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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountants or other professional adviser.

**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 PROVISION OF GUARANTEES PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 27 November 2017, is set out on pages 8 to 10 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 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 EGM or any adjournment thereof. Completion and delivery of the proxy form will not preclude 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 <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*

31 October 2017

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## DEFINITIONS

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“Articles”	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 main board of 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 No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on 27 November 2017
“Group”	the Company and its subsidiaries
“Guarantees”	the guarantees in an aggregate amount of RMB250,000,000 (equivalent to approximately HK\$293,083,000) proposed to be provided by the Company and its holding subsidiaries to secure banking facilities for certain subsidiaries of the Company
“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 main board of 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”	28 October 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“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
“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

*In this circular, the English names of the PRC entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.*

*For the purpose of illustration, amounts denominated in RMB have been translated into HK\$ at the rate of RMB0.853 = HK\$1.00 in this circular. No representation is made to the effect that any amount in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.*



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 Director*

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

31 October 2017

*To the Shareholders*

**PROPOSED PROVISION OF GUARANTEES  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the proposed provision of Guarantees, the proposed amendments to the Articles and to give the notice of EGM.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED PROVISION OF GUARANTEES

The Board proposed the Company and its holding subsidiaries to provide the Guarantees in an aggregate amount of RMB250,000,000 (equivalent to approximately HK\$293,083,000) to independent third parties of the Group to secure bank facilities for certain subsidiaries of the Company.

**(1) Proposed guarantee for banking facility 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) (“Wu Lian Wang”).**

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Wu Lian Wang, a wholly-owned subsidiary of the Company incorporated in the PRC
The facility	:	RMB100,000,000 (equivalent to approximately HK\$117,233,000) for a term of not more than 6 years, which is intended to be used by Wu Lian Wang to finance its projects loans and refill its current funds
Extent of the guarantee	:	The entire facility

**(2) Proposed guarantee for banking facility to Nanjing Intelligent Urban Constructive Investment Co., Ltd.\* (南京數字城市投資建設有限公司) (“Urban Constructive”).**

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Urban Constructive, a wholly-owned subsidiary of the Company incorporated in the PRC
The facility	:	RMB100,000,000 (equivalent to approximately HK\$117,233,000) for a term of not more than 6 years, which is intended to be used by Urban Constructive to finance its projects loans and refill its current funds
Extent of the guarantee	:	The entire facility

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## LETTER FROM THE BOARD

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(3) **Proposed guarantee for banking facility to Nanjing Sample Hongzheng Vision Technology Co., Ltd.\* (南京三寶弘正視覺科技有限公司) (“Hongzheng Vision”).**

Creditor	:	Licensed bank(s) in the PRC, which was independent of and not connected with the Company and its connected persons as at the Latest Practicable Date
Guaranteed company	:	Hongzheng Vision, a holding subsidiary of the Company incorporated in the PRC
Guarantee amount	:	RMB50,000,000 (equivalent to approximately HK\$58,617,000) for a term of not more than 6 years. The facility is intended to be used by Hongzheng Vision to finance its projects loans and refill its current funds
Extent of the guarantee	:	Jointly provide guarantee with other shareholder(s) in proportion to its respective shareholding in Hongzheng Vision

A special resolution approving the proposed provision of Guarantees will be proposed at the EGM for Shareholders’ consideration and approval.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES

In order to further elaborate the business scope of the Company and reflect the change in shareholders of domestic shares of the Company, a special resolution will be proposed at the EGM to approve the amendments of Article 11 and 17 of the Articles, details of which are set out as follows:

#### **Article 11**

##### **which originally read as:**

The scope of business of the Company shall be based on the items approved by the company registration authorities.

Major scope of business of the Company: computer networks, industrial automation engineering design, installation; electronic products, electronic computer development, manufacture, testing, production for product sales, system integration; electronic computer technology consulting and information services; technology testing of electronic products and technical services; research and development of ITS-based basic information collection technology and equipment (excluding commodities under the special control of the State and projects with special approval). (Projects that require approval under law, business can be carried out after the approval by the relevant departments)

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## LETTER FROM THE BOARD

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According to the domestic and international market trends, business needs in the PRC and its own growth capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

**is amended as follows:**

The scope of business of the Company shall be based on the items approved by the company registration authorities.

