities. Mr. Niu was the responsible officer of Vision Finance (Securities) Limited and Vision Finance (Capital) Limited for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, respectively from June 2006 to January 2008. He then served as a director of Vision Finance Asset Management Limited from February 2008 to January 2015. He has been the director of Vision Finance International Company Limited since September 2007 to present, and has also been the responsible officer of the company to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities since November 2007. Furthermore, he has been the responsible officer for type 4 (advising on securities) and type 9 (asset management) regulated activities of Vision Finance Asset Management Limited since December 2008 and July 2010, respectively. He has served as an independent non-executive director of Gold-Finance Holdings Limited (stock code: 1462) since February 2016. Mr. Niu previously served as an executive director of Beijing Sports and Entertainment Industry Group Limited (stock code: 1803), from April 2015 to 7 November 2018.

Mr. Niu will enter into a service agreement with the Company for a term commencing from the date of approval of his appointment as independent non-executive Director and ending on 31 December 2021 subject to the retirement and re-election requirements of the Articles. The emolument for Mr. Niu will be determined by the Company which will be fixed with reference to the emolument of the other independent non-executive directors of the Company as well as his role and responsibilities.

As at the Latest Practicable Date, each of Mr. Hu, Mr. Gao and Mr. Niu 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 Mr. Niu 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 Mr. Niu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, 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 Mr. Niu 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 63, received doctoral education, is a supervisor of the Company. Mr. Qiu was an EMBA graduate. He is now a professor of the economics and management college of Southeast University. He is also the president of the Institute for Urban Development in Jiangsu and vice president of the Nanjing Entrepreneur Club. From February 1991 to June 2004, he was appointed as deputy director and director of the economics and management college of Southeast University. In 1992, he was exceptionally promoted to Professor, and received the State's Sponsorship for Special Contribution. He is a veteran in the teaching and research of economics and management affairs. He has in-depth knowledge in corporate strategic management and industrial development. He was first appointed as a supervisor of the Company in August 2007. He is currently an independent director of Zhong Dian Environmental Protection Limited* (a company listed on the Shenzhen Stock Exchange, stock code: 300172), Neoglory Prosperity Inc.* (a company listed on the Shenzhen Stock Exchange, stock code: 002147), Tianjin Tai Da Limited* (a company listed on the Shenzhen Stock Exchange, stock Code: 000652) and Nanjing Kangni Mechanical & Electrical Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code 603111).

Mr. Dai Jian Jun (戴建軍), aged 49, a practising lawyer, is a supervisor of the Company. He was educated in Jiangsu Police Institute from September 1988 to July 1991. He worked for Southeast University in 1991. Mr. Dai was qualified as a lawyer in PRC in 1996. Mr. Dai has been a practicing lawyer of Jiangsu Zhi Bang Law Firm since 1996. He was appointed as a supervisor of the Company in August 2003. Mr. Dai is currently an independent director of Nanjing Canatal Data-Centre Environmental Tech. Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603912) and an executive director of Nanjing Heyuxin Real Estate Co., Ltd.

Each of Mr. Qiu and Mr. Dai has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2019 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 RMB30,000 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.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

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, management shareholders, 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 Monday, 27 May 2019 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 2018;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2018;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2018;
 - (4) To consider and approve the distribution of final dividend for 2018;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2019;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2018;
 - (7) To re-elect and appoint 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 2019 to 31 December 2021 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. Zhu Xiang as executive Director for a term of three years commencing from 1 January 2019 to 31 December 2021 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iii) To consider and approve the appointment of Ms. Yu Hui as executive Director for a term commencing from the conclusion of the AGM and ending 31 December 2021 and to authorize the Board on behalf of the Company to determine her remuneration.
- (iv) To consider and approve the appointment of Mr. Chang Yong as non-executive Director for a term commencing from the conclusion of the AGM and ending 31 December 2021 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 2019 to 31 December 2021 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 2019 to 31 December 2021 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vii) To consider and approve the appointment of Mr. Niu Zhongjie as independent non-executive Director for a term commencing from the conclusion of the AGM and ending 31 December 2021 and to authorize the Board on behalf of the Company to determine his remuneration.
- (viii) To consider and approve the re-election of Mr. Dai Jian Jun as Supervisor for a term of three years commencing from 1 January 2019 to 31 December 2021 and to authorize the Board on behalf of the Company to determine his remuneration.
- (ix) To consider and approve the re-election of Mr. Qiu Xiang Yang as independent Supervisor for a term of three years commencing from 1 January 2019 to 31 December 2021 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, 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; and

(ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue;

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:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

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- (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
30 April 2019

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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 notorially 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 27 April 2019 (Saturday) to 27 May 2019 (Monday), (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 26 April 2019 (Friday).
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 13 May 2019 (Monday).