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If you are a shareholder of all your shares in 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*) (the "Company"), you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).



南京三寶科技

LOGY CO.,LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(S. C. : 1708)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED CHANGE OF AUDITOR FOR THE YEAR 2019
AND
NOTICES OF EXTRAORDINARY GENERAL MEETING
AND CLASS MEETINGS

Please see pages 12 to 17 of this circular for the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*). The accompanying proxy forms are for the appointment of proxy to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (as applicable). Whether or not you are able to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (as applicable), please fill in the accompanying proxy form according to relevant instructions and return it as soon as possible, and not less than 24 hours before the fixed time of holding the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in any event. The filled and returned proxy form will have no effects on your vote in person in the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (as applicable) or any other adjourned meetings.

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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In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	board of Directors
“Company”	南京三寶科技股份有限公司 (Nanjing Sample Technology Company Ltd.*), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the main board of the Stock Exchange
“Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the EGM, and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, or any adjourned meeting thereof respectively
“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 27 December 2019 for the Shareholders to consider and, if thought fit, approve, among other things, the proposed amendments to the Articles of Association and the proposed change of the Company’s auditor
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on the main board of the Stock Exchange and subscribed for in Hong Kong
“Holding Company”	the parent company of the Company

DEFINITIONS

“Latest Practicable Date”	25 November 2019, being the latest practicable date prior to the printing of this circular for the purpose of 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, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



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LETTER FROM THE BOARD

I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 15 November 2019 in relation to the proposed amendments to the Articles of Association.

Pursuant to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for the Holding of Shareholders' General Meeting for Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函(2019)97號)), the requirements on the notice period for convening a shareholders' general meeting, shareholders' rights to make proposals and the procedures for convening general meeting of joint stock limited companies incorporated in the PRC and listed overseas are requested to equally apply the relevant provision of the Company Law of the PRC (《中華人民共和國公司法》), as Articles 20 to 22 stipulated in the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) are no longer applicable. Therefore, the Board proposes to amend the Articles of Association (the "Articles Amendments") in relation to the provisions relating to the notice period for convening a shareholders' general meeting, shareholders' rights to make proposals and requirements on the procedures for convening general meeting.

It is proposed that the general meetings shall authorize any Directors of the Company to make appropriate amendments to the Articles of Association whenever necessary in the process of submitting the same for approval, as required from time to time by the relevant regulatory authorities and the Stock Exchange.

The proposed Articles Amendments are subject to (i) the consideration and approval by the Shareholders at the EGM and the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of the Company by way of special resolution; and (ii) the approval of and registration or filing with the relevant competent authorities in the PRC. For details, please refer to the Appendix of this circular.

II PROPOSED CHANGE OF AUDITOR FOR THE YEAR 2019

Reference is made to the announcement of the Company dated 15 November 2019 in relation to the proposed change of auditor for the year 2019.

As notified, the audit team of BDO China Shu Lun Pan Certified Public Accountants LLP ("Shu Lun Pan") responsible for the Company's audit has joined Da Hua Certified Public Accountants (Special General Partnership) ("Da Hua"). Having made thorough communication, co-ordination and comprehensive evaluation and in consideration of ensuring the efficiency and continuity of the Company's annual audit work, the Audit Committee has recommended to change the Company's auditor for the year 2019. Based on the recommendations of the Audit Committee and taking into account of the Company's development needs and auditing needs, the Board proposes to terminate Shu Lun Pan as the auditor of the Company for the year 2019 (the "Proposed Termination"). Meanwhile, the Board proposes to appoint Da Hua as the auditor of the Company for the year 2019 (the "Proposed Appointment"), the term of engagement will commence from the date of its approval by Shareholders at the EGM until the date of the next annual general meeting. It is

further proposed that the Board be authorized at the EGM to fix the remuneration of Da Hua with reference to the prevailing market conditions and the negotiation between the parties. Da Hua is one of the approved mainland China accounting firms eligible for acting as auditors of the companies incorporated in the PRC whose shares are listed on the Stock Exchange.

