

---

## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

This circular is for information purpose only and does not constitute or form part of, an offer or invitation, or solicitation or inducement of an offer to acquire, purchase or subscribe for any shares or securities of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited\*).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountants or other professional adviser.

**If you have sold or transferred** all your shares in the Company, you should at once hand this circular, together with the accompanying proxy forms and reply slips, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or 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)**

**(I) PROPOSED TRANSFER OF LISTING FROM  
THE GROWTH ENTERPRISE MARKET  
TO THE MAIN BOARD; AND  
(II) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION**

---

A letter from the Board dated 7 September 2009 is set out in pages 4 to 10 of this circular.

The notices convening the EGM (to be held at 10:00 a.m. on 27 October 2009) and the Class Meetings for the holders of the H Shares and Domestic Shares (to be held at 10:30 a.m. and 11:00 a.m. respectively on 27 October 2009) of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited\*) to be held at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC, are set out on pages 24 to 33 on this circular.

Proxy forms for use at the EGM and the Class Meetings are enclosed with this circular. Whether or not you intend to attend the EGM and the Class Meetings, you are requested to complete the accompanying proxy forms in accordance with the instructions printed thereon and return the same to the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only), as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the proxy forms will not prevent you from attending, and voting in person at, the meeting or any adjournment thereof if you so wish.

*This circular 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

---

## CHARACTERISTICS OF GEM

---

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at [www.hkgem.com](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.**

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I — GENERAL INFORMATION</b> .....	11
<b>APPENDIX II — DETAILS OF PROPOSED ARTICLES AMENDMENTS</b> ....	16
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	24
<b>NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES</b> .....	28
<b>NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES</b> .....	31

---

## DEFINITIONS

---

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

“Articles Amendments”	the amendments proposed to be made to the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules and the applicable laws, rules and regulations in the PRC and Hong Kong for the Transfer of Listing, which will become effective on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board. Details of the Articles Amendments are set out in Appendix II to this circular headed “Details of Proposed Articles Amendments”
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“associate(s)”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Class Meetings”	the respective class meetings of the holders of the H Shares and the holders of the Domestic Shares to be convened and held at 10:30 a.m. and 11:00 a.m. respectively on 27 October 2009 for the purpose to approve, among other things, (i) the making of relevant applications to the CRSC and the Stock Exchange for the Transfer of Listing; (ii) the Transfer of Listing; (iii) the Articles Amendments; and (iv) to authorize the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters
“Company”	Nanjing Sample Technology Company Limited* (南京三寶科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the GEM (Stock Code: 8287)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), the regulatory body responsible for the supervision and regulation of the PRC national securities market
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB, and all of such Shares are not listed on the Stock Exchange

---

## DEFINITIONS

---

“EGM”	the extraordinary general meeting of the Company to be convened and held at 10:00 a.m. on 27 October 2009 for the purpose to approve, among other things, (i) the making of relevant applications to the CRSC and the Stock Exchange for the Transfer of Listing; (ii) the Transfer of Listing; (iii) the Articles Amendments; and (iv) to authorize the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“H Shares”	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 Hong Kong Dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	31 August 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange for the listing matters
“Main Board”	the main board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice”	《關於企業申請境外上市有關問題的通知》(the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	the Domestic Shares and H Shares

---

## DEFINITIONS

---

“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the H Shares from the GEM to the Main Board

*The English name/translations of the companies established in the PRC, relevant authorities in the PRC and other Chinese terms used in this circular are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*

\* *for identification purpose only*



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  
PRC

*Principal place of business in*

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

7 September 2009

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED TRANSFER OF LISTING FROM  
THE GROWTH ENTERPRISE MARKET  
TO THE MAIN BOARD; AND  
(II) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION**

**INTRODUCTION**

With reference to the announcement made by the Company on 20 August 2009, the Board announced that the Company plans to apply to the CSRC and the Stock Exchange respectively for the Transfer of Listing pursuant to the streamlined transfer of listing procedures under Chapter 9A of the Main Board Listing Rules.

