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

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DEFINITIONS

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

- 「**1997年12月31日**」指一九九七年十二月三十一日
- 「**2001年**」指二零零一年
- 「**2002年**」指二零零二年
- 「**2003年**」指二零零三年
- 「**2004年**」指二零零四年
- 「**2005年**」指二零零五年
- 「**2006年**」指二零零六年
- 「**2007年**」指二零零七年
- 「**2008年**」指二零零八年
- 「**2009年**」指二零零九年
- 「**2010年**」指二零一零年
- 「**2011年**」指二零一一年
- 「**2012年**」指二零一二年
- 「**2013年**」指二零一三年
- 「**2014年**」指二零一四年
- 「**2015年**」指二零一五年
- 「**2016年**」指二零一六年
- 「**2017年**」指二零一七年
- 「**2018年**」指二零一八年
- 「**2019年**」指二零一九年
- 「**2020年**」指二零二零年
- 「**2021年**」指二零二一年
- 「**2022年**」指二零二二年
- 「**2023年**」指二零二三年
- 「**2024年**」指二零二四年
- 「**2025年**」指二零二五年
- 「**2026年**」指二零二六年
- 「**2027年**」指二零二七年
- 「**2028年**」指二零二八年
- 「**2029年**」指二零二九年
- 「**2030年**」指二零三零年
- 「**2031年**」指二零三一年
- 「**2032年**」指二零三二年
- 「**2033年**」指二零三三年
- 「**2034年**」指二零三四年
- 「**2035年**」指二零三五年
- 「**2036年**」指二零三六年
- 「**2037年**」指二零三七年
- 「**2038年**」指二零三八年
- 「**2039年**」指二零三九年
- 「**2040年**」指二零四零年
- 「**2041年**」指二零四一年
- 「**2042年**」指二零四二年
- 「**2043年**」指二零四三年
- 「**2044年**」指二零四四年
- 「**2045年**」指二零四五年
- 「**2046年**」指二零四六年
- 「**2047年**」指二零四七年
- 「**2048年**」指二零四八年
- 「**2049年**」指二零四九年
- 「**2050年**」指二零五零年
- 「**2051年**」指二零五一年
- 「**2052年**」指二零五二年
- 「**2053年**」指二零五三年
- 「**2054年**」指二零五四年
- 「**2055年**」指二零五五年
- 「**2056年**」指二零五六年
- 「**2057年**」指二零五七年
- 「**2058年**」指二零五八年
- 「**2059年**」指二零五九年
- 「**2060年**」指二零六零年
- 「**2061年**」指二零六一年
- 「**2062年**」指二零六二年
- 「**2063年**」指二零六三年
- 「**2064年**」指二零六四年
- 「**2065年**」指二零六五年
- 「**2066年**」指二零六六年
- 「**2067年**」指二零六七年
- 「**2068年**」指二零六八年
- 「**2069年**」指二零六九年
- 「**2070年**」指二零七零年
- 「**2071年**」指二零七一年
- 「**2072年**」指二零七二年
- 「**2073年**」指二零七三年
- 「**2074年**」指二零七四年
- 「**2075年**」指二零七五年
- 「**2076年**」指二零七六年
- 「**2077年**」指二零七七年
- 「**2078年**」指二零七八年
- 「**2079年**」指二零七九年
- 「**2080年**」指二零八零年
- 「**2081年**」指二零八一年
- 「**2082年**」指二零八二年
- 「**2083年**」指二零八三年
- 「**2084年**」指二零八四年
- 「**2085年**」指二零八五年
- 「**2086年**」指二零八六年
- 「**2087年**」指二零八七年
- 「**2088年**」指二零八八年
- 「**2089年**」指二零八九年
- 「**2090年**」指二零九零年
- 「**2091年**」指二零九一年
- 「**2092年**」指二零九二年
- 「**2093年**」指二零九三年
- 「**2094年**」指二零九四年
- 「**2095年**」指二零九五年
- 「**2096年**」指二零九六年
- 「**2097年**」指二零九七年
- 「**2098年**」指二零九八年
- 「**2099年**」指二零九九年
- 「**2100年**」指二零三零年

DEFINITIONS

「E」 指 2017 年 12 月 31 日及 2018 年 12 月 31 日，本公司經審核綜合資產負債表中的「應收賬款及應收票據」賬項，扣除本公司應付賬項及應付票據，並扣除本公司應收及應付的關聯方賬項。E 的計算如下：

$$E = \text{應收賬款及應收票據} - \text{應付賬項及應付票據} - \text{關聯方應收及應付賬項}$$

「應收賬款及應收票據」 指本公司應收賬款及應收票據。

「應付賬項及應付票據」 指本公司應付賬項及應付票據。應付賬項及應付票據的賬面價值為 1.00 元，本公司應付賬項及應付票據的賬面價值與 E 的賬面價值相同。

「\$」 指美元。

「元」 指人民幣。

「本公司」 指江蘇跨境電子商務服務有限公司。

「董事會」 指本公司董事會。

「E」 指 2017 年 12 月 31 日及 2018 年 12 月 31 日，本公司經審核綜合資產負債表中的「應收賬款及應收票據」賬項，扣除本公司應付賬項及應付票據，並扣除本公司應收及應付的關聯方賬項。E 的計算如下：

$$E = \text{應收賬款及應收票據} - \text{應付賬項及應付票據} - \text{關聯方應收及應付賬項}$$

「應收賬款及應收票據」 指本公司應收賬款及應收票據。

「應付賬項及應付票據」 指本公司應付賬項及應付票據。應付賬項及應付票據的賬面價值為 1.00 元，本公司應付賬項及應付票據的賬面價值與 E 的賬面價值相同。

「\$」 指美元。

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「董事會」 指本公司董事會。

DEFINITIONS

<p>201</p>	<p>201</p>
<p>E</p>	<p>E</p>
<p>(沙敏先生)</p>	<p>(沙敏先生)</p>
<p>(常勇先生)</p>	<p>(常勇先生)</p>
<p>w</p>	<p>w</p>
<p>(南京三寶科技集團有限公司)</p>	<p>(南京三寶科技集團有限公司) *</p>
<p>15,443,400</p>	<p>15,443,400</p>
<p>50.01%</p>	<p>50.01%</p>
<p>()</p>	<p>()</p>
<p>1.00</p>	<p>1.00</p>
<p>()</p>	<p>()</p>
<p>()</p>	<p>()</p>
<p>E</p>	<p>E</p>
<p>20</p>	<p>20</p>
<p>201</p>	<p>201</p>
<p>23</p>	<p>23</p>
<p>201</p>	<p>201</p>
<p>E</p>	<p>E</p>
<p>%</p>	<p>%</p>

English names of the companies/entities which are incorporated/established in the PRC in this circular are only translations of their official Chinese names for identification purpose only. In case of inconsistency, the Chinese names prevail.



NANJIN

LETTER FROM THE BOARD

2. DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO DISPOSAL OF 82.61% EQUITY INTEREST IN JIANGSU CROSS-BORDER

On 1st January 2011, the Company entered into an Equity Transfer Agreement with Jiangsu Cross-Border, whereby the Company will acquire 82.61% equity interest in Jiangsu Cross-Border for a total consideration of RMB 5,000,000 (approximately \$755,555.56).

The Equity Transfer Agreement is titled "Equity Transfer Agreement".

Date

1st January 2011

Parties

The Company and Jiangsu Cross-Border.

Assets to be disposed of

82.61% equity interest in Jiangsu Cross-Border.

Consideration and payment terms

The total consideration of RMB 5,000,000 (approximately \$755,555.56), will be paid in three installments within 3 weeks after the signing of the Equity Transfer Agreement.

Conditions precedent

The Equity Transfer Agreement is subject to the following conditions precedent:

- (1) The Equity Transfer Agreement is subject to the approval of the Board of Directors of the Company.

LETTER FROM THE BOARD

(2) 本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

(3) 本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

Effective date

本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

Basis of the Consideration

本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。本公司之董事會已於 2016 年 12 月 30 日（即「**Valuation Date**」）對本公司之估值進行評估，並決定以每股 2.1 元之價格發行新股，以籌集資金。

LETTER FROM THE BOARD

VALUATION CONDUCTED BY INDEPENDENT VALUER

The independent valuer has conducted a valuation of the shares of the Company as at the valuation date. The valuation has been conducted in accordance with the provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Regulations, 2017. The valuation has been conducted on the basis of the information provided to the independent valuer by the Company and its management.

