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南京三寶科技股份有限公司  
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- (2) To consider and approve the appointment of Mr. Gao Lihua as an independent non-executive director of the Company from the closing of the EGM on 31 December 2018 and to authorize the Board to determine his remuneration.

Board of the Board  
**NANJING SAMPLE TECHNOLOGY CO., LTD.\***

**Sha Min**  
*Chairman*

Nanjing, PRC  
13 April 2017

*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. 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, the holder on the basis, has one of the joint holders whose name and signature on the certificate of Membership in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, a proxy form and the vote of a voter of the shareholder, if any, and which is signed on a non-qualified certified copy of the shareholder's name, be delivered to the Company's H Share Registrar, Company Secretary Hong Kong Inland Service Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holder of H Share) or to the Company's registered office at No. 10 Ma'an Avenue, Qiyi District, Nanjing City, Jiangsu Province, the People's Republic of China (in case of holder of Domestic Share) no later than 24 hours before the time appointed for the holding of the EGM or 24 hours before the time appointed for making the poll. Delivery of the form of proxy shall not exclude a shareholder of the Company from attending and voting in person at the meeting and, in such case, the shareholder attending a meeting shall be deemed to be elected.
4. Holder of the H Share or Domestic Share who intend to attend the EGM are requested to complete the enclosed REPLY SLIP FOR ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING and deliver it to the Company's Hong Kong H Share Registrar and company secretary, Company Secretary Hong Kong Inland Service Limited at Shop 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holder of H Share) or to the Company's registered office at No. 10 Ma'an Avenue, Qiyi District, Nanjing City, Jiangsu Province, the People's Republic of China (in case of holder of Domestic Share) on or before Friday, 5 May 2017. The envelope may be delivered by hand or by post.
5. The signature of member of the Company will be closed from 5 May 2017 (Friday) to 15 May 2017 (Monday) (both dates inclusive), during which period no transfer of Shares will be effected. Shareholder whose name appears on the signature of member of the Company on 15 May 2017 (Monday) will be entitled to attend and vote at the EGM convened by the above notice.
6. Member who is entitled to attend and vote at the meeting (and form of proxy in case of proxy) on attending the EGM.

*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. Shum Shing Kei, Mr. Geng Nai Fan and Mr. Hu Hanhui.*

*\* for identification purpose only*