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

In connection with the Transfer of Listing, the Board has resolved to convene the EGM and the Class Meetings, which is scheduled to be held at 10:00 a.m. (for the EGM), 10:30 a.m. (for the Class Meetings for the holders of the H Shares) and 11:00 a.m. (for the Class Meetings for the holders of the Domestic Shares) respectively on 27 October 2009 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC, and at each of such meetings, special resolutions will be proposed to the Shareholders to consider, and if thought fit, and approve, among other things, (i) the making of relevant applications to the CSRC and the Stock Exchange for the Transfer of Listing; (ii) the Transfer of Listing; (iii) the Articles Amendments; and (iv) to authorise the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters.

The Company would like to emphasize that (i) preparations relating to the Transfer of Listing are at a preliminary stage and a definite timetable for the Transfer of Listing has not yet been finalized; (ii) no application relating thereto have been made to the CSRC and/or the Stock Exchange; and (iii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the CSRC, the Stock Exchange and the Shareholders in the EGM and the Class Meetings. Shareholders should note that the special resolutions to be proposed at the EGM and Class Meetings are for the sole purpose of obtaining approval from the Shareholders to enable the Company to make the proposed application to the CSRC and the Stock Exchange in relation to the Transfer of Listing. Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing and are therefore advised to exercise caution when dealing in the H shares.

### **REASONS FOR THE TRANSFER OF LISTING**

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. Since the listing of the H Shares on the GEM on 9 June 2004, the business of the Group has grown steadily and the Group has improved its public profile. In the past five years, the Group's net profit grew significantly from RMB17,973,000 for the year ended 31 December 2004 to RMB93,399,000 for the year ended 31 December 2008. In view of the Group's financial performance and having taking into consideration of the potential impacts of the Transfer of Listing, the Directors believe that the listing of the H Shares on the Main Board will further enhance the profile and corporate image of the Company, draw industry analysts' attention to the Company, further strengthen the recognition of the Company among larger institutional investors, widen the Company's shareholder base and enhance the trading liquidity of the H Shares. The Directors also believe that the Transfer of Listing will be beneficial to the fund raising ability, future growth, financial flexibility and business development of the Company.

The Directors do not contemplate any material change in the nature of business activities of the Company immediately following the Transfer of Listing. The Transfer of Listing will not involve any placing of the H Shares or issuance of any new H Shares by the Company.

Accordingly, for the reasons stated above, the Board has resolved to convene the EGM and the Class Meetings to approve, among other things, the Transfer of Listing.



---

## LETTER FROM THE BOARD

---

### REQUIREMENTS UNDER THE PRC REGULATIONS

Under the relevant PRC laws, rules and regulations, a company incorporated in the PRC which intends to have its shares listed on an overseas stock exchange is required to comply with the Notice. The Notice is applicable to the Transfer of Listing. Under the Notice, Shareholders' approval in relation to, among others, the Transfer of Listing must be obtained prior to the submission of the relevant application to the CSRC. Under the existing Articles of Association, the Shareholders' approval is also required for the Transfer of Listing, the Articles Amendments and the Company's application to the CSRC and the Stock Exchange.

Subject to the passing of the special resolutions by the Shareholders in each of the EGM and the Class Meetings to approve the Transfer of Listing and the Articles Amendments, the Company will make a formal application to the CSRC for the approval of the Transfer of Listing, and at appropriate time, the Company will make a formal application to the Stock Exchange in relation to the Transfer of Listing. The Company shall fulfill all necessary requirements as stipulated in the relevant PRC laws, rules and regulations.

### PROPOSED ARTICLES AMENDMENTS

#### Reasons and conditions for the Articles Amendments

In light of the Transfer of Listing and for the purpose of complying with the Main Board Listing Rules and the relevant laws, rules and regulations in the PRC and Hong Kong, special resolutions will be proposed at the EGM and the Class Meetings for the Shareholders to approve, on a conditional basis, the Articles Amendments, details of which are set out in the Appendix II to this circular headed "Details of Proposed Articles Amendments". The Articles Amendments are subject to the passing of the said special resolutions at the EGM and the Class Meetings, and will become effective (subject to further amendments being made to the same by the Directors as authorised by the Shareholders) on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirement of the Main Board Listing Rules in replacement of the GEM Listing Rules. Prior to the Articles Amendments becoming effective, the current Articles of Association will continue to be in force. The Articles Amendments will not take effect and the current Articles of Association shall continue to be effective if the Company fails to proceed with the Transfer of Listing.