Selection of the approach and methodology for the Valuation Report

The independent valuer has selected the market approach and the asset base approach for the valuation of the shares of the Company. The market approach is based on the comparison of the shares of the Company with the shares of similar companies listed on the stock exchange. The asset base approach is based on the net asset value of the Company as at the valuation date.

(a) Market approach

The market approach is based on the comparison of the shares of the Company with the shares of similar companies listed on the stock exchange. The independent valuer has identified the following companies as similar to the Company: (i) Company A, (ii) Company B, and (iii) Company C. The independent valuer has compared the market price of the shares of the Company with the market price of the shares of the similar companies. The independent valuer has concluded that the market price of the shares of the Company is in line with the market price of the shares of the similar companies.

(b) Asset base approach

The asset base approach is based on the net asset value of the Company as at the valuation date. The independent valuer has determined the net asset value of the Company as at the valuation date to be Rs. 100.00 lakhs. The independent valuer has concluded that the net asset value of the Company is a fair value of the shares of the Company.

(c) Income approach

The income approach is based on the present value of the expected future cash flows of the Company. The independent valuer has determined the expected future cash flows of the Company as at the valuation date to be Rs. 100.00 lakhs. The independent valuer has concluded that the present value of the expected future cash flows of the Company is a fair value of the shares of the Company.

The independent valuer has concluded that the market approach and the asset base approach are the most appropriate approaches for the valuation of the shares of the Company. The independent valuer has determined the fair value of the shares of the Company as at the valuation date to be Rs. 100.00 lakhs.

LETTER FROM THE BOARD

Profit forecast under the Listing Rules

Year	Profit (million HK\$)
2019	14.91
2020	14.90
2021	14.92
2022	14.92
2023	14.92

Assumptions of valuation

Year	WACC (%)
2019	14.92(1)
2020	14.92(1)
2021	14.92(1)
2022	14.92(1)
2023	14.92(1)

- The WACC is based on the weighted average of the cost of equity and the cost of debt. The cost of equity is determined by the risk-free rate plus a risk premium. The risk-free rate is the yield on the Hong Kong government bonds with a maturity of 3 months. The risk premium is determined by the market risk premium plus a company-specific risk premium. The market risk premium is the difference between the return on the Hang Seng 25 Index and the risk-free rate. The company-specific risk premium is determined by the company's credit rating and the industry risk premium.
- The cost of debt is determined by the yield on the company's debt. The yield on the company's debt is determined by the risk-free rate plus a credit spread. The credit spread is determined by the company's credit rating and the industry credit spread.
- The WACC is assumed to be constant over the forecast period.
- The WACC is assumed to be 14.92% (1) for the years 2019 to 2023.
- The WACC is assumed to be 14.92% (1) for the years 2019 to 2023.

LETTER FROM THE BOARD

- The Board has reviewed the valuation report prepared by the independent valuer, Mr. [Name], and is satisfied with the methodology adopted and the assumptions made. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2020 and is satisfied with the accuracy of the information provided.
- The Board has also reviewed the financial statements of the Company for the year ended 31st March 2021 and is satisfied with the accuracy of the information provided.
- The Board has also reviewed the financial statements of the Company for the year ended 31st March 2022 and is satisfied with the accuracy of the information provided.
- The Board has also reviewed the financial statements of the Company for the year ended 31st March 2023 and is satisfied with the accuracy of the information provided.

Detailed projection schedule of the valuation

Revenue and cost of sales projection

The revenue and cost of sales projection is based on the historical performance of the Company and the market conditions. The revenue is projected to increase by 5% per annum from 2020 to 2023, and the cost of sales is projected to increase by 3% per annum. The gross profit margin is projected to remain constant at 20%.

Year	Revenue	Cost of Sales	Gross Profit
2020	100	80	20
2021	105	81.5	23.5
2022	110.25	83.75	26.5
2023	115.76	86.01	29.75

The revenue and cost of sales projection is based on the historical performance of the Company and the market conditions. The revenue is projected to increase by 0.5% per annum from 2020 to 2023, and the cost of sales is projected to increase by 0.5% per annum. The gross profit margin is projected to remain constant at 20%.

2024 年 11 月 30 日止 12 个月主要业务数据
 2024 年 11 月 30 日止 12 个月主要业务数据
 2024 年 11 月 30 日止 12 个月主要业务数据

Currency Unit: RMB ten thousand

Item projection /Year	2016 Nov-Dec	2017	2018	2019	2020
Main business incomes					
营业收入	1,000.00	4,000.00	3,400.00	4,020.20	4,432.40
主营业务收入	300.00	2,500.00	3,550.50	4,444.40	5,541.15
Other business incomes	10.00	40.00	100.00	0.00	100.00
Main business cost					
营业成本	5,000.00	4,000.00	3,520.00	4,420.00	5,155.00
Other business costs	10.00	30.40	50.00	10.00	10.00

LETTER FROM THE BOARD

- 2016年11月至2017年12月期间，公司共收到政府补助1,341.50万元，较2015年度增加10%。

(c) The result is shown as below:

Currency Unit: RMB ten thousand

Item projection/ Year	2016 Nov-Dec	2017	2018	2019	2020
政府补助	255.20	1,341.50	1,421.03	1,500.00	1,544.40
其他	130.10	1.00	15.99	4.24	3.10

Currency Unit: RMB ten thousand

Item projection/Year	2021	2022	2023	2024 on onwards
政府补助	1,115.00	1,253.50	1,012.00	1,012.00
其他	1.50	1,021.30	1,005.00	1,005.00

Other income

2016年11月至2017年12月期间，公司共收到其他收入130.10万元，较2015年度增加10%。

Capital expenditures projection

2016年11月至2017年12月期间，公司共发生资本支出130.10万元，较2015年度增加10%。

2018年1月至2019年12月期间，公司共发生资本支出1,421.03万元，较2017年度增加10%。

LETTER FROM THE BOARD

人民币千元

Currency Unit: RMB ten thousand

Item projection/Year	2016 Nov-Dec	2017	2018	2019	2020
利息支出	0.50	0.00	15.00	20.00	20.00

Currency Unit: RMB ten thousand

Item projection/Year	2021	2022	2023	2024 on onwards
利息支出	20.00	20.00	20.00	44.42

Finance cost projection

本行于2016年11月30日、2017年12月31日、2018年12月31日、2019年12月31日、2020年12月31日、2021年12月31日、2022年12月31日、2023年12月31日和2024年12月31日

人民币千元

Currency Unit: RMB ten thousand

Item projection /Year	2016 Nov-Dec	2017	2018	2019	2020
利息收入	34.05	21.35	222.35	225.35	22.35

Currency Unit: RMB ten thousand

Item projection /Year	2021	2022	2023	2024 on onwards
利息收入	232.35	235.35	23.35	23.35

本行于2016年11月30日、2017年12月31日、2018年12月31日、2019年12月31日、2020年12月31日、2021年12月31日、2022年12月31日、2023年12月31日和2024年12月31日

人民币千元

Currency Unit: RMB ten thousand

本行于2016年11月30日、2017年12月31日、2018年12月31日、2019年12月31日、2020年12月31日、2021年12月31日、2022年12月31日、2023年12月31日和2024年12月31日

人民币千元

Currency Unit: RMB ten thousand

本行于2016年11月30日、2017年12月31日、2018年12月31日、2019年12月31日、2020年12月31日、2021年12月31日、2022年12月31日、2023年12月31日和2024年12月31日

人民币千元

Currency Unit: RMB ten thousand

LETTER FROM THE BOARD

At the meeting, the Board discussed the Group's performance in 2015 and the outlook for 2016. The Board is pleased with the Group's performance in 2015, particularly in terms of revenue growth and profitability. The Board will continue to focus on improving the Group's operational efficiency and expanding its market presence in 2016.

The Group's revenue for the year ended 31 December 2015 was RMB4,290.53 million, an increase of 51.53% compared with RMB2,831.53 million for the year ended 31 December 2014. The increase in revenue was primarily due to the expansion of the Group's business operations and the successful completion of several major projects. The Board will continue to monitor the Group's performance and take appropriate measures to ensure the Group's long-term sustainable growth.

