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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 MAY 2019
CHANGE OF DIRECTORS
CHANGE OF COMPOSITION OF BOARD COMMITTEES
AND
ELECTION OF EMPLOYEE SUPERVISOR

POLL RESULTS OF THE AGM

Reference is made to the circular of Nanjing Sample Technology Co., Limited (the “Company”) dated 30 April 2019 (the “Circular”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed resolutions (the “Resolutions”) as set out in the notice of the AGM were duly passed by Shareholders by way of poll at the AGM held on 27 May 2019.

BDO China Shu Lun Pan Certified Public Accountants (LLP) was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results of the respective resolutions are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1	To consider and approve the report of the directors of the Company for 2018;	530,235,019 (100%)	0 (0%)	530,235,019
2	To consider and approve the report of the supervisory committee of the Company for 2018;	530,235,019 (100%)	0 (0%)	530,235,019

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
3	To consider and approve the audited consolidated financial statements of the Group for 2018;	530,235,019 (100%)	0 (0%)	530,235,019
4	To consider and approve the distribution of final dividend for 2018;	530,235,019 (100%)	0 (0%)	530,235,019
5	To authorise the board of directors to appoint auditors and to fix their remuneration for the year ending 2019;	530,235,019 (100%)	0 (0%)	530,235,019
6	To consider and approve the resolution for appropriation to statutory reserve fund for 2018;	530,235,019 (100%)	0 (0%)	530,235,019
7	(i) To consider and approve the re-election of Mr. Sha Min as executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(ii) To consider and approve the re-election of Mr. Zhu Xiang as executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	525,750,019 (99.15%)	4,485,000 (0.85%)	530,235,019
	(iii) To consider and approve the appointment of Ms. Yu Hui as executive Director and to authorize the Board on behalf of the Company to determine her remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(iv) To consider and approve the appointment of Mr. Chang Yong as non-executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(v) To consider and approve the re-election of Mr. Hu Hanhui as independent non-executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
	(vi) To consider and approve the re-election of Mr. Gao Lihui as independent non-executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(vii) To consider and approve the appointment of Mr. Niu Zhongjie as independent non-executive Director and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(viii) To consider and approve the re-election of Mr. Dai Jian Jun as supervisor and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
	(ix) To consider and approve the re-election of Mr. Qiu Xiang Yang as independent supervisor and to authorize the Board on behalf of the Company to determine his remuneration.	530,235,019 (100%)	0 (0%)	530,235,019
Special Resolution		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
8	To consider and approve the granting of a general mandate to the board of directors of the Company to issue domestic shares and H shares.	529,543,500 (99.87%)	691,519 (0.13%)	530,235,019

As more than half of the votes from Shareholders were casted in favour of the above ordinary resolutions numbered 1 to 7, therefore, all ordinary resolutions were duly passed.

As more than two-thirds of the votes from shareholders were casted in favour of the above special resolution numbered 8, therefore, the special resolution was duly passed.

As at the date of the AGM, the total number of issued domestic and H shares of the Company were 562,558,500 and 229,500,000 shares respectively, the holders of which were entitled to attend and vote for or against the resolutions. There was no share of the Company entitling the holder to attend and vote only against the resolutions at the AGM.

PAYMENT OF FINAL DIVIDEND

The final dividend of RMB0.10 per share will be distributed by the Company on Tuesday, 27 August 2019 to the shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company on Tuesday, 11 June 2019 (the “Record Date”). Dividend to the Shareholders of H Shares will be paid in Hong Kong dollars. The relevant exchange rate is calculated the average of the exchange rates as announced by the People’s Bank of China for the five working days preceding the date of declaration of the final dividend, which represents a dividend of HK\$0.1138 per H Share.

Pursuant to the relevant tax rules and regulations of the PRC, the tax obligation for the distribution of the final dividend will be based on the types of shareholders and the specific payment method and relevant tax law basis are listed as follows:

Type of Shareholders	Recipients	Type of Tax	Income Tax Rate	Payment Method	Laws
Domestic Share Shareholder	Resident enterprise	Tax Exemption	N/A	N/A	Enterprise Income Tax Law Article 26
	Non-resident enterprise	Corporate income tax	10%	Withhold and pay	Enterprise Income Tax Law Article 4, Article 27, Regulation on the Implementation of the Enterprise Income Tax Law Article 91
	Domestic Individual	Individual income tax	20%	Withhold and pay	Individual Income Tax Law Article 3; No. 127 [2016] of the Ministry of Finance
	Foreign Individual	Individual income tax	Tax Exemption	N/A	No. 20 [1994] of the Ministry of Finance Article 2(viii)