Shu Lun Pan has confirmed in writing that there are no matters in relation to the Proposed Termination that need to be brought to the attention of the Shareholders. The Board and Audit Committee have as well confirmed that there are no disagreements or outstanding matters between the Company and Shu Lun Pan, and that the Board is not aware of any other matters in relation to the change of auditor that need to be brought to the attention of the Shareholders.

The aforesaid Proposed Termination, Proposed Appointment and the authorization to the Board will be proposed as an ordinary resolution at the EGM.

III EGM, H SHAREHOLDERS' CLASS MEETING AND DOMESTIC SHAREHOLDERS' CLASS MEETING

Notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out on pages 12 to 17. The Articles Amendments will be proposed by way of special resolution for Shareholders' approval at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting. The Proposed Termination and the Proposed Appointment will be proposed by way of ordinary resolution for Shareholders' approval at the EGM.

Proxy forms for use at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are also enclosed. Whether or not you intend to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, you are requested to complete and return the enclosed proxy form (for use at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting) in accordance with the instructions printed thereon as soon as possible to the Company's Hong

LETTER FROM THE BOARD

announcement on the poll vote results will be made by the Company after the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in the manner prescribed under the Listing Rules.

I RECOMMENDATIONS

Having considered the above, the Directors consider that the proposed Articles Amendments and the proposed change of auditor are in the interests of the Company and the Shareholders as a whole and accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