As at 31 December	
2014	2015
<i>RMB</i>	<i>RMB</i>
<i>million</i>	<i>million</i>
()	()

	-1.	0.1
	-1.	0.13

Revenue

The Group's revenue for the year ended 31 December 2015 was RMB4,290.53 million, an increase of 51.53% compared with RMB2,831.53 million for the year ended 31 December 2014. The increase in revenue was primarily due to the expansion of the Group's business operations and the successful completion of several major projects.

LETTER FROM THE BOARD

For the 10 months ended 31 October 2015, the Group recorded a net profit of RMB1,402,402.52, compared with a net profit of RMB1,554,072.24 for the 10 months ended 31 October 2014. The net profit for the 10 months ended 31 October 2015 was 90.9% of the net profit for the 10 months ended 31 October 2014.

	For 10 months ended 31 October	
	2015 RMB (¥1,000,000)	2016 RMB (¥1,000,000)
Business segments		
Engineering	1,401,500.00	1,415,050.50
Construction	—	15,300.40
	<u>1,401,500.00</u>	<u>1,430,350.90</u>
Others	<u>2,352.40</u>	<u>2,335.50</u>
Total:	<u>1,403,852.40</u>	<u>1,432,686.40</u>

Engineering accounted for 99.5% of the net profit for the 10 months ended 31 October 2015.

Other major gain or loss

The Group recorded a net profit of RMB1,402,402.52 for the 10 months ended 31 October 2015, compared with a net profit of RMB1,554,072.24 for the 10 months ended 31 October 2014. The net profit for the 10 months ended 31 October 2015 was 90.9% of the net profit for the 10 months ended 31 October 2014.

The Group recorded a net profit of RMB1,402,402.52 for the 10 months ended 31 October 2015, compared with a net profit of RMB1,554,072.24 for the 10 months ended 31 October 2014.

Major assets and liabilities

The Group's major assets and liabilities are as follows:

	31 October 2015	31 October 2014
Working capital	30,000,000.00	20,000,000.00
Construction work in progress	15,300,000.00	24,000,000.00

LETTER FROM THE BOARD

本集團的業務主要在香港及中國內地經營。本集團的業務主要在香港及中國內地經營。

	As of 31 October	
	2015 RMB (千港元)	2016 RMB (千港元)
Major assets		
物業、機器及設備	11,531.77	123,011,222.17
無形資產	15,473.31	14,542,111.77
應收賬項	1,004.53	22,222.22
預付款項、按金及存款	-	2,444.03
Major liabilities		
應付賬項	-	1,302,214.43
合約負債	14,05,130.4	33,554,445.55
合約負債	422,43.2	14,73,553.32

Significant Changes in revenue and profit

本集團於二零一六年十月三十一日止十個月及二零一五年十月三十一日止十個月，其營業額分別為港幣24.1%及港幣201.5%。本集團於二零一六年十月三十一日止十個月及二零一五年十月三十一日止十個月，其溢利分別為港幣3.2%及港幣4.1%。

本集團於二零一六年十月三十一日止十個月及二零一五年十月三十一日止十個月，其溢利分別為港幣3.2%及港幣4.1%。

本集團於二零一六年十月三十一日止十個月及二零一五年十月三十一日止十個月，其溢利分別為港幣3.2%及港幣4.1%。

	For 10 months ended 31 October		
	2015 RMB (千港元)	2016 RMB (千港元)	
營業額	1,434,402.52	1,32,434.1	24.1%
毛利	1,234,210.10	1,203,114.44	3.2%
溢利	1.3%	1.32%	4.1%
其他收入	-3,200,315.52	3,540,000.77	-
其他收入	-	1.1%	-

4. FINANCIAL EFFECTS OF THE DISPOSAL

The following table shows the financial effects of the disposal on the Group's financial statements for the year ended 31 December 2019 and 2018.

Earnings

	2019	2018
Operating profit	1,201,345	1,201,345
Finance income	5,000,000	5,000,000
Finance expense	(42,254,410)	(42,254,410)
Share of profit of associates	51,000,530	51,000,530
Profit before income tax	2,114,681	2,114,681
Income tax expense	(2,114,681)	(2,114,681)
Profit for the year	0	0

Net assets

	2019	2018
Net assets at the beginning of the year	1,201,345	1,201,345
Profit for the year	0	0
Dividends received	5,000,000	5,000,000
Dividends paid	(42,254,410)	(42,254,410)
Share of profit of associates	51,000,530	51,000,530
Net assets at the end of the year	1,201,345	1,201,345

5. INFORMATION ON THE PARTIES TO THE EQUITY TRANSFER AGREEMENT

The following table shows the financial effects of the disposal on the Group's financial statements for the year ended 31 December 2019 and 2018.

LETTER FROM THE BOARD

333.00

15⁸,443,400

50.01%

6. LISTING RULES IMPLICATIONS

E

14

5%

25%,

14

50.01%

14

E

0.40%

3⁸%

* (江蘇三寶控股有限公司)

E

E

50.01%

E

E

E

7. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

(高立輝)

E

BACKGROUND OF MR. GAO LIHUI

▲ 高立輝 (Gao Lihui) 先生，1953 年 11 月 21 日出生，現任揚州大學商學院 (Yangzhou University Business School) 教授，曾任南京大學商學院 (Nanjing University Business School) 教授、南京大學商學院 (Nanjing University Business School) 聚變資產管理有限公司 (Jubian Asset Management Co., Ltd.) 總經理、南京大學商學院 (Nanjing University Business School) 恒豐銀行公司 (Hengfeng Bank Co., Ltd.) 總經理。

▲ 高立輝先生於 2013 年 12 月 31 日辭職，自 2014 年 1 月 1 日起不再擔任本公司總經理職務。

▲ 高立輝先生於 2013 年 12 月 31 日辭職，自 2014 年 1 月 1 日起不再擔任本公司總經理職務。

▲ 高立輝先生於 2013 年 12 月 31 日辭職，自 2014 年 1 月 1 日起不再擔任本公司總經理職務。

▲ 高立輝先生於 2013 年 12 月 31 日辭職，自 2014 年 1 月 1 日起不再擔任本公司總經理職務。

LETTER FROM THE BOARD

Board of Directors (hereinafter referred to as "the Board"). The Board has reviewed the financial statements of the Company for the year ended December 31, 2023, and has approved the financial statements for the year ended December 31, 2023. The Board also has approved the dividend policy for the year ended December 31, 2023.

9. CONCLUSIONS AND RECOMMENDATIONS

The Board has reviewed the financial statements of the Company for the year ended December 31, 2023, and has approved the financial statements for the year ended December 31, 2023. The Board also has approved the dividend policy for the year ended December 31, 2023. The Board has also reviewed the financial statements of the Company for the year ended December 31, 2022, and has approved the financial statements for the year ended December 31, 2022. The Board also has approved the dividend policy for the year ended December 31, 2022.

The Board has reviewed the financial statements of the Company for the year ended December 31, 2021, and has approved the financial statements for the year ended December 31, 2021. The Board also has approved the dividend policy for the year ended December 31, 2021. The Board has also reviewed the financial statements of the Company for the year ended December 31, 2020, and has approved the financial statements for the year ended December 31, 2020. The Board also has approved the dividend policy for the year ended December 31, 2020.

The Board has reviewed the financial statements of the Company for the year ended December 31, 2019, and has approved the financial statements for the year ended December 31, 2019. The Board also has approved the dividend policy for the year ended December 31, 2019. The Board has also reviewed the financial statements of the Company for the year ended December 31, 2018, and has approved the financial statements for the year ended December 31, 2018. The Board also has approved the dividend policy for the year ended December 31, 2018.

10. OTHER INFORMATION

The Board has reviewed the financial statements of the Company for the year ended December 31, 2017, and has approved the financial statements for the year ended December 31, 2017. The Board also has approved the dividend policy for the year ended December 31, 2017.

Sha Min
Chairman
Nanjing Sample Technology Co., Ltd.



南京三

董事會成員名單

董事會成員名單
The Independent Board Committee

Shum Shing Kei
Independent
non-executive Director

Geng Nai Fan
Independent
non-executive Director

Hu Hanhui
Independent
non-executive Director

LETTER FROM EVER-LONG SECURITIES

The following is the full text of a letter of advice from Ever-Long Securities to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in the Circular.

13 月 201



1011, ...
10 ...

To: The Independent Board Committee and the Independent Shareholders of
Nanjing Sample Technology Co., Ltd.

