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If you have sold or transferred all your shares in 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*), you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).



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)

**SUBSCRIPTION OF NEW H SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF EXTRAORDINARY GENERAL MEETING
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES
AND
NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**

A letter from the Board dated 19 June 2009 is set out in pages 3 to 9 of this circular.

Notice convening the EGM (to be held at 10:00 a.m. on 3 August 2009) and the Shareholders Class Meetings for holders of H Shares and Domestic Shares (to be held at 10:30 a.m. and 11:00 a.m. respectively on 3 August 2009) of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*) at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC, are set out on pages 10 to 21 of this circular. Proxy forms for use at the EGM and the Shareholders Class Meetings are enclosed with this circular. Whether or not you intend to attend the EGM and the Shareholders Class Meetings, you are requested to complete and return the enclosed proxy forms 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, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the respective time appointed for the holding of the EGM and the Shareholders Class Meetings for holders of H Shares and for the holders of Domestic Shares. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM and the Shareholders Class Meetings for the holders of H Shares and for the holders of Domestic Shares or any adjourned meeting or meetings should you wish to do so.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of **GEM** mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on **GEM**, there is a risk that securities traded on **GEM** may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on **GEM**.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“Articles Amendments”	the proposed amendments to the Articles of Association to reflect the changes in shareholding structure of the Company upon the completion of the Subscription
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	a joint-stock limited company incorporated in the PRC, the issued H Shares of which are listed on GEM (Stock Code: 8287)
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary domestic shares(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on 3 August 2009 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province to approve the Subscription and the Articles Amendments
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the Council of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Shares(s)”	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 GEM and subscribed for and traded in HK\$
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 June 2009, being the latest practicable date before the printing of this circular for ascertaining certain information

DEFINITIONS

“PRC”	People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	holders of the Domestic Shares and holders of the H Shares
“Shareholders Class Meetings”	the respective class meetings of the holders of H Shares and the holders of Domestic Shares to be convened and held for the purpose of approving the Subscription and the Articles Amendments
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively (i) Manygain Global Limited, subscribing for 10,000,000 H Shares; (ii) Winny Universe Group Limited, subscribing for 4,300,000 H Shares; (iii) Happy Dragon Group Limited, subscribing for 4,300,000 H Shares; (iv) Crown Profit Holdings Limited, subscribing for 4,000,000 H Shares; (v) Strong Wealth Development Limited, subscribing for 4,000,000 H Shares; and (vi) Well Concord Group Limited, subscribing for 4,000,000 H Shares
“Subscription”	the subscription of the Subscription Shares pursuant to the Subscription Agreements
“Subscription Agreements”	the six subscription agreements dated 9 June 2009 entered into between the Company and each of the Subscribers for the subscription of an aggregate of 30,600,000 H Shares
“Subscription Shares”	an aggregate of 30,600,000 H Shares to be issued and allotted pursuant to the Subscription Agreements

In this circular, amounts in RMB have been translated, for illustration purposes, into HK\$ at the exchange rate of RMB1.00 to HK\$1.134.



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)

Executive Directors:

Mr. Sha Min
Mr. Chang Yong
Mr. Guo Ya Jun

Non-Executive Directors:

Mr. Ge Jun

Independent Non-Executive Directors:

Mr. Zhang Zhan
Mr. Wang Wei
Mr. Lau Shek Yau John

Registered Office:

Building No. 1,
Ruan Jian Chuang Ye Zhong Xin,
High and New Technology Industrial
Development Zone
Nanjing City
Jiangsu Province
People's Republic of China

Principal place of business

in Hong Kong:
Room 3112A, 31/F
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

19 June 2009

To the Shareholders

Dear Sir or Madam,

**SUBSCRIPTION OF NEW H SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF EXTRAORDINARY GENERAL MEETING
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES
AND
NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES**

INTRODUCTION

By an announcement dated 9 June 2009, the Directors announced that on 9 June 2009 the Company entered into the Subscription Agreements with the Subscribers, being retail investors, pursuant to which the Subscribers have agreed subscribe for and purchase an aggregate of 30,600,000 H Shares in the share capital of the Company with an aggregate nominal value of HK\$122,400,000, at a subscription price of HK\$4.00 per Subscription Share.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide Shareholders with further information on the Subscription and the Articles Amendments.