. RESPONSIBILITIES STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

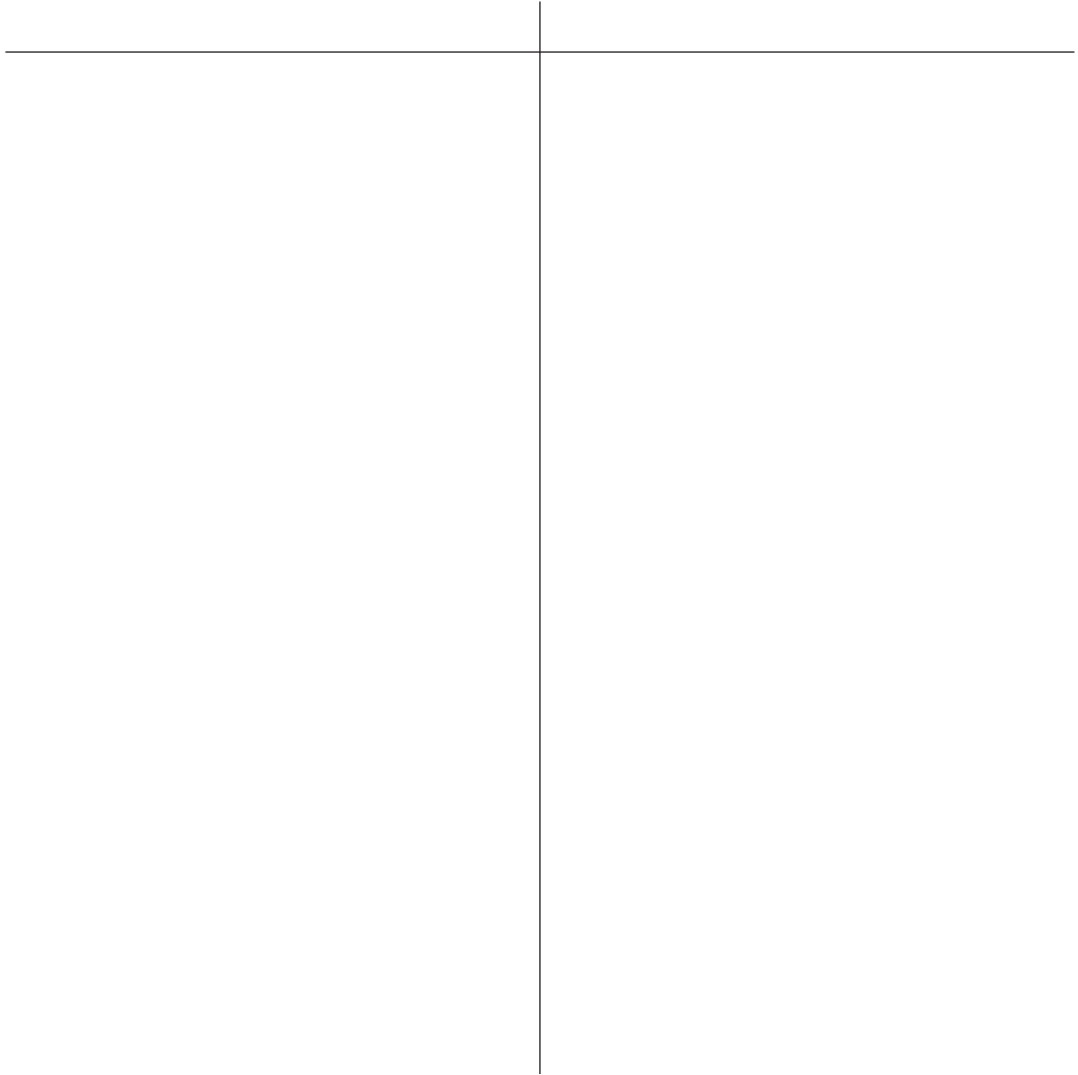
南京三寶科技股份有限公司

N . . . S ^P T . . . C ^P L . . t *

S M
Chairman

* for identification purpose only.

Or. Art	Art
<p data-bbox="304 268 817 910">Art. 64 The Company shall, based on the written replies received five (5) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one half of the Company's total voting shares, the Company may hold the general meeting. If not, the Company shall within three (3) days notify the shareholders again by notice of the matters to be considered, the place and the date of the meeting. The Company then may hold the meeting after such publication of such notice.</p> <p data-bbox="304 953 817 1059">A shareholders' extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p data-bbox="841 268 1347 406">Art. 64 A shareholders' general meeting shall not resolve any matter not stated in the notice defined in Articles 62 and 63 of the Articles of Association.</p>



Or. Art	Am. Art
<p>Art. 128 The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting which shall be convened with written notice of not less than ten days but not more than 30 days be served to all supervisors. Meeting of the Supervisory Committee shall be held only if not less than one half (exclusive) of the supervisors are present and each supervisor shall have one vote.</p> <p>Resolution at a Supervisory Committee meeting shall be passed by two-thirds (inclusive) of the supervisors by poll.</p>	<p>Art. 128 The method of discussion for the Supervisory Committee shall be by way of holding a Supervisory Committee meeting which shall be convened with written notice of not less than ten (10) days but not more than thirty (30) days and three (3) days prior to the date of an extraordinary meeting of the Supervisory Committee meeting be served to all supervisors. Meeting of the Supervisory Committee shall be held only if not less than one half (exclusive) of the supervisors are present and each supervisor shall have one vote.</p> <p>Resolution at a Supervisory Committee meeting shall be passed by two-thirds (inclusive) of the supervisors by poll.</p>

Note: Saved for the aforesaid proposed amendments, there are no changes to the contents of other provisions in the Articles of Association. The Articles of Association are written in Chinese. In the event of any discrepancy between the Chinese and English versions of the Articles of Association of the Company, the Chinese version shall prevail.



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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 delivered to 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 (in case of holders of H Shares) or to the Company’s registered office at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) 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. Holders of the H Shares or Domestic Shares who intend to attend the EGM are requested to complete the enclosed REPLY SLIP FOR ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING and return it to the Company’s Hong Kong H Share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 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 at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) on or before 20 December 2019 (Friday). The reply slip may be delivered by hand or by post.
4. The register of members of the Company will be closed from 16 December 2019 (Monday) to 27 December 2019 (Friday) (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company at the close of trading on 13 December 2019 (Friday) will be entitled to attend and vote at the EGM convened by the above notice.
5. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the EGM.

As at the date hereof, 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.



Notes:

1. Any holder of H shares of the Company (“Member”) entitled to attend and vote at the H Shareholders’ Class Meeting 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, 17/F., Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong (“H Share Registrar”) not less than 24 hours before the time appointed for the holding of the H Shareholders’ Class Meeting or 24 hours before the time appointed for



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Notes:

1. Any holders of domestic shares of the Company ("Member") entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 to the Company's registered office at No. 10