Type of Shareholders	Recipients	Type of Tax	Income Tax Rate	Payment Method	Laws
H Share Shareholder	Resident enterprise	Conditional tax exemption (self-declared for dividends received from holdings of less than 12 months)	Applicable income tax rate of resident enterprise	Self-pay	Enterprise Income Tax Law Article 26, Regulation on the Implementation of the Enterprise Income Tax Law Article 83
	Non-resident enterprise	Corporate income tax	10%	Withhold and pay	No. 897 [2008] of the State Administration of Taxation
	Domestic Individual	Individual income tax	20%	Withhold and pay	Individual Income Tax Law Article 3; No. 127 [2016] of the Ministry of Finance
	Foreign Individual	Tax Exemption	N/A	N/A	No. 20 [1994] of the Ministry of Finance

Note: Any H shares registered not under the name of an individual shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as shares held by non-resident enterprise shareholders. On the basis, corporate income tax shall be withheld from dividends payable to such shareholder(s).

Investors should read this announcement carefully. The Company will withhold for payment the corporate profit tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the H share register of members on the Record Date. Nanjing Sample Technology Company Limited will owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

CHANGE OF DIRECTORS

The Board hereby announces that, due to his other business commitment, Mr. Ma Jun (“Mr. Ma”), the non-executive director, has elected to retire at the AGM. In addition, Mr. Shum Shing Kei (“Mr. Shum”), an independent non-executive director, has also elected to retire at the AGM. Following his retirement, Mr. Shum ceased to act as the chairman of the audit committee and member of remuneration committee of the Company with effect from 29 May 2019.

Each of Mr. Ma and Mr. Shum confirmed that he has no disagreement with the Board and there are no matters with respect to their retirement that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ma and Mr. Shum for their valuable contributions to the Company during their tenure of office.

The Board is pleased to announce that, at the AGM, Ms. Yu Hui has been appointed as an executive Director, Mr. Chang Yong has been elected and re-designated as a non-executive Director, Mr. Niu Zhongjie has been appointed as an independent non-executive Director of the Company, all being effective from 27 May 2019. The biographical details of the above Directors are set out below:

Ms. Yu Hui (“Ms. Yu”), 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 from 27 May 2019 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 date of this announcement, save as disclosed, Ms. Yu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Ms. Yu did not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO. Ms. Yu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, there is no other information for 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 appointment of the executive Director that need to be brought to the attention of the Shareholders.

Mr. Chang Yong (“Mr. Chang”), 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 27 May 2019 and ending on 31 December 2021 subject to the retirement and re-election requirements of the Articles. The emolument for Mr. Chang will be determined by the Company which will be fixed with reference to the prevailing market conditions as well as his role and responsibilities.

As at the date of this announcement, 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.

As at the date of this announcement, save as disclosed, Mr. Chang did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Chang did not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Chang did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, there is no other information for Mr. Chang 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 appointment of Mr. Chang as non-executive Director that need to be brought to the attention of the Shareholders.

Mr. Niu Zhongjie (“Mr. Niu”), 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 27 May 2019 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 date of this announcement, save as disclosed, Mr. Niu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Niu did not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Niu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, there is no other information for Mr. Niu 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 appointment of Mr. Niu as independent non-executive Director that need to be brought to the attention of the Shareholders.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that Mr. Chang Yong would remain as the vice chairman of the Company but he ceased to act as a member of the strategic committee and nomination committee of the Company with effect from 27 May 2019. The Board further announces that the Board has resolved (i) Ms. Yu Hui has been appointed as a member of the strategic committee and nomination committee of the Company; (ii) Mr. Gao Lihui has been appointed as the chairman of the audit committee and a member of remuneration committee of the Company, but he ceased to act as a member of nomination committee; and (iii) Mr. Niu Zhongjie has been appointed as a member of audit committee and nomination committee of the Company, all being effective from 27 May 2019.

ELECTION OF EMPLOYEE SUPERVISOR

The Board is pleased to announce that, on 27 May 2019, Mr. Zou Tao was elected as an employee supervisor by the staff of the Company in accordance with the articles of association of the Company for a term commencing from 27 May 2019 and ending on 31 December 2021.

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

Nanjing, the PRC, 27 May 2019

As at the date of this announcement, the executive directors are Mr. Sha Min (Chairman), Mr. Zhu Xiang, Ms. Yu Hui, the non-executive director is Mr. Chang Yong; and the independent non-executive directors are Mr. Hu Hanhui, Mr. Gao Lihui and Mr. Niu Zhongjie.

* *for identification purpose only*