THE SUBSCRIPTION AGREEMENTS

On 9 June 2009, the Company has entered into a Subscription Agreement with each of the Subscribers.

Subscription

The Subscribers agree to subscribe for and purchase an aggregate of 30,600,000 H Shares in the share capital of the Company from the Company with an aggregate nominal value of HK\$122,400,000, at a subscription price of HK\$4.00 per Subscription Share, according to the terms and conditions of the Subscription Agreements.

Number of Subscription Shares

The 30,600,000 new H Shares to be allotted and issued by the Company pursuant to the Subscription Agreements represent 50% and approximately 15.81% of the total existing issued H share capital of the Company and the total existing issued share capital of the Company respectively, and approximately 33.33% and 13.65% of the total issued H share capital of the Company and the total issued share capital of the Company as enlarged by the issue of the Subscription Shares, respectively.

The Subscription Price of HK\$4.00 per Subscription Share represents:

1. a discount of 11.11% to the closing price of HK\$4.5 per H Share as quoted on the Stock Exchange on 9 June 2009, being the last trading day immediately before the signing of the Subscription Agreements;
2. a discount of 10.59% to the average of the closing prices of approximately HK\$4.474 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 9 June 2009;
3. a discount of 9.46% to the average of the closing prices of approximately HK\$4.418 per H Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 9 June 2009; and
4. a discount of 13.79% to the closing price of approximately HK\$4.64 per H Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price which was agreed after arm's length negotiations between the Company and the Subscribers was determined by reference to, amongst other things, the prevailing market price of the H Shares. The Directors consider the Subscription Price and the terms of the Subscription Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Independence of the Subscribers

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of the Subscribers and their beneficial owners is independent of the Company and its subsidiaries, and are not connected persons of the Company.

Conditions of the Subscription

Completion of the Subscription Agreements are conditional upon the following conditions being fulfilled:

1. the Shareholders' approval of the Subscription Agreements, Subscription and the transactions contemplated thereunder (including but not limited to the authorisation of the Board to determine and deal with matters relating thereto at its discretion with full authority);
2. the GEM Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subscription Shares;
3. the approval issued by the China Securities Regulatory Commission and/or other government regulatory bodies in connection with the Subscription remaining in full force and effect;
4. no material adverse change in the financial position of the Company having occurred; and
5. no force majeure event having occurred.

In the event that any of the above mentioned conditions is not fulfilled on or before 1 September 2009 or such later date as the parties to the Subscription Agreements as may agree, the Subscription Agreements shall be of no legal effect forthwith.

Ranking

The Subscription Shares will rank, upon issue, pari passu in all respects with the H Shares in issue on the date of allotment and issue of the Subscription Shares.

Use of Proceeds

The net proceeds of the Subscription will be approximately HK\$120.4 million after defuncting expenses of the Subscription. The Company intends to use the net proceeds from the Subscription principally for the development of products applying RFID technology, and research and development of system solutions and standards, with the balance of the net proceeds to be used for the general corporate and working capital requirements of the Group. The net proceeds raised per H Share upon the completion of the Subscription will be approximately HK\$3.93 per H Share.

Fund Raising Activity of the Company

The Group did not conduct any fund raising activity in the 12 months prior to the Latest Practicable Date.

LETTER FROM THE BOARD

Effects on Shareholding Structure

The table below sets out the Company's shareholding structure before and after completion of the Subscription Agreements assuming there is no change in the existing shareholdings of the Company except for the Subscription.

Shareholders	As at the Latest Practicable Date		Immediately after the Subscriptions	
	(Shares)	Per cent.	(Shares)	Per Cent.
<i>Domestic Shares:</i>				
Sha Min (Note 1)	1,350,000	0.70%	1,350,000	0.60%
Nanjing Sample Technology Group Company Limited (Note 2)	58,950,000	30.47%	58,950,000	26.31%
Jiangsu Century Golden Ox Technology & Industry & Trade Corporation	22,455,000	11.60%	22,455,000	10.02%
Active Gold Holding Limited	49,545,000	25.60%	49,545,000	22.11%
<i>H Shares:</i>				
Manygain Global Limited	0	0	10,000,000	4.46%
Winy Universe Group Limited	0	0	4,300,000	1.92%
Happy Dragon Group Limited	0	0	4,300,000	1.92%
Crown Profit Holdings Limited	0	0	4,000,000	1.78%
Strong Wealth Development Limited	0	0	4,000,000	1.78%
Well Concord Group Limited	0	0	4,000,000	1.78%
Public	61,200,000	31.61%	61,200,000	27.31%