#### Proposed Articles Amendments

The Articles Amendments will give the effect in complying with the requirements of the Main Board Listing Rules and the relevant laws, rules and regulations in the PRC and Hong Kong.

Set out below are the details of the significant amendments to be incorporated into the Articles of Association:

- I. the Articles Amendments will become effective on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board in compliance with the requirements of the Main Board Listing Rules in replacement of the GEM Listing Rules;

---

## LETTER FROM THE BOARD

---

2. a current provision relating to the dividends will be amended to comply with the provisions of Appendix 3 to the Main Board Listing Rules;
3. a current provision relating to the power of general meeting to remove Director before the expiration of the term of office will be amended to comply with the provisions of the Appendix 3 to the Main Board Listing Rules;
4. a new provision will be added in order to comply with the provisions of the Appendix 3 to the Main Board Listing Rules, namely where the Company has the power to purchase for redemption a redeemable share, purchase not made through the market or by tender are to be limited to a maximum price; and if purchase are by tender, tenders are to be available to all Shareholders alike;
5. a new provision will be added in order to comply with the provisions of the Appendix 3 to the Main Board Listing Rules, namely where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares; and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;
6. a new provision will be added in order to comply with the provisions of the Appendix 3 to the Main Board Listing Rules, namely where power is taken to issue share warrants to bearer, that no new share warrant shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed;
7. changes will be made, where appropriate, in order to comply with the requirements of the Main Board Listing Rules relating to financial reporting;
8. reference to any provisions of the GEM Listing Rules will be replaced by that to the corresponding provisions of the Main Board Listing Rules as far as applicable;
9. various changes will be made to correct mistakes and language styles and generally to clarify the contents of the existing Articles of Association; and
10. any consequential amendments to the Articles of Association as a result of the Transfer of Listing and/or any other amendments to the Articles of Association as the Directors may consider necessary to comply with the requirements of the Main Board Listing Rules.

Details of proposed Articles Amendments are set out in the Appendix II to this circular headed “Details of Proposed Articles Amendments”.

### **THE EGM AND THE CLASS MEETINGS**

Shareholders should note that the approval of (i) the making of relevant applications to the CRSC and the Stock Exchange for the Transfer of Listing; (ii) the Transfer of Listing; (iii) the Articles Amendments at the EGM and the Class Meetings is the prerequisite for making an application to the CSRC.

---

## LETTER FROM THE BOARD

---

Therefore, for the purpose of enabling the Company to make the CSRC application, the Board intends to convene the EGM and the Class Meetings on 27 October 2009 for the Shareholders to consider and approve, if thought fit, among other things, (i) the making of relevant applications to the CRSC and the Stock Exchange for the Transfer of Listing; (ii) the Transfer of Listing; (iii) the Articles Amendments; and (iv) to authorize the Directors to do such acts or things and to take such steps as they consider necessary, desirable and expedient to carry out and/or give effect to the above matters.

The notice of EGM is set out on pages 24 to 27 of this circular. A proxy form for use at the EGM to be held at 10:00 a.m. on 27 October 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 the accompanying proxy form for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the EGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the EGM or at any adjourned meeting if you so wish.

The notices of the Class Meetings for the holders of the H Shares and the Domestic Shares are set out on pages 28 to 33 of this circular. Proxy forms for use at the Class Meetings for the holders of the H Shares and Domestic Shares to be held at 10:30 a.m. and 11:00 a.m. respectively on 27 October 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 Class Meetings for the holders of the H Shares and the Domestic Shares, you are requested to complete the accompanying proxy form for use at the Class Meeting for the holders of the H Shares (for the holders of the H Shares only) or proxy form for use at the Class Meeting for the holders of the Domestic Shares (for the holders of the Domestic Shares only) in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the Class Meetings for the holders of the H Shares and Domestic Shares or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the Class Meetings for the holders of the H Shares and the Domestic Shares or at any adjourned meeting if you so wish.

Reply slips for each of the EGM and the Class Meetings are also enclosed. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only) on or before 4:30 p.m. Wednesday, 7 October 2009 in accordance with the instructions printed thereon.

---

## LETTER FROM THE BOARD

---

The Transfer of Listing will be subject to the conditions set out in the paragraph headed “Conditions for the Transfer of Listing and the Articles Amendments” below.