DISCLOSEABLE AND CONNECTED TRANSACTION PROPOSED DISPOSAL OF 82.61% EQUITY INTEREST IN JIANGSU CROSS-BORDER

INTRODUCTION

1. The following is the full text of a letter of advice from Ever-Long Securities to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in the Circular. (Letter from the Board-)

2. 13 月 201 ... (Circular-), w ...

1. 1 月 201 ... E ... \$2.1% ... 5,000,000 ... \$5,555,555.5).

5% ... 25%, ... 14 ... 50.01% ... 14

LETTER FROM EVER-LONG SECURITIES

Ever-long Securities Co., Ltd. (Ever-long Securities) is a leading securities firm in China, with a registered capital of RMB 10.40 billion and a net asset of RMB 3.9 billion. The company is listed on the Shanghai Stock Exchange (600959) and the Hong Kong Stock Exchange (3330). Ever-long Securities is a member of the China Securities Regulatory Commission (CSRC) and the China Securities Association (CASA). The company has a long history of providing comprehensive financial services to its clients, including securities investment, asset management, and financial advisory. Ever-long Securities has a strong track record of performance, with a total return to shareholders of 101% from 2010 to 2020. The company is committed to providing high-quality financial services and maintaining a strong relationship with its clients.

Ever-long Securities is a leading securities firm in China, with a registered capital of RMB 10.40 billion and a net asset of RMB 3.9 billion. The company is listed on the Shanghai Stock Exchange (600959) and the Hong Kong Stock Exchange (3330). Ever-long Securities is a member of the China Securities Regulatory Commission (CSRC) and the China Securities Association (CASA). The company has a long history of providing comprehensive financial services to its clients, including securities investment, asset management, and financial advisory. Ever-long Securities has a strong track record of performance, with a total return to shareholders of 101% from 2010 to 2020. The company is committed to providing high-quality financial services and maintaining a strong relationship with its clients.

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LETTER FROM EVER-LONG SECURITIES

...

... 31 2019 (Valuation-). ...

...

PRINCIPAL FACTORS AND REASONS CONSIDERED

...

1. Background of and reasons for the Disposal

Information on the Group

...

LETTER FROM EVER-LONG SECURITIES

2014年6月30日 2015年6月30日 2015年12月31日 2016年6月30日
 2014年6月30日 2015年6月30日 2015年12月31日 2016年6月30日

	For the six months ended 30 June 2016 <i>(unaudited)</i> RMB'000	For the six months ended 30 June 2015 <i>(unaudited)</i> RMB'000	For the year ended 31 December 2015 <i>(audited)</i> RMB'000	For the year ended 31 December 2014 <i>(audited)</i> RMB'000
流动资产	3,121	2,324	1,301	5,440
非流动资产	102,041	0,333	1,133	153,233
总资产	3,150	34,657	10,434	208,673
流动负债	50,211	-	101,033	-
非流动负债	2	0	1,443	1
总负债	52,213	0	1,22,476	1
净资产	144,224	142,357	33,224	208,672
流动资产	5,552	0,140	20,122	11,041
非流动资产	2,100	24,350	4,133	42,200
总资产	14,233	1,490	1,311	55,405
流动负债	5,411	-	5,043	-
非流动负债	1,022	0,024	13,250	3,202
总负债	144,224	142,357	33,224	208,672
净资产	2,100	1,133	14,443	13,133

LETTER FROM EVER-LONG SECURITIES

2015 11 30 1,226.3 35.2% 0.2
2015 31 2015 2.4%, 5.1% 31 2014.
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w 2.5% 31 2015.
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30 2014
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4.3% 2015.

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Information on Sample Group

... .. by

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2016
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w w y w

LETTER FROM EVER-LONG SECURITIES

2. Terms of the Equity Transfer Agreement

() _____ 1st _____ 201

() _____

(c) *Subject Matter:*

_____ \$2.1% _____

(d) *Consideration and payment terms:*

_____ \$2.1% _____
_____ 5,000,000 (_____ \$5,555,555.5%),
w _____ y _____ 3w _____ y _____
E _____ y _____

(e) *Conditions precedent:*

E _____ y _____
_____ w _____ w _____ 30 _____ 201 (_____ y _____
_____ y _____ w _____ y _____)
E _____ y _____
E _____ y _____

(f) *Effective date*

E _____ y _____ w _____

LETTER FROM EVER-LONG SECURITIES

() 4. %_w (5y)

(CAPM-)_w

(Beta-)

3.2%_w

10 y

() 0%

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() * (江蘇弘業股份有限公司) (0012)

() * (上海匯通能源股份有限公司) (0005)

() * (上海申達股份有限公司) (002)

LETTER FROM EVER-LONG SECURITIES

2024 年 11 月 30 日止 12 個月內，本公司之經營收入如下：

Unit: RMB ten thousand

Operating Income	Nov-Dec, Year 2016	Year 2017	Year 2018	Year 2019	Year 2020
經營收入	¥,000.00	4,000.00	3,40.00	4,0.20	43.2
利息收入	300.00	2,50.00	3,5.50	4,4.4	5,4.15
手續費及佣金收入	10.00	40.00	0.00	0.00	100.00
其他收入	¥,310.00	50,00.00	,55.50	,51.0	103,33.43

Unit: RMB ten thousand

Operating income	Year 2021	Year 2022	Year 2023	Year 2024 and onwards
經營收入	10,40.1	112,00.00	11,11.33	11,11.33
利息收入	¥,153.5	¥,41.25	¥,55.0	¥,55.0
手續費及佣金收入	120.00	150.00	10.00	10.00
其他收入	113,1.1	11,3.24	122,4.42	122,4.42

本公司之經營收入主要來自利息收入、手續費及佣金收入及其他收入。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2023 年 12 月 31 日止 12 個月內增加 112,00.00 元，增加 10.40%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2022 年 12 月 31 日止 12 個月內增加 112,00.00 元，增加 112.00%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2021 年 12 月 31 日止 12 個月內增加 10,40.1 元，增加 104.01%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2020 年 12 月 31 日止 12 個月內增加 103,33.43 元，增加 103.33%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2019 年 12 月 31 日止 12 個月內增加 103,33.43 元，增加 103.33%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2018 年 12 月 31 日止 12 個月內增加 103,33.43 元，增加 103.33%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2017 年 12 月 31 日止 12 個月內增加 103,33.43 元，增加 103.33%。本公司之經營收入在 2024 年 11 月 30 日止 12 個月內，較 2016 年 12 月 31 日止 12 個月內增加 103,33.43 元，增加 103.33%。

LETTER FROM EVER-LONG SECURITIES

... 5.4% in 2015, ... 2014. ... 2.5% ...

... 2024 ...

Unit: RMB ten thousand

Operating costs	Nov-Dec, Year 2016	Year 2017	Year 2018	Year 2019	Year 2020
E	5,000.00	4,900.00	3,520.00	4,420.00	1,155.00
	<u>5,000.00</u>	<u>4,900.00</u>	<u>3,520.00</u>	<u>4,420.00</u>	<u>1,155.00</u>
	<u>5,000.00</u>	<u>4,900.00</u>	<u>3,520.00</u>	<u>4,420.00</u>	<u>1,155.00</u>

Unit: RMB ten thousand

Operating costs	Year 2021	Year 2022	Year 2023	Year 2024 and onwards
E	10,000.50	112,214.10	115,500.52	115,500.52
	<u>10,000.50</u>	<u>112,214.10</u>	<u>115,500.52</u>	<u>115,500.52</u>
	<u>10,000.50</u>	<u>112,214.10</u>	<u>115,500.52</u>	<u>115,500.52</u>

... 0.5% ...

2024 年 11 月 30 日止 12 个月，以及 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。

Unit: RMB ten thousand

Items	Nov-Dec,	Year	Year	Year	Year	Year	Year	Year	Year	2024 and
	Year									
2024 年 11 月 30 日止 12 个月	225.20	1,341.47	1,421.03	1,501.07	1,588.44	1,677.15	1,766.35	1,855.12	1,944.12	2024 年 11 月 30 日止 12 个月
2023 年 11 月 30 日止 12 个月	130.10	1,101.0	1,154.47	1,207.24	1,260.11	1,312.5	1,365.3	1,418.13	1,470.5	2023 年 11 月 30 日止 12 个月

2024 年 11 月 30 日止 12 个月，以及 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。 () 表示负数。

2024 年 11 月 30 日止 12 个月，以及 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。 3%、4% 表示 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。

2024 年 11 月 30 日止 12 个月，以及 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。 () 表示负数。 3% 表示 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。

2024 年 11 月 30 日止 12 个月，以及 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。 3% 表示 2024 年 11 月 30 日止 12 个月与 2023 年 11 月 30 日止 12 个月相比的变动。

LETTER FROM EVER-LONG SECURITIES

4. Possible financial effects of the Disposal

The following table shows the possible financial effects of the Disposal on the Company's financial statements for the year ended 31 December 2019.