Notes:

1. As Du Yu (杜予) is the spouse of Sha Min, Du Yu is deemed to be interested in 1,350,000 domestic shares held by Sha Min pursuant to Part XV of the SFO.
2. Nanjing Sample Technology Group Company Limited ("Sample Group") directly holds 54,000,000 domestic shares and is also interested in 95.00% of the registered capital of Nanjing Sample Technology Commerce City Company Limited (南京三寶科技商城有限公司) ("Sample Commerce City"), which in turn is directly interested in 4,950,000 Domestic Shares. Pursuant to section 316 of the SFO, the Sample Group is deemed to be interested in the 4,950,000 Domestic Shares held by Sample Commerce City.

PROPOSED ISSUE OF SUBSCRIPTION SHARES

As the number of Subscription Shares exceeds the number of new H Shares which may be allotted and issued under the existing general mandate, the Board resolved to convene the EGM and the Shareholders Class Meetings to seek the Shareholders' approval to issue the Subscription Shares under the Subscription.

REGULATORY APPROVAL

The Company has obtained the approval from the China Securities Regulatory Commission on 2 June 2008 in respect of the issue of not more than 30,600,000 new H Shares.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board proposed the Articles Amendments to reflect the changes in shareholding structure of the Company upon the completion of the Subscription. The proposed Articles Amendments are as follows:

- (a) by adding the following at the end of Article 17 of the Articles of Association:

“With the issue totaling 30,600,000 H shares in 2009, the total equity of the Company changes to 224,100,000 shares, with 132,300,000 shares (59.04% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:

- (i) 54,000,000 shares held by Nanjing Sample Technology Group Company Limited, accounting for 24.10% of the total number of the ordinary shares issued by the Company;
- (ii) 22,455,000 shares held by Jiangsu Century Golden Ox Technology & Industry & Trade Corporation, accounting for 10.02% of the total number of the ordinary shares issued by the Company;
- (iii) 49,545,000 shares held by Active Gold Holding Limited, accounting for 22.11% of the total number of the ordinary shares issued by the Company;
- (iv) 4,950,000 shares held by Nanjing Sample Technology Commerce City Company Limited, accounting for 2.21% of the total number of the ordinary shares issued by the Company;
- (v) 1,350,000 shares held by Sha Min, accounting for 0.60% of the total number of the ordinary shares issued by the Company; and
- (vi) 91,800,000 overseas listed foreign shares held by H shareholders, accounting for 40.96% of the total number of the ordinary shares issued by the Company.”

- (b) By deleting the existing Article 20 of the Articles of Association in its entirety and replacing with the following:

“The registered capital of the Company is RMB224,100,000.”.

GENERAL

The Group is a major developer and provider of video security system solutions in the PRC targeting on government authorities. Its products and system solutions are currently designated for use in (i) traffic monitoring and control sector and (ii) customs logistics monitoring sector in the PRC.

Application will be made by the Company to the GEM Listing Committee for the grant of the listing of, and permission to deal in, the Subscription Shares.

LETTER FROM THE BOARD

EGM

The notice of the EGM is set out on pages 10 to 13 of this circular.

The EGM will be convened for the purpose of approving (i) the Subscription and to authorize the Board to determine and deal with matters relating thereto, at its discretion with full authority; and (ii) the Articles Amendments.

A proxy form for use at the EGM to be held at 10:00 a.m. on 3 August 2009 2009 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC is enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed proxy forms (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, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the respective 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.

SHAREHOLDERS CLASS MEETINGS FOR HOLDERS OF H SHARES AND DOMESTIC SHARES

The notices of the Shareholders Class Meetings for holders of H Shares and Domestic Shares are set out on pages 14 to 21 of this circular.

The Shareholders Class Meetings for the holders of H Shares and Domestic Shares will be convened for the purpose of approving (i) the Subscription and to authorize the Board to determine and deal with matters relating thereto, at its discretion with full authority; and (ii) the Articles Amendments.