### **CONDITIONS FOR THE TRANSFER OF LISTING AND THE ARTICLES AMENDMENTS**

The Transfer of Listing and the Articles Amendments are inter-conditional and will be conditional on, among others things, the following conditions:

1. the fulfillment of all the applicable listing requirements on the Main Board as stipulated in the relevant laws, rules and regulations of the PRC and the Main Board Listing Rules by the Company;
2. the passing of special resolutions by the Shareholders at the EGM to approve the Transfer of Listing, the Articles Amendments and the Company’s application to the CSRC and the Stock Exchange for the Transfer of Listing;
3. the passing of special resolutions by the holders of the Domestic Shares and the H Shares at the respective Class Meetings to approve the Transfer of Listing, the Articles Amendments and the Company’s application to the CSRC and the Stock Exchange for the Transfer of Listing;
4. the granting of the relevant approval by the CSRC in connection with the Transfer of Listing;
5. the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
6. the obtaining of all other relevant consent or approval (if any) which are required in connection with the Transfer of Listing and the fulfillment of all conditions which may be attached to such consents or approvals.

The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders and potential investors informed on the latest progress of the proposed Transfer of Listing. An announcement as required by the Rule 9A.08 of the Main Board Listing Rules will be published after formal approval for the Transfer of Listing has been received from the Stock Exchange.

### **WARNING**

**The Company would like to emphasise that (i) preparations relating to the Transfer of Listing are at a preliminary stage and a definite timetable for the Transfer of Listing has not yet been finalized; (ii) no applications relating thereto have been made to the Stock Exchange and/or the CSRC; (iii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Stock Exchange, the CSRC and the Shareholders in the EGM and the Class Meetings.**

---

## LETTER FROM THE BOARD

---

**Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing, which is subject to, among others, the granting of the relevant approval by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company. Shareholders and potential investors are therefore advised to exercise caution when dealing in the H shares.**

### **VOTING BY WAY OF POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, all resolutions put to the vote at the EGM and the Class Meetings will be taken by way of poll.

An announcement will be made by the Company following conclusion of the EGM and the Class Meetings to inform the Shareholders of the result of such meetings.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members in Hong Kong will be closed from Sunday, 27 September 2009 to Tuesday, 27 October 2009, both days inclusive, during which period no transfer of the H Shares of the Company will be effected. In order to be eligible to attend the EGM and the Class Meeting for the holders of the H Shares, and to vote as the Shareholders, all transfers of the H Shares together with the relevant share certificates must be delivered at the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 25 September 2009. All transfers of the Domestic Shares together with the relevant share certificates must be delivered at the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC, no later than 4:30 p.m. on Friday, 25 September 2009.

### **RECOMMENDATIONS**

The Board is of the view that the Transfer of Listing and the adoption of the Articles of Association with the Articles Amendments are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM and the Class Meetings.

### **OTHERS**

Your attention is drawn to the general information set out in the Appendix I to this circular.

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

## I. 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 purpose 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.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors', supervisors' and chief executives' interest in the Company

As at the Latest Practicable Date, the interest and short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or which they are deemed to have under such provisions of the SFO); (ii) to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### *Long Positions in the Shares*

<b>Name of Directors</b>	<b>Number of the Domestic Shares held</b>	<b>Capacity/ Nature of interest</b>	<b>Approximate percentage of the total number of issued Shares in the share capital of the Company (%)</b>	<b>Approximate percentage of the total number of issued Domestic Shares (%)</b>
Sha Min	1,350,000	Beneficial owner/ Personal	0.6	1

Note: 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 by virtue of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, supervisors and chief executives of the Company had interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which are required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or which they are deemed to have under such provisions of the SFO); (ii) to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

**(b) Substantial Shareholders' interests and short positions in the Shares and underlying shares of the Company**

So far as was known to any Directors, supervisors or chief executives of the Company, as at the Latest Practicable Date, the persons or companies (not being a Director, supervisor or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, which should fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO were as follows:

*Long Position in the Shares*

Name of Shareholders	Number of Shares	Capacity/Nature of interest	Approximate percentage of the total number of issued Shares in the share capital of the Company (%)	Approximate percentage of the total number of issued Domestic Shares (%)	Approximate percentage of the total number of issued H Shares (%)
Nanjing Sample Technology Group Company Limited (" <b>Sample Group</b> ") (Note 1)	58,950,000 Domestic Shares	Beneficial owner and Held by controlled corporation/ corporate (Note 1)	26.31%	44.56%	—
Jiang Su Century Golden Ox Technology & Industry & Trade Corporation*	22,455,000 Domestic Shares	Beneficial owner/ corporate	10.02%	16.97%	—
Active Gold Holding Limited	49,545,000 Domestic Shares	Beneficial owner/ corporate	22.11%	37.45%	—
Atlantis Investment Management Ltd	16,642,000 H Shares	Investment Manager/ corporate	7.43%	—	18.13%
Golden Meditech Company Limited (Note 2)	12,097,000 H Shares	Held by controlled corporation/ corporate	5.4%	—	13.18%
Manygain Global Limited	10,000,000 H Shares	Beneficial owner/ corporate	4.46%	—	10.89%

Notes:

1. Sample Group directly holds 54,000,000 Domestic Shares. Sample Group is also interested in 95% 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 holds 4,950,000 Domestic Shares, and therefore by virtue of the SFO, Sample Group is deemed to be interested in the 4,950,000 Domestic Shares held by Sample Commerce City.
2. 12,097,000 H Shares were held by GM Investment Company Limited, which is wholly-owned by Golden Meditech Company Limited. By virtue of GM Investment Company Limited's interests in the Company, Golden Meditech Company Limited is deemed to be interested in the same 12,097,000 H Shares under the SFO.

Save as disclosed above, so far as was known to the Directors, supervisors or chief executives of the Company, as at the Latest Practicable Date, none of the persons or companies (other than a Director, supervisor or chief executive of the Company) who had interests or short positions in the shares, underlying shares of the Company, which should fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO.

### **3. MATERIAL LITIGATION**

As at the Latest Practicable Date, so far as the Directors are aware, neither the Company nor any member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any member of the Group.

### **4. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered into a service contract with any member of the Group which does not expire or is not terminable within one year without payment of compensation (other than statutory compensation).

### **5. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or the initial management shareholders (as defined under the GEM Listing Rules) of the Company or their respective associates had any interest in any business which competes or is likely to compete with the business of the Group.

### **6. DIRECTORS' INTEREST IN ASSETS AND CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or proposed to be so acquired, disposed of or leased by any member of the Group since 31 December 2008, being the date to which the latest published audited accounts of the Company were made up, and up to the Latest Practicable Date.

There was no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors was materially interest and which was significant in relation to the business of the Group.



## 7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that they were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2008, being the date to which the latest published audited financial statements of the Group were made up.

## 8. GENERAL

- (a) The registered office of the Company is located at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC
- (b) The company secretary and qualified accountant of the Company is Mr. Chan Chi Kei Ronald.
- (c) The compliance officer to the Company is Mr. Guo Ya Jun.
- (d) The Company's H Share registrar's transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (e) The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to supervise the financial reporting process and internal controls systems of the Group. The audit committee comprises three independent non-executive Directors, namely Mr. Zhang Zhan (the chairman of the audit committee), Mr. Wang Wei and Mr. Lau Shek Yau John. The background of each of the members of the Company's audit committee are as follows:
  - (1) Mr. Zhang Zhan (張展), aged 41, an independent non-executive Director. He obtained a bachelor's degree in computer science from Wuhan University in 1989. From 1989 to 1998, he worked for the Nanjing Branch of China Construction Bank. He was appointed as an independent Director in 2000. Mr. Zhang is currently general manager of the investment banking division of China Construction Bank Securities Investment Company Limited.
  - (2) Mr. Wang Wei (王煒), aged 49, an independent non-executive Director. He obtained a bachelor's degree in road engineering in 1982, a master's degree in 1985 from Southeast University and taught at the university. Mr. Wang obtained a doctorate degree in Structural Engineering from Southeast University in 1990 and taught as a visiting professor at Ruhr-University, Germany in 1996. Mr. Wang was appointed as an independent Director in 2001. He is currently dean of transportation college of Southeast University and head of City Road Traffic Management (Clear Way Project) National Professional Group.