(a) Earnings

	2019	2018
Revenue	1.2	1.2
Expenses	(0.8)	(0.8)
Profit before tax	0.4	0.4
Income tax expense	(0.1)	(0.1)
Profit after tax	0.3	0.3
Number of shares	31	31
Profit per share	0.01	0.01
Dividend per share	0.0	0.0
Dividend yield	0.0%	0.0%
Dividend cover	0.0	0.0

(b) Net assets

	2019	2018
Net assets	1,04.0	1,04.0
Number of shares	31	31
Net assets per share	33.5	33.5
Dividend per share	0.0	0.0
Dividend yield	0.0%	0.0%
Dividend cover	0.0	0.0

The above table shows the possible financial effects of the Disposal on the Company's financial statements for the year ended 31 December 2019. The Disposal is expected to have a positive impact on the Company's earnings and net assets.

LETTER FROM EVER-LONG SECURITIES

RECOMMENDATION

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Ever-Long Securities Company Limited
Wilson Cheung
Executive Director – Corporate Finance

Note: E
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*The English translation of the Chinese name(s) in this letter, where indicated with * is included for information purpose only and should not be regarded as the official English name(s) of such Chinese name(s).*

The following is the text of the valuation report prepared for the purpose of inclusion in this circular received from Jiangsu Hua Xin Asset Valuation Firm.

82.61%

2016

(1)



20, 201
(201,)

$\frac{a}{10} \times 100 = 82.61\%$

A

- i. $\frac{a}{10} \times 100 = 82.61\%$
- ii. $\frac{a}{10} \times 100 = 82.61\%$
- iii. $\frac{a}{10} \times 100 = 82.61\%$
- iv. $\frac{a}{10} \times 100 = 82.61\%$
- v. $\frac{a}{10} \times 100 = 82.61\%$
- vi. $\frac{a}{10} \times 100 = 82.61\%$
- vii. $\frac{a}{10} \times 100 = 82.61\%$
- viii. $\frac{a}{10} \times 100 = 82.61\%$
- ix. $\frac{a}{10} \times 100 = 82.61\%$
- x. $\frac{a}{10} \times 100 = 82.61\%$
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- xvii. $\frac{a}{10} \times 100 = 82.61\%$
- xviii. $\frac{a}{10} \times 100 = 82.61\%$
- xix. $\frac{a}{10} \times 100 = 82.61\%$
- xx. $\frac{a}{10} \times 100 = 82.61\%$

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$\frac{10}{10} \times 82.61\% = 8.261\%$

201 年 12 月 31 日

2.1%

1. 2.1%

2. 2.1%

3. 2,022,400, 23, 21, 00, 0,200, 00

4. 31,201

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2.1%

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201 31, 30, 201,

9. a a a a a a a a

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14,30,210.43,

	tft 1,201	2,201	3.442%	1,4,01,3,		
	tft 10,201	,201	3.31 0%	1,3,13.		
	tft 10,201	,201	3.31 0%	2,4,2,2,4		
	tft 10,201	,201	3.31 0%	1,3,3,123,1,		
	tft 10,201	,201	3.31 0%	2,2,0.		
	tft 10,201	,201	3.31 0%	1,13,43,0		
	tft 10,201	,201	3.31 0%	102,0,23		
	tft 11,201	,201	3.31, %	,410.00		
	31,201	t, 2,,201,	3.3 3,%	3,0,,2		
	31,201	t, 2,,201,	3.3 3,%	3,2,,2		

№ п/п	№ п/п	№ п/п	№ п/п	№ п/п	№ п/п	№ п/п
1	1	11,201	2.000%	14,12,...	...	...
2	1	1,201	2.000%	1,2,30,00	...	...
3	1	1,201	2.000%	1,2,30,00	...	...
4	1	1,201	2.000%	2,424,...	...	...
5	23,201	21,201	2.000%	,02,13,10	...	...
6	24,201	22,201	2.000%	14,4,1,4,00	...	...
7	2,201	2,201	13.00%	1,0,.,1,20	...	...
8	2,201	2,201	2.000%	1,33,2,1.0	...	...
9	2,201	2,201	2.000%	,3,4,4,00
10	31,201	2,201	2.000%	1,14,.,.,00
11	2,201	1,201	2.000%	2,0,40,00

$\frac{100}{100} \times 82.61\% = 82.61\%$

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... 2.1% ... 31, 201 ...

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... 30, 1 ...

... 30, 1 ... *****

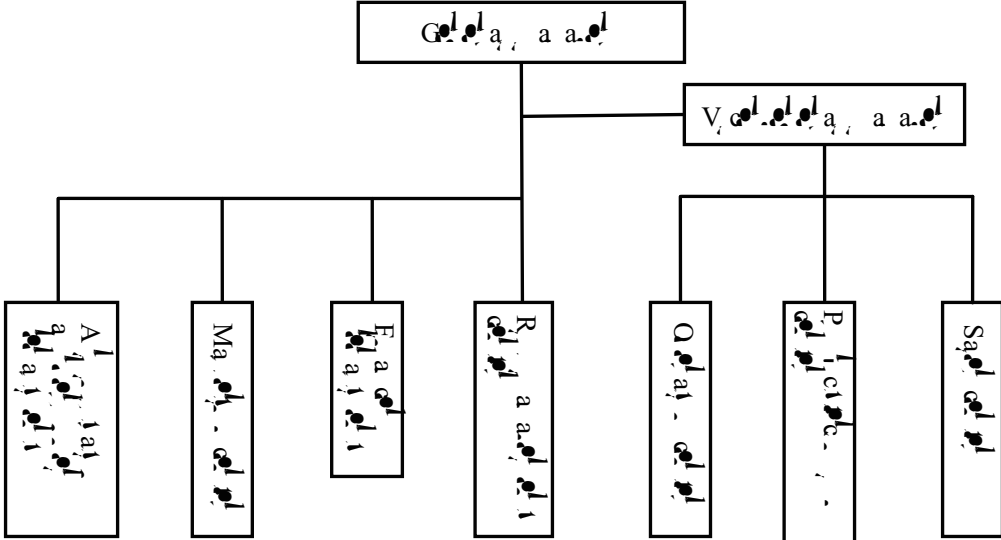
... 1320100, 2 0, 4332

...

	(RMB'0000)	(RMB'0000)	(%)
1	3,00.00	3,00.00	2.1%
2	00.00	00.00	1.3%
	<u>4,00.00</u>	<u>4,00.00</u>	<u>100.00%</u>

(2) ... (, 31, 201) , ...

... 130, ...



3. ...

(1) ...

① ...

② ... 31

③ ...

④ ...

(2) ...

... (%) ...

...	1.00	...
...	.00	...
...	.00	...
...	2.00	...

2012, ... 2012 ... 3, ...

4. ...

(1) ...

... z ...

(2) ...

... z ... t ...

(2) ... ()

① RMB ten thousand

	31, 2014	31, 2015	31, 2016
...	1, 2 ..	10, 2 .. 3	2, .. 4.4
...	214.14	,102..	24, 03.10
...	1, 23.4	4, 2 ..	,1 1.3

② RMB ten thousand

	2014	2015	2016
...	0.00	10,10.. 2	1, .. 3.24
...	-1, ..	1 ..2,	404. ..
...	-1, ..	13.31	3 4.00

6. A

...

(1) ...

...

①

Handwritten musical notation for exercise ①, consisting of three systems of staves with notes, rests, and dynamic markings.

②

Handwritten musical notation for exercise ②, consisting of two systems of staves with notes, rests, and dynamic markings.

(2)

Handwritten musical notation for exercise (2), consisting of three systems of staves with notes, rests, and dynamic markings.

7. ...

(1) ...

201 ... 2. % ... 1. ...

(2) ...

201 ... 2.11% ... 21 .11 ... 0.4% ... 2, 30. 04% ... 2, 2.24 ... %.

3% ... %

(3) ...

201 ... 201 ... 1, .3 ... 1. % ... 10.0 ... 1. %4, ... 2.3% ... 2. ... 0. %

(4)

...