Proxy forms for use at the Shareholders Class Meetings for the holders of H Shares and Domestic Shares to be held at 10:30 a.m. and 11:00 a.m. respectively on 3 August 2009 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC are enclosed. Whether or not you intend to attend the Shareholders Class Meetings for the holders of H Shares and Domestic Shares, you are requested to complete and return the enclosed proxy forms for use at the Shareholders Class Meeting for the holders of H Shares (in case of holders of H Shares) or proxy form for use at the Shareholders Class Meeting for the holders of Domestic Shares (in case of holders of Domestic Shares), 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, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the respective time appointed for the holding of the Shareholders Class

LETTER FROM THE BOARD

Meetings for the holders of H Shares and Domestic Shares. Completion and return of the said proxy form will not preclude you from attending and voting in person at the Shareholders Class Meetings for the holders of H Shares and Domestic Shares or at any adjourned meeting should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the EGM pursuant to Article 76 of the Articles.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreements are fair and reasonable, and the Subscription together with the Articles Amendments is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors would have recommended the Shareholders to vote for the Subscription and the Articles Amendments.

By Order of the Board
南京三寶科技股份有限公司
Nanjing Sample Technology Company Limited*
Sha Min
Chairman

* For identification purpose only

NOTICE OF THE EGM



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 THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of the holders of Domestic Shares and H Shares of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*) (the "Company") will be held at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province on 3 August 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

I. **"THAT**

- (a) the Subscription Agreements entered into between the Subscribers and the Company in relation to the subscription of an aggregate of 30,600,000 new H Shares (the "Subscription Shares") at the subscription price of HK\$4.00 per Subscription Share, a copy of each of the Subscription Agreements which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreements be and are hereby approved, confirmed and ratified, and that the Board be and is hereby authorized to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit;
- (b) conditional upon, among others, the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to each of the Subscribers pursuant to their respective Subscription Agreements be and is hereby approved; and

* For identification purpose only

NOTICE OF THE EGM

- (c) conditional on the Board resolving to issue the Subscription Shares pursuant to subparagraph above, the Board be and is hereby authorized to:
- (i) implement and take all such steps and to do any and all such acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder; and
 - (ii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.

For the purpose of this resolution:

“Board” means the board of directors of the Company;

“Domestic Shares” means the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in RMB either by PRC nationals and/or PRC corporate entities, or non-PRC nationals and/or non-PRC corporate entities, as the case may be, and all of such shares are not listed on The Stock Exchange of Hong Kong Limited; and

“H Shares” means the overseas listed foreign invested shares of RMB1.00 each in the share capital of the Company which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars;

“RMB” means Renminbi, the lawful currency of the People's Republic of China;

“Subscribers” means collectively (i) Manygain Global Limited, subscribing for 10,000,000 H Shares; (ii) Winny Universe Group Limited, subscribing for 4,300,000 H Shares; (iii) Happy Dragon Group Limited, subscribing for 4,300,000 H Shares; (iv) Crown Profit Holdings Limited, subscribing for 4,000,000 H Shares; (v) Strong Wealth Development Limited, subscribing for 4,000,000 H Shares; and (vi) Well Concord Group Limited, subscribing for 4,000,000 H Shares; and

“Subscription Agreements” means the six subscription agreements dated 9 June 2009 entered into between the Company and each of the Subscribers for the subscription of an aggregate of 30,600,000 H Shares.”

NOTICE OF THE EGM

2. **“THAT** subject to and upon completion of the Subscription Agreements (as defined in Special Resolution No. 1 contained in the notice of which this resolution forms part), the Articles of Association be amended in the following manner:

(a) by adding the following at the end of Article 17 of the Articles of Association:

With the issue totaling 30,600,000 H shares in 2009, the total equity of the Company changes to 224,100,000 shares, with 132,300,000 shares (59.04% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:

- (i) 54,000,000 shares held by Nanjing Sample Technology Group Company Limited, accounting for 24.10% of the total number of the ordinary shares issued by the Company;
- (ii) 22,455,000 shares held by Jiangsu Century Golden Ox Technology & Industry & Trading Corporation, accounting for 10.02% of the total number of the ordinary shares issued by the Company;
- (iii) 49,545,000 shares held by Active Gold Holding Limited, accounting for 22.11% of the total number of the ordinary shares issued by the Company;
- (iv) 4,950,000 shares held by Nanjing Sample Technology Commerce City Company Limited, accounting for 2.21% of the total number of the ordinary shares issued by the Company;
- (v) 1,350,000 shares held by Sha Min, accounting for 0.60% of the total number of the ordinary shares issued by the Company; and
- (vi) 91,800,000 overseas listed foreign shares held by H shareholders, accounting for 40.96% of the total number of the ordinary shares issued by the Company.”