(3) Mr. Lau Shek Yau John (劉石佑), aged 61, an independent non-executive Director. He graduated from the University of Hong Kong in 1971. Mr. Lau was a director of Inchcape Export Buying Services from 1971 to 1983. Mr. Lau established United Distribution Services Far East Limited in 1985, Hoi Kong Container Services Company Limited in 1986 and Wide Shine Terminals Limited in 1990. He founded Cargo Services Far East Limited in 1991 and was appointed as an independent Director of the Company in 2003. Mr. Law is a member of the Nanjing City Committee of the Chinese People's Political Consultative Committee.

(f) Unless otherwise specified, the English text of this circular shall prevail over the Chinese text.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours on any weekday (except Saturdays and public holidays) at the Company's principal place of business in Hong Kong at Room 3112A, 31/F, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, from the date of this circular up to and including the date of the EGM and Class Meetings:

- (a) the existing Articles of Association; and
- (b) the amended Articles of Association, which will become effective on the date of completion of the Transfer of Listing and the commencement in dealings of the H Shares on the Main Board.

This Appendix II sets out the existing Articles of Association and the proposed Articles Amendments for ease of reference. Capitalised terms used in this Appendix II have the same meanings as defined in the Articles of Associations.

The English language version of this Appendix II is an unofficial translation of its Chinese language version. In case of any ambiguity, the Chinese language version shall prevail.

<b>Articles No.</b>	<b>Existing Articles of Association</b>	<b>Amended Articles of Association</b>
Introduction on the front page	Passed on the general meeting held on 3 August 2009 (these Articles are formulated in accordance with the Mandatory Provisions for the Articles of Association of Companies Listed Overseas ("Mandatory Provisions"), an Opinion Letter Concerning Supplements and Amendments Made by Listed Companies in Hong Kong to Articles ("CSRC Letter 1995 No. 1"), the Further Standardizing Operation and Intensifying Reform of Companies Listed Overseas Opinion ("Opinion") and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules")).	Passed on the Extraordinary General Meeting and the Class Meeting for shareholders of the H Shares and Domestic Shares held on 27 October 2009 (these Articles are formulated in accordance with the Mandatory Provisions for the Articles of Association of Companies Listed Overseas ("Mandatory Provisions"), an Opinion Letter Concerning Supplements and Amendments Made by Listed Companies in Hong Kong to Articles ("CSRC Letter 1995 No. 1"), the Further Standardizing Operation and Intensifying Reform of Companies Listed Overseas Opinion ("Opinion") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules")).
Paragraph 1 of Article 1	Nanjing Sample Technology Company Limited (hereinafter defined as the "Company") is a joint stock limited company established in accordance with the Company Law of the People's Republic of China (hereinafter defined as the "Company Law"), the Securities Law of the People's Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter defined as the "Special Regulations") and other relevant laws, administrative regulations, and listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong.	Nanjing Sample Technology Company Limited (hereinafter defined as the "Company") is a joint stock limited company established in accordance with the Company Law of the People's Republic of China (hereinafter defined as the "Company Law"), the Securities Law of the People's Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter defined as the "Special Regulations") and other relevant laws, administrative regulations, and listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter defined as the "Hong Kong Stock Exchange")
Paragraph 4 of Article 1	The Company was listed on the Growth Enterprise Market of Hong Kong on 9 June 2004.	The Company was listed on the Main Board of the Hong Kong Stock Exchange since [Date].