201... 13. % 2014...

...

... 201... 1.31 2014... % 1. % 2014...

...

201... 121... 1.0% 3.4% 2.1% 2014... \$... 3.1% 2... % 2014...

Unit: RMB ten thousand

(10)	
2,14	2,14
3,14	3,14
3,11	3,11
	.1
	1.00
	13,14
	1.00
	<u>2,002.24</u>
	23,21
	<u>23,21</u>
	,020.0
3,11,00	(3,201),

Unit: RMB

		100 (%)		
1		100	3,000,000.00	2(-)
2		100	1,132,100.00	2(-)
3		100	23.00	2(-)
			<u>3,113,200.00</u>	

...

(一) 1. 10

...

1. 10

101, 0.42 2, ...

2. A 10

14, 2, 3, ... 44, 2. 1 ...

3. 10

4, 0.4 2. 2, ... 2, 0.33 3 ...

4. 0, 3. 2, t

5. A 10

1 ()

6. 10-10

1 0,000.00, 3

7. 10-10-10

3,11,00.

(11)

1, 1, .24, 1,3,1,3 1.

Unit: RMB

1	201	10	4,000.00	41,2.0
2	201	10	32,14	2,31,4
3	201	10	3,13.2	,1.12
4	201	10	14,0	12,1 2.34
	201	10	240,000.00	21,000.00
	201	10	3,000.00	3 2,433.3,
	201	10	40,344.0	3,0,12.4
	201	10	1,30.24	1,33.4

3. $\frac{1}{x^2} = x^{-2}$, $\frac{d}{dx} x^{-2} = -2x^{-3} = -\frac{2}{x^3}$

$\frac{d}{dx} \left(\frac{1}{x^2} \right) = -\frac{2}{x^3}$

1. $\frac{d}{dx} x^a = a x^{a-1}$

$\frac{d}{dx} x^a = a x^{a-1}$

(1) $\frac{d}{dx} x^a = a x^{a-1}$

1. $\frac{d}{dx} x^a = a x^{a-1}$

(1) $\frac{d}{dx} x^a = a x^{a-1}$

1. $\frac{d}{dx} x^a = a x^{a-1}$

2. $\frac{d}{dx} x^a = a x^{a-1}$

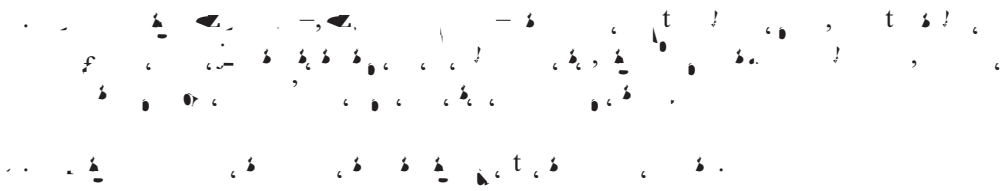
3. $\frac{d}{dx} x^a = a x^{a-1}$

4. $\frac{d}{dx} x^a = a x^{a-1}$

(1) $\frac{d}{dx} x^a = a x^{a-1}$

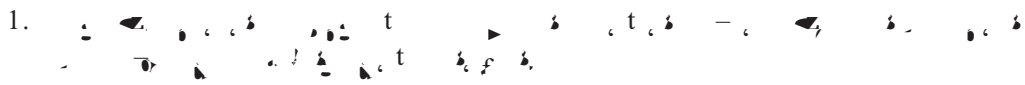

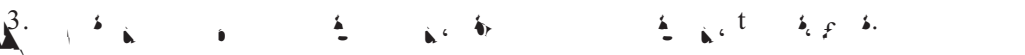
1. $\frac{d}{dx} x^a = a x^{a-1}$

2. $\frac{d}{dx} x^a = a x^{a-1}$



 Musical notation for exercise 1, featuring a treble clef, a key signature of one flat, and a 4/4 time signature. The melody consists of eighth and quarter notes with various rests.

(1) 10. 11. 12. 13. 14.

1. 
2. 
3. 

(II) 15. 16. 17. 18. 19.

(1) 20. 21. 22. 23. 24.





2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30.

4. $\int_0^1 x^2 dx = \frac{1}{3}$

① $\int_0^1 x^2 dx = \frac{1}{3}$

② $\int_0^1 x^2 dx = \frac{1}{3}$

③ $\int_0^1 x^2 dx = \frac{1}{3}$

$\int_0^1 x^2 dx = \frac{1}{3}$

$$A_7 + \sum_{t=1}^{\infty} \dots (2)$$

$$\dots (3)$$

... (1) ... (2) ...

$$P = \sum_{n=1}^{\infty} \frac{FCFn}{(1+r)^n} (4)$$

... (1, 2, 3, ...)

3. ...

$$(1) \dots$$

... 2013, ... 2033, ...

... 0. % ...

... 2024 ...

Unit: RMB ten thousand

| | 2016 | 2017 | 2018 | 2019 | 2020 |
|------------|-----------------|-----------------|-----------------|-----------------|------------------|
| ... | ,000.00 | 4,000.00 | 3,400.00 | 4,000.20 | ,,43.2 |
| ... | 300.00 | 2,000.00 | 3,000.00 | 4,440.00 | ,,4.1 |
| ... | 10.00 | 40.00 | 0.00 | 0.00 | 100.00 |
| ... | 3,310.00 | 6,040.00 | 6,400.00 | 8,440.20 | 103,33,43 |

Unit: RMB ten thousand

| | 2016 | 2017 | 2018 | 2019 | 2020 |
|-----|------|----------|----------|----------|----------|
| ... | 0.00 | 4,300.00 | 3,200.00 | 4,420.00 | 1,100.00 |
| ... | 0.00 | 3.40 | 0.00 | 0.00 | 0.00 |

Unit: RMB ten thousand

| | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
|--------|---------|----------|---------|---------|---------|---------|---------|---------|---------|
| 22.20 | 1,341.0 | 1,421.03 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 |
| 130.10 | 1,000.0 | 1,000.0 | 4.24 | 3.1 | 1,021.3 | 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 |

④

Unit: RMB ten thousand

Unit: RMB ten thousand

| | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
|------|------|-------|------|------|-------|------|------|------|------|
| 34.0 | 21.3 | 222.3 | 22.3 | 22.3 | 232.3 | 23.3 | 23.3 | 23.3 | 23.3 |

⑤

⑥

⑦



3. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

4. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

() $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

1. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

2. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

3. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

4. $\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

$\dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots \overset{a}{10} \dots$

(1) $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

$\theta_1, \theta_2, \theta_3, \dots, \theta_n$

(2) $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

$\theta_1, \theta_2, \theta_3, \dots, \theta_n$

$\theta_1, \theta_2, \theta_3, \dots, \theta_n$

(3) $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

1. $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

2. $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

3. $\theta_1, \theta_2, \theta_3, \dots, \theta_n$

(1) $\frac{a}{b} \dots$

1. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

2. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

3. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

4. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

5. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

6. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

7. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

8. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

9. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

10. $\left\{ \begin{array}{l} \frac{a}{b} \dots \\ \dots \end{array} \right.$

...

() ...

... () ...

() ...

... 31, 201 ,
... 2, 022, 400 ... 2, 1, 3 ,200,
... 1, 12, 00 ... 0. 3%,
... 23, , 21, 00 ...
23, , 21, 00, ... 0.00 ... 0.00%,
... 0,200, 00 ...
2,013,400, ... 1, 12, 00 ... 3. 1%.

| | (%) | (T) | (T) | A | (%) |
|---|------|------------------|------------------|-------------------|------------|
| 1 | 100% | 3,000,000.00 | 3,40,02.0 | 1,40,02.0 | 4.3 |
| 2 | 100% | 1,1,3,21.0 | 1,1,3,30.2 | 0.0 | 0.01 |
| 3 | 100% | 23.00 | 23.00 | 0.00 | 0.00 |
| | | <u>3,11,23.0</u> | <u>3,22,03.3</u> | <u>1,40,114.0</u> | <u>4.3</u> |

(A) 0,4,00 2,013,400, 1,3,400 3.41%.

(B) ...

(C) ...

2. 1% 0, 4, 00 2. 1% , 11, 00 (31, 201)

1. t

14, 30, 210.43,

| | A | | |
|--------|-------|---------|--------------|
| 1,201 | 2,201 | 3.442% | 1,4,01.3, |
| 10,201 | ,201 | 3.31 0% | 1,3,13. |
| 10,201 | ,201 | 3.31 0% | 2,4,2,2...4 |
| 10,201 | ,201 | 3.31 0% | 1,3,3,123,1, |
| 10,201 | ,201 | 3.31 0% | . 2,2,0. |
| 10,201 | ,201 | 3.31 0% | 1, 13, 43,0 |

| № | А | А | А | А | А | А |
|----|--------|-----------|-----------|--------|-----------|-----------|
| 10 | 3.31% | 102,023 | 102,023 | 3.31% | 102,023 | 102,023 |
| 11 | 3.31% | 410.00 | 410.00 | 3.31% | 410.00 | 410.00 |
| 12 | 3.33% | 3,012 | 3,012 | 3.33% | 3,012 | 3,012 |
| 13 | 3.33% | 3,212 | 3,212 | 3.33% | 3,212 | 3,212 |
| 14 | 2.000% | 14,120 | 14,120 | 2.000% | 14,120 | 14,120 |
| 15 | 2.000% | 1,230.00 | 1,230.00 | 2.000% | 1,230.00 | 1,230.00 |
| 16 | 2.000% | 1,230.00 | 1,230.00 | 2.000% | 1,230.00 | 1,230.00 |
| 17 | 2.000% | 2,424.00 | 2,424.00 | 2.000% | 2,424.00 | 2,424.00 |
| 18 | 2.000% | 102,13.10 | 102,13.10 | 2.000% | 102,13.10 | 102,13.10 |
| 19 | 2.000% | 144,14.00 | 144,14.00 | 2.000% | 144,14.00 | 144,14.00 |
| 20 | 1.300% | 10,120 | 10,120 | 1.300% | 10,120 | 10,120 |

| | | | A | | |
|--|--------|--------|--------|---------------|--|
| | 2,201 | 2,201 | 2.000% | 1,33,21.0 | |
| | 2,201 | 2,201 | 2.000% | 3,44.00 | |
| | 31,201 | 2,201 | 2.000% | 1,14,00.00 | |
| | 2,201 | 1,201 | 2.000% | 2,040.00 | |
| | ,201 | ,201 | 2.000% | 1,233,40.00 | |
| | 14,201 | 13,201 | 2.000% | 11,400.00 | |
| | 20,201 | 1,201 | 4.300% | 00,000.00 | |
| | 2,201 | 2,201 | 4.300% | 1,000.00 | |
| | 12,201 | ,201 | 4.300% | 0,000.00 | |
| | ,201 | ,201 | 4.00% | 10,000,000.00 | |
| | 24,201 | 23,201 | 4.00% | 10,000,000.00 | |

2. t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

3. $(-f, f)$ \dots t_1, t_2, \dots, t_n

4. t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

II. A \dots

1. t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

2. t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

3. t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

4. $31, 201, \dots, 30, 201, \dots$

t_1, t_2, \dots, t_n \dots t_1, t_2, \dots, t_n

III. \dots

t_1, t_2, \dots, t_n \dots $20, 201, \dots$

(\dots)

A 1 1 1 1 A, 1 A 1 1 1 1

2019 2020 2021

Unit: RMB ten thousand

| | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
|---------------------|---------|----------|----------|-----------|-----------|--------|----------|---------|---------|
| 1. 经营活动产生的现金流量净额 | 310.00 | 0.00 | 3.0 | 1.0 | 103,33.43 | 113.11 | 11,3.24 | 122.42 | 122.42 |
| 2. 投资活动产生的现金流量净额 | 22.20 | 1,341.40 | 1,421.03 | 1,0.0 | 1,2.10 | 10.00 | 112,3.10 | 11,3.32 | 11,3.32 |
| 3. 筹资活动产生的现金流量净额 | 130.10 | 1.0 | 1.0 | 4.24 | 3.1 | 1.1 | 1,2.3 | 1,1.12 | 1,1.12 |
| 4. 汇率变动对现金及现金等价物的影响 | 34.0 | 21.3 | 222.3 | 22.3 | 22.3 | 232.3 | 23.3 | 23.3 | 23.3 |
| 5. 现金及现金等价物净增加额 | - | 1,4.0 | 1,20.0 | 2,3.0 | 3,334.3 | 3,21.0 | 4,04.2 | 4,12.0 | 4,12.0 |
| 6. 期初现金及现金等价物余额 | - | 1,3.13 | 3,0.02 | 0.0 | 33.0 | 4.0 | 1,012.1 | 1,03.1 | 1,03.1 |
| 7. 期末现金及现金等价物余额 | 1.34 | 1,140.0 | 2,012.0 | 2,00.0 | 2,42.0 | 3,03.4 | 3,114.0 | 3,114.0 | 3,114.0 |
| 8. 现金及现金等价物净增加额 | 0.01 | 43.2 | 44.42 | 44.42 | 44.42 | 44.42 | 44.42 | 44.42 | 44.42 |
| 9. 现金及现金等价物净增加额 | 21.1 | 12.1 | 12.1 | 12.1 | 12.1 | 12.1 | 12.1 | 12.1 | 12.1 |
| 10. 现金及现金等价物净增加额 | 0.0 | 0.00 | 1.0 | 2.0 | 2.0 | 2.0 | 2.0 | 2.0 | 44.42 |
| 11. 现金及现金等价物净增加额 | -310.41 | - | 4,1.1 | 3.0 | 3,3,144 | 2,4.0 | 1,42.02 | 1,01.0 | - |
| 12. 现金及现金等价物净增加额 | 3,0.1 | 1,34.0 | 2,33.0 | 3,41.1 | 2,2.0 | 42.1 | 1,4.1 | 2,3.4 | 3,241.2 |
| 13. 现金及现金等价物净增加额 | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% | 0.0% |
| 14. 现金及现金等价物净增加额 | 0.1 | 1.1 | 2.1 | 3.1 | 4.1 | 1.1 | 1.1 | 1.1 | 1.1 |
| 15. 现金及现金等价物净增加额 | 0.4 | 0.0 | 0.1 | 0,4.1 | 0.2 | 0.22 | 0.2 | 0.14 | 4003 |
| 16. 现金及现金等价物净增加额 | 3,031.4 | 1,210.0 | 2,3,3.0 | 2,4.0 | 4.0 | 2.4 | 1,1 | 1,222.1 | 1,0.32 |
| 17. 现金及现金等价物净增加额 | 1,0.1 | 0.00 | 11.1 | 13,000.00 | 13,2.0 | 30.2 | 0.4 | | |

... w ...

A. LETTER FROM THE BOARD ON DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF 82.61% EQUITY INTEREST OF JIANGSU CROSS-BORDER

... E ...
12. ...
1 ...

13 ... 201

Disclosable and Connected Transaction – Disposal of 82.61% Equity Interest in Jiangsu Cross-border

... 20... 201... (江蘇華信資產評估有限公司) ... 23 ... 201 ... 2.1% ... 31 ... 201... 14.1 ... 14.0 ... 14.2

... w ...

... 14.2(3) ...

Nanjing Sample Technology Co., Ltd.
Zhu Xiang
Executive Director

B. REPORT FROM REPORTING ACCOUNTANT ON DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF 82.61% EQUITY INTEREST OF JIANGSU CROSS-BORDER

3112, 31/1, 12, 200

12, 201

Re: The discloseable and connected transaction regarding disposal of 82.61% equity interest in Jiangsu Cross-border e-Commerce Services Co., Ltd. ("Jiangsu Cross-border") by Nanjing Sample Technology Co., Ltd. (the "Disposal")

2012, 2012, 2.61%

Respective responsibilities of the directors of the Company and the reporting accountants

14.1, E

14.2

w, y, w

1. RESPONSIBILITY STATEMENT

The directors, supervisors and chief executive officers of the Company are fully aware of the importance of the responsibility statement and have taken all reasonable steps to ensure that the information disclosed in this report is true, accurate and complete, and that there are no material omissions or misleading statements. They also confirm that the information disclosed in this report is true, accurate and complete, and that there are no material omissions or misleading statements.

2. DISCLOSURE OF INTERESTS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE OFFICERS OF THE COMPANY

The directors, supervisors and chief executive officers of the Company have disclosed their interests in the shares of the Company as follows:

(1) Mr. Wang [Name], Chairman of the Board, has disclosed his interests in the shares of the Company as follows:

He holds 1,350,000 shares of the Company, representing approximately 0.43% of the registered capital of the Company.

(2) Mr. [Name], Director, has disclosed his interests in the shares of the Company as follows:

He holds 15,443,400 shares of the Company, representing approximately 50.01% of the registered capital of the Company.

Long Positions in the Shares

| Name of Directors | Number of Shares | Nature of Interest | Approximate Percentage of the Registered Capital of the Company (%) |
|--------------------------|------------------|--------------------|---|
| Mr. Wang [Name] (Note 1) | 1,350,000 | Direct interest | 0.43% |
| Mr. [Name] | 15,443,400 | Direct interest | 50.01% |
| Mr. [Name] (Note 2) | 15,443,400 | Direct interest | 50.01% |

Notes:

(1) Mr. Wang [Name] holds 1,350,000 shares of the Company, representing approximately 0.43% of the registered capital of the Company. * (江蘇三寶控股有限公司) (Jiangsu Sample-)

15,443,400.00 元，占本公司 2019 年 12 月 31 日末歸母股東權益總額的 15.33%，3,400.00 元，占本公司 2019 年 12 月 31 日末歸母股東權益總額的 0.03%。本公司 2019 年 12 月 31 日末歸母股東權益總額為 97,500,000.00 元。

西藏卓鑫創業投資管理有限責任公司（以下簡稱「卓鑫創投」）於 2019 年 12 月 31 日末歸母股東權益總額為 15,443,400.00 元，占本公司 2019 年 12 月 31 日末歸母股東權益總額的 50.01%。卓鑫創投 2019 年 12 月 31 日末歸母股東權益總額中，西藏卓鑫創業投資管理有限責任公司（以下簡稱「卓鑫創投」）持有 15,443,400.00 元，占卓鑫創投 2019 年 12 月 31 日末歸母股東權益總額的 100%。卓鑫創投 2019 年 12 月 31 日末歸母股東權益總額中，西藏卓鑫創業投資管理有限責任公司（以下簡稱「卓鑫創投」）持有 15,443,400.00 元，占卓鑫創投 2019 年 12 月 31 日末歸母股東權益總額的 100%。（西藏卓鑫創業投資管理有限責任公司）

| Name of Shareholders | Number of Shares | Nature of Interest | Approximate Percentage of the Registered Capital of the Company (%) |
|---------------------------|------------------|--------------------|---|
| 西藏卓鑫創業投資管理有限責任公司 (Note 1) | 15,443,400 | General | 50.01% |
| 西藏卓財創業投資管理有限責任公司 (Note 1) | 15,443,400 | General | 50.01% |
| 上海佳鑫企業管理中心(有限合夥)(Note 1) | 15,443,400 | General | 50.01% |
| 上海聯啟企業管理中心(有限合夥)(Note 1) | 15,443,400 | General | 50.01% |
| 上海聯啟企業管理(上海)有限公司 (Note 2) | 4,545,000 | General | 15.44% |
| 上海聯啟企業管理(上海)有限公司 (Note 2) | 4,545,000 | General | 15.44% |
| 上海聯啟企業管理(上海)有限公司 (Note 2) | 4,545,000 | General | 15.44% |
| 上海聯啟企業管理(上海)有限公司 (Note 3) | 24,000,000 | General | 80.00% |
| 上海聯啟企業管理(上海)有限公司 (Note 3) | 24,000,000 | General | 80.00% |
| 上海聯啟企業管理(上海)有限公司 (Note 3) | 22,200,000 | General | 74.00% |
| 上海聯啟企業管理(上海)有限公司 (Note 3) | 1,523,000 | General | 5.22% |

Notes:

(1) 本公司於2015年3月4日，以人民幣153,434,000元（約合22,500萬美元）收購了南京三寶投資發展有限公司（Sample Investment-），該公司持有南京聚格企業管理中心（有限合夥）（Nanjing Juge-）100%的權益。南京聚格企業管理中心（有限合夥）（Nanjing Juge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京聚格企業管理中心（有限合夥）（Nanjing Juge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0.40%的權益，南京聚格企業管理中心（有限合夥）（Nanjing Juge-）持有3.60%的權益。南京潤格企業管理中心（有限合夥）（Nanjing Runge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京潤格企業管理中心（有限合夥）（Nanjing Runge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0%的權益，南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有10%的權益。南京潤格企業管理中心（有限合夥）（Nanjing Runge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京潤格企業管理中心（有限合夥）（Nanjing Runge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0%的權益，南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有10%的權益。

(2) 本公司於2015年3月4日，以人民幣153,434,000元（約合22,500萬美元）收購了南京三寶投資發展有限公司（Sample Investment-），該公司持有南京聚格企業管理中心（有限合夥）（Nanjing Juge-）100%的權益。南京聚格企業管理中心（有限合夥）（Nanjing Juge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京聚格企業管理中心（有限合夥）（Nanjing Juge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0.40%的權益，南京聚格企業管理中心（有限合夥）（Nanjing Juge-）持有3.60%的權益。南京潤格企業管理中心（有限合夥）（Nanjing Runge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京潤格企業管理中心（有限合夥）（Nanjing Runge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0%的權益，南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有10%的權益。南京潤格企業管理中心（有限合夥）（Nanjing Runge-）由南京潤格企業管理中心（有限合夥）（Nanjing Runge-）和南京潤格企業管理中心（有限合夥）（Nanjing Runge-）共同持有，其中南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有0%的權益，南京潤格企業管理中心（有限合夥）（Nanjing Runge-）持有10%的權益。

7. MATERIAL ADVERSE CHANGE

As at the end of the reporting period, the Company has no material adverse change in its financial position, financial performance, business operations, or other matters that may have a material adverse effect on the Company's financial position, financial performance, business operations, or other matters.

8. EXPERTS AND CONSENTS

The Company has engaged the following experts to assist in the preparation of the financial statements and the environmental impact statement:

| Name | Qualification |
|-----------|--------------------------------|
| E. J. ... | ... 1 (), 4 () ... 6 () ... |
| ... | ... |

The Company has also engaged the following experts to assist in the preparation of the environmental impact statement:

E. J. ...

Experts—

As at the end of the reporting period, the Company has no material adverse change in its financial position, financial performance, business operations, or other matters that may have a material adverse effect on the Company's financial position, financial performance, business operations, or other matters.

E. J. ...

9. DOCUMENTS FOR INSPECTION

... & ... 41-41, 4, ... 10 ...
... 14 ...

- () ... E ...
- () ... W ...
- () ... W ...
- () ... E ...
- () ... W ...
- () ... \$2.1% ...
- () ... E ...
- () ...

NOTICE OF EGM



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 () EGM-
() Company-)w 10.00
, 15 y 201 10
w w

ORDINARY RESOLUTIONS

(1) THAT

- () 1 y 201 21 201
() Equity Transfer Agreement-)w
(Sample Group-)
E
E
- () Director(s)-,)
() Board-)
E

(2) 本公司董事會於2017年4月13日召開的第十二次董事會會議上，討論並通過了關於本公司與南京樣本技術有限公司（以下簡稱“南京樣本”）訂立《股權轉讓協議》的決議。該決議將提交本公司股東大會審議。

南京樣本技術有限公司
NANJING SAMPLE TECHNOLOGY CO., LTD.*
Sha Min
Chairman

2017年4月13日

Notes:

1. The above mentioned ordinary resolution (1) in relation to the Equity Transfer Agreement shall be approved by independent shareholders as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Sample Group and its associates will abstain from voting in relation to such resolution. Details regarding such resolution are set out in the circular of the Company dated 13 April 2017.
2. 本公司董事會（以下簡稱“董事會”）於2017年4月13日召開的第十二次董事會會議上，討論並通過了關於本公司與南京樣本技術有限公司（以下簡稱“南京樣本”）訂立《股權轉讓協議》的決議。該決議將提交本公司股東大會審議。

南京樣本技術有限公司（以下簡稱“南京樣本”）為本公司之關聯方。本公司與南京樣本訂立《股權轉讓協議》後，南京樣本將成為本公司之子公司。
3. 本公司董事會於2017年4月13日召開的第十二次董事會會議上，討論並通過了關於本公司與南京樣本技術有限公司（以下簡稱“南京樣本”）訂立《股權轉讓協議》的決議。該決議將提交本公司股東大會審議。

南京樣本技術有限公司（以下簡稱“南京樣本”）為本公司之關聯方。本公司與南京樣本訂立《股權轉讓協議》後，南京樣本將成為本公司之子公司。