(b) By deleting the existing Article 20 of the Articles of Association in its entirety and replacing with the following:

“The registered capital of the Company is RMB224,100,000”.

For the purpose of the above special resolution:

“Articles of Association” means the articles of association of the Company.”

By order of the Board
南京三寶科技股份有限公司
Nanjing Sample Technology Company Limited*
Sha Min
Chairman

Nanjing, the PRC, 19 June 2009

* For identification purpose only

NOTICE OF THE EGM

Notes:

1. The register of members of the Company will be closed from 4 July 2009 to 3 August 2009 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company at the close of trading on 3 July 2009 will be entitled to attend and vote at the EGM convened by the above notice.
2. Any holder of the Domestic Shares or H Shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the EGM on his behalf. A proxy needs not be a holder of the Domestic Shares or H Shares of the Company.
3. A voting proxy form for the EGM is enclosed. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power of attorney must be delivered 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, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, 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 holding the EGM or any adjournment thereof.
4. Holders of the Domestic Shares and H Shares who intend to attend the EGM should complete the enclosed REPLY SLIP FOR EXTRAORDINARY GENERAL MEETING and return it to the Company's Hong Kong H Share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shop 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, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) on or before 14 July 2009. The reply slip may be delivered by hand, by post or by fax to the number (852) 2865 0990.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. The address of the Company's registered office is as follows:

Building No. 1
Ruan Jian Chuang Ye Zhong Xin
High and New Technology Industrial Development Zone
Nanjing City
Jiangsu Province, the PRC

The address of the Company's Hong Kong H Share registrar and transfer office is as follows:

Computershare Hong Kong Investor Services Limited
Shop 1712–1716, 17/F., Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES



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 CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting (the "Class Meeting") of the holders of H Shares of 南京三寶科技股份有限公司 (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 3 August 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

I. **"THAT**

- (a) the Subscription Agreements entered into between the Subscribers and the Company in relation to the subscription of an aggregate of 30,600,000 new H Shares (the "Subscription Shares") at the subscription price of HK\$4.00 per Subscription Share, a copy of each of the Subscription Agreements which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreements be and are hereby approved, confirmed and ratified, and that the Board be and is hereby authorized to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit;
- (b) conditional upon, among others, the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to each of the Subscribers pursuant to their respective Subscription Agreements be and is hereby approved; and

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (c) conditional on the Board resolving to issue the Subscription Shares pursuant to subparagraph above, the Board be and is hereby authorized to:
- (i) implement and take all such steps and to do any and all such acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder; and
 - (ii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities."

For the purpose of this resolution:

"Board" means the board of directors of the Company;

"Domestic Shares" means the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in RMB either by PRC nationals and/or PRC corporate entities, or non-PRC nationals and/or non-PRC corporate entities, as the case may be, and all of such shares are not listed on The Stock Exchange of Hong Kong Limited; and

"H Shares" means the overseas listed foreign invested shares of RMB1.00 each in the share capital of the Company which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars;

"RMB" means Renminbi, the lawful currency of the People's Republic of China;

"Subscribers" means collectively (i) Manygain Global Limited, subscribing for 10,000,000 H Shares; (ii) Winny Universe Group Limited, subscribing for 4,300,000 H Shares; (iii) Happy Dragon Group Limited, subscribing for 4,300,000 H Shares; (iv) Crown Profit Holdings Limited, subscribing for 4,000,000 H Shares; (v) Strong Wealth Development Limited, subscribing for 4,000,000 H Shares; and (vi) Well Concord Group Limited, subscribing for 4,000,000 H Shares; and

"Subscription Agreements" means the six subscription agreements dated 9 June 2009 entered into between the Company and each of the Subscribers for the subscription of an aggregate of 30,600,000 H Shares."

