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南京三寶科技股份有限公司

**NANJING SAMPLE TECHNOLOGY COMPANY LIMITED\***

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

**(Stock Code: 8287)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "Annual General Meeting") of Nanjing Sample Technology Company Limited (the "Company") will be held at No.10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC on Friday, 15 May 2009 at 9:00 a.m. for the following purposes:

- I. To consider and, if thought fit, pass the following ordinary resolutions:
  - (1) To consider and approve the report of the directors of the Company for 2008;
  - (2) To consider and approve the report of the supervisory committee of the Company for 2008;
  - (3) To consider and approve the audited consolidated financial statements of the Group for 2008;
  - (4) To authorise the board of directors to appoint auditors and to fix their remuneration for the year ending 2009;
  - (5) To consider and approve the resolution for appropriation to statutory reserve fund for 2008;
  - (6) To consider and approve the authority of the Board to dispose of the entire equity interests of Hunan Li Zhen Technology Co., Limited\*, a subsidiary of the Company;
  - (7) To consider and approve the merger by absorption of Nanjing Sample RFID Technology Company Limited\*, a wholly-owned subsidiary, by the Company.
- II. To consider and, thought fit, pass with or without amendment, the special resolution in respect of the general mandate to issue additional new shares by the Board:

**“That:**

- (a) conditional on paragraphs (c), (d) and (e) below, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (f)) of all powers of the Company to severally or jointly allot, issue and deal with the domestic shares in the capital of the Company and/or the overseas-listed foreign shares (H shares) in the capital of the Company be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Board to make or grant offers, agreements or options during the Relevant Period which would or might require the allotment and issue of domestic shares and or H shares during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of the domestic shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approvals in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the domestic shares in issue as at the date of the passing of this resolution;
- (d) the aggregate nominal amount of the H shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approvals in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the H shares in issue as at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be exercised pursuant to the Company Law of the PRC and shall be subject to the approval of China Securities Regulatory Commission and/or other relevant authorities of the PRC and/or Growth Enterprise Market of the Stock Exchange of Hong Kong Limited;
- (f) for the purpose of this special resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the twelve-month period following the passing of this special resolution;
- (iii) the date on which the authority sets out in this resolution is revoked or varied by the members of the Company by a special resolution in general meeting.”

By Order of the Board  
**Nanjing Sample Technology Company Limited\***  
Sha Min  
*Chairman*

Nanjing, the PRC  
23 March 2009

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Guo Ya Jun, the non-executive Director is Mr. Ge Jun; and the independent non-executive Directors are Mr. Zhang Zhan, Mr. Wang Wei and Mr. Lau Shek Yau John.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*

*\* for identification purpose only*