Major scope of business of the Company: computer networks, industrial automation engineering design, installation; electronic products, electronic computer development, manufacture, testing, production for product sales, system integration; electronic computer technology consulting and information services; technology testing of electronic products and technical services; computer software development; security engineering design, construction, maintenance; research and development of ITS-based basic information collection technology and equipment (excluding commodities under the special control of the State and projects with special approval). (Projects that require approval under law, business can be carried out after the approval by the relevant departments)

According to the domestic and international market trends, business needs in the PRC and its own growth capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

**Article 17**

Add the following sub-clauses (13) and (14) to the existing Article 17:

- (13) With the approval of the examination and approval authority authorized by the State Council, 685,000 shares held by the Company's shareholder namely Jiangsu Hongshi Technology Industry Company Ltd. were transferred to Nanjing Sample Technology Group Company Ltd.
- (14) With the approval of the examination and approval authority authorized by the State Council, 4,950,000 shares held by the Company's shareholder namely Nanjing Sample Investment Development Company Ltd. were transferred to Nanjing Sample Technology Group Company Ltd.

A special resolution approving the proposed amendments to the Articles will be proposed at the EGM to seek the approval of the Shareholders.



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## LETTER FROM THE BOARD

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The English version of the proposed amendments to the Articles as stated in the notice of EGM is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version of the Articles shall prevail.

#### 4. EGM

A notice convening the EGM is set out on pages 8 to 10 of this circular. Special resolutions approving the proposed provision of Guarantees and the amendments to Articles will be proposed at the EGM.

A form of proxy 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, 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 EGM.

Completion and return of the said 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

Having considered the above, the Directors consider that the proposed provision of Guarantees and the proposed amendment to the Articles 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.

Your faithfully,  
By order of the Board  
南京三寶科技股份有限公司  
**Nanjing Sample Technology Co., Ltd.\***  
**Sha Min**  
*Chairman*

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## NOTICE OF EGM

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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 Extraordinary General Meeting (the “Extraordinary General Meeting”) of Nanjing Sample Technology Co., Ltd. (the “Company”) will be held at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC on Monday, 27 November 2017 at 10:00 a.m. for the following purposes:

### **SPECIAL RESOLUTIONS**

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

“(1) 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 RMB100,000,000 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 to licensed bank(s) in the PRC against the entire facility amounting to RMB100,000,000 to be provided to Nanjing Intelligent Urban Constructive Investment Co., Ltd.\* (南京數字城市投資建設有限公司), a wholly-owned subsidiary of the Company, be approved;
- (iii) 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 Hongzheng Vision Technology Co., Ltd.\* (南京三寶弘正視覺科技有限公司) (“Hongzheng Vision”), a holding subsidiary of the Company, provided that the guarantee will also be jointly provided by the other shareholder(s) of Hongzheng Vision 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 (iii) above, so far as permitted by the applicable laws and regulations.”

\* for identification purpose only

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## NOTICE OF EGM

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“(2) To consider and approve the proposed amendments to the Articles, details of which was set out in section headed “3. Proposed amendments to the Articles” in the Letter from the Board in the Circular, be and are hereby approved and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the Articles, where appropriate.”

By Order of the Board  
**Nanjing Sample Technology Co., Ltd.\***  
**Sha Min**  
*Chairman*

Nanjing, the PRC  
31 October 2017

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## NOTICE OF EGM

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*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 notarially 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 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 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. The register of Members in Hong Kong will be closed from 17 November 2017 (Friday) to 27 November 2017 (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 16 November 2017 (Thursday).
5. Members entitled to attend the EGM are requested to complete and deliver the reply slip for attendance to the H Share Registrar or the Company’s office in Nanjing before 20 November 2017 (Monday).

*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.*