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

2. **“THAT** subject to and upon completion of the Subscription Agreements (as defined in Special Resolution No. 1 contained in the notice of which this resolution forms part), the Articles of Association be amended in the following manner:

(a) by adding the following at the end of Article 17 of the Articles of Association:

With the issue totaling 30,600,000 H shares in 2009, the total equity of the Company changes to 224,100,000 shares, with 132,300,000 shares (59.04% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:

- (i) 54,000,000 shares held by Nanjing Sample Technology Group Company Limited, accounting for 24.10% of the total number of the ordinary shares issued by the Company;
- (ii) 22,455,000 shares held by Jiangsu Century Golden Ox Technology & Industry & Trading Corporation, accounting for 10.02% of the total number of the ordinary shares issued by the Company;
- (iii) 49,545,000 shares held by Active Gold Holding Limited, accounting for 22.11% of the total number of the ordinary shares issued by the Company;
- (iv) 4,950,000 shares held by Nanjing Sample Technology Commerce City Company Limited, accounting for 2.21% of the total number of the ordinary shares issued by the Company;
- (v) 1,350,000 shares held by Sha Min, accounting for 0.60% of the total number of the ordinary shares issued by the Company; and
- (vi) 91,800,000 overseas listed foreign shares held by H shareholders, accounting for 40.96% of the total number of the ordinary shares issued by the Company.”

(b) By deleting the existing Article 20 of the Articles of Association in its entirety and replacing with the following:

“The registered capital of the Company is RMB224,100,000”.

For the purpose of the above special resolution:

“Articles of Association” means the articles of association of the Company.

By order of the Board
南京三寶科技股份有限公司
Nanjing Sample Technology Company Limited*
Sha Min
Chairman

Nanjing, the PRC, 19 June 2009

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

Notes:

1. The register of members of the Company will be closed from 4 July 2009 to 3 August 2009 (both days inclusive), during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company at the close of trading on 3 July 2009 will be entitled to attend and vote at the Class Meeting for holders of H Shares convened by the above notice.
2. Any holder of H Shares entitled to attend and vote at the Class Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the Class Meeting for holders of H Shares on his behalf. A proxy needs not be a holder of H Shares of the Company.
3. A voting proxy form for the Class Meeting is enclosed. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power of attorney must be delivered 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 but in any event not less than 24 hours before the time appointed for holding the Class Meeting for holders of H Shares or any adjournment thereof.
4. Holders of the H Shares who intend to attend the Class meeting for holders of H Shares should complete the enclosed REPLY SLIP FOR CLASS MEETING FOR HOLDERS OF H SHARES and return it to the Company's Hong Kong H Share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shop 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 14 July 2009. The reply slip may be delivered by hand, by post or by fax to the number (852) 2865 0990.
5. Holders of the H Shares or their proxies shall produce their identity documents when attending the Class Meeting for holders of H Shares.
6. The address of the Company's Hong Kong H Share registrar and transfer office is as follows:

Computershare Hong Kong Investor Services Limited
Shop 1712–1716, 17/F., Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong



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 CLASS MEETING FOR HOLDERS
OF DOMESTIC SHARES**

NOTICE IS HEREBY GIVEN that a class meeting (the "Class Meeting") of the holders of Domestic Shares of 南京三寶科技股份有限公司 (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 3 August 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, pass with or without modifications, the following resolutions as special resolutions:

SPECIAL RESOLUTIONS

I. **"THAT**

- (a) the Subscription Agreements entered into between the Subscribers and the Company in relation to the subscription of an aggregate of 30,600,000 new H Shares (the "Subscription Shares") at the subscription price of HK\$4.00 per Subscription Share, a copy of each of the Subscription Agreements which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreements be and are hereby approved, confirmed and ratified, and that the Board be and is hereby authorized to make changes or amendments to the Subscription Agreements as it may in its absolute discretion deem fit;
- (b) conditional upon, among others, the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to each of the Subscribers pursuant to their respective Subscription Agreements be and is hereby approved; and

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (c) conditional on the Board resolving to issue the Subscription Shares pursuant to subparagraph above, the Board be and is hereby authorized to:
- (i) implement and take all such steps and to do any and all such acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreements and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder; and
 - (ii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities."

For the purpose of this resolution:

"Board" means the board of directors of the Company;

"Domestic Shares" means the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in RMB either by PRC nationals and/or PRC corporate entities, or non-PRC nationals and/or non-PRC corporate entities, as the case may be, and all of such shares are not listed on The Stock Exchange of Hong Kong Limited; and

"H Shares" means the overseas listed foreign invested shares of RMB1.00 each in the share capital of the Company which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars;

"RMB" means Renminbi, the lawful currency of the People's Republic of China;

"Subscribers" means collectively (i) Manygain Global Limited, subscribing for 10,000,000 H Shares; (ii) Winny Universe Group Limited, subscribing for 4,300,000 H Shares; (iii) Happy Dragon Group Limited, subscribing for 4,300,000 H Shares; (iv) Crown Profit Holdings Limited, subscribing for 4,000,000 H Shares; (v) Strong Wealth Development Limited, subscribing for 4,000,000 H Shares; and (vi) Well Concord Group Limited, subscribing for 4,000,000 H Shares; and

"Subscription Agreements" means the six subscription agreements dated 9 June 2009 entered into between the Company and each of the Subscribers for the subscription of an aggregate of 30,600,000 H Shares."

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

2. **“THAT** subject to and upon completion of the Subscription Agreements (as defined in Special Resolution No. 1 contained in the notice of which this resolution forms part), the Articles of Association be amended in the following manner:

(a) by adding the following at the end of Article 17 of the Articles of Association:

With the issue totaling 30,600,000 H shares in 2009, the total equity of the Company changes to 224,100,000 shares, with 132,300,000 shares (59.04% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:

- (i) 54,000,000 shares held by Nanjing Sample Technology Group Company Limited, accounting for 24.10% of the total number of the ordinary shares issued by the Company;
- (ii) 22,455,000 shares held by Jiangsu Century Golden Ox Technology & Industry & Trading Corporation, accounting for 10.02% of the total number of the ordinary shares issued by the Company;
- (iii) 49,545,000 shares held by Active Gold Holding Limited, accounting for 22.11% of the total number of the ordinary shares issued by the Company;
- (iv) 4,950,000 shares held by Nanjing Sample Technology Commerce City Company Limited, accounting for 2.21% of the total number of the ordinary shares issued by the Company;
- (v) 1,350,000 shares held by Sha Min, accounting for 0.60% of the total number of the ordinary shares issued by the Company; and
- (vi) 91,800,000 overseas listed foreign shares held by H shareholders, accounting for 40.96% of the total number of the ordinary shares issued by the Company.”

(b) By deleting the existing Article 20 of the Articles of Association in its entirety and replacing with the following:

“The registered capital of the Company is RMB224,100,000”.

For the purpose of the above special resolution:

“Articles of Association” means the articles of association of the Company.

By order of the Board
南京三寶科技股份有限公司
Nanjing Sample Technology Company Limited*
Sha Min
Chairman

Nanjing, the PRC, 19 June 2009

* For identification purpose only

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

Notes:

1. The register of members of the Company will be closed from 4 July 2009 to 3 August 2009 (both days inclusive), during which period no transfer of Shares will be effected. Holders of Domestic Shares whose names appear on the register of members of the Company at the close of trading on 3 July 2009 will be entitled to attend and vote at the Class Meeting convened by the above notice.
2. Any holder of Domestic Shares entitled to attend and vote at the Class Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the Class Meeting on his behalf. A proxy needs not be a holder of Domestic Shares of the Company.
3. A voting proxy form for the Class Meeting is enclosed. In order to be valid, the voting proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of the power of attorney must be delivered to the Company's registered office, Building no. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Development Zone, Nanjing City, Jiangsu Province, the PRC but in any event not less than 24 hours before the time appointed for holding the Class Meeting for holders of Domestic Shares or any adjournment thereof.
4. Holders of the Domestic Shares who intend to attend the Class meeting for holders of Domestic Shares should complete the enclosed REPLY SLIP FOR CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES and return it to the Company's registered office, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC on or before 14 July 2009. The reply slip may be delivered by hand, by post or by fax to the number (86) (25)-8435 6677.
5. Holders of the Domestic Shares or their proxies shall produce their identity documents when attending the Class Meeting for holders of Domestic Shares.
6. The address of the Company's registered office is as follows:

Building No. 1
Ruan Jian Chuang Ye Zhong Xin
High and New Technology Industrial Development Zone
Nanjing City
Jiangsu Province, the PRC