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南京三寶科技股份有限公司
NANJING SAMPLE TECHNOLOGY CO.,LTD.*

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

(Stock Code: 1708)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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;

* for identification purpose only

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.”

“(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

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.