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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 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
- (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.”

- 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

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

*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*