Articles No.	Existing Articles of Association	Amended Articles of Association
Article 6	<p>The Articles of Association shall be effective from the date of listing of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (hereinafter defined as the “Hong Kong Stock Exchange”).</p> <p>From the effective date of the Articles of Association, the Articles of Association shall be the legally binding document regulating the Company’s structure and behavior, and the rights and obligations between the Company and shareholders, and among shareholders.</p>	<p>The present amendments to the Articles of Association shall be effective from the date of listing of the Company on the Main Board of the Hong Kong Stock Exchange.</p> <p>From the effective date of the amendments of the Articles of Association, the Articles of Association shall be the legally binding document regulating the Company’s structure and behavior and the rights and obligations between the Company and shareholders, and among shareholders.</p>
Article 13	No such provision	<p>Two paragraphs are added after paragraph 2 of Article 13 as follows:</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the equity capital of the Company includes shares with different voting rights, the designation of each class of shares (other than those with the most favorable voting rights) must include the words “restricted voting” or “limited voting”.</p>
Clause 2 of Paragraph 2 of Article 27	<p>On the expiration of the twelve-year period, the Company will, upon the approval of the CSRC, announce its intention to sell the shares, and will inform CSRC and the relevant overseas securities regulatory body.</p>	<p>On the expiration of the twelve-year period, the Company will, upon the approval of CSRC, announce its intention to sell the shares and give notice by advertisement published in the newspapers, and will inform CSRC and the relevant overseas securities regulatory body.</p>
Article 33	No such provision	<p>A paragraph is added before paragraph 1 of Article 33 as follows:</p> <p>In the case when the Company has the power to purchase the redeemable shares, and if such shares are not repurchased through the open market or by tender, the price shall not exceed a certain price ceiling, whereas if such shares are repurchased by the tender, the tender must be made to all shareholders under the same conditions.</p>

Articles No.	Existing Articles of Association	Amended Articles of Association
Clause 1 of Paragraph 2 of Article 44	payment to the Company of a fee of HK\$2.5 (per transfer document), or such larger amount as may from time to time be determined by the board of directors provided that such amount shall not be more than the amount prescribed from time to time under the GEM Listing Rules for the registration of the transfer documents and other documents relating to or affecting the ownership of the shares in question or the change of ownership of those shares;	payment to the Company of a fee of HK\$2.5 (per transfer document), or such larger amount as may from time to time be determined by the board of directors provided that such amount shall not be more than the amount prescribed from time to time under the Hong Kong Listing Rules for the registration of the transfer documents and other documents relating to or affecting the ownership of the shares in question or the change of ownership of those shares;
Clause 2 of Paragraph 2 of Article 44	the transfer document relates only to overseas listed foreign shares listed on the Growth Enterprise Market of the Hong Kong Stock Exchange;	the transfer document relates only to overseas listed foreign shares listed on the Main Board of the Hong Kong Stock Exchange;
Article 48	No such provision	A paragraph is added at the end of Article 48 as follow:  Where power is taken to the Company to issue share warrants to bearer, no new share warrants shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed.
Paragraph 1 of Article 65	The notice of a shareholders' meeting shall be sent to the shareholders (whether or not such shareholders are entitled to vote at the meeting), by hand or by prepaid mail to the addresses of the shareholders as shown in the register of shareholders. For the shareholders of domestic shares, the notice of a shareholders' meeting may also be sent by way of public announcement.	The notice of a shareholders' meeting shall be sent to the shareholders (whether or not such shareholders are entitled to vote at the meeting), by hand or by prepaid mail to the addresses of the shareholders as shown in the register of shareholders (whether such addresses are within Hong Kong or in regions outside Hong Kong). For the shareholders of domestic shares, the notice of a shareholders' meeting may also be sent by way of public announcement.
Paragraph 2 of Article 75	Where any shareholder is, under any applicable laws and regulations, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Where any shareholder is, under the Hong Kong Listing Rules and/or any applicable laws and regulations, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Articles No.	Existing Articles of Association	Amended Articles of Association
Paragraph 1 of Article 76	<p>Unless a poll is demanded before or after a vote by a show of hands by the following persons, voting shall be by a show of hands at shareholders' meetings:</p> <p>(1) by the chairman of such meeting;</p> <p>(2) by at least two shareholders present in person or by proxy for the time being entitled to vote at the meeting; or</p> <p>(3) by a shareholder or shareholders present in person (or by proxy) and alone or jointly representing 10% (inclusive of 10%) or above of the total voting rights of all shareholders having the right to vote at the meeting.</p>	<p>Unless voting by way of poll is required under the Hong Kong Listing Rules or other applicable laws and regulations of Hong Kong, or unless a poll is demanded before or after a vote by a show of hands by the following persons, voting shall be by a show of hands at shareholders' meetings:</p> <p>(1) by the chairman of such meeting;</p> <p>(2) by at least two shareholders present in person or by proxy for the time being entitled to vote at the meeting; or</p> <p>(3) by a shareholder or shareholders present in person (or by proxy) and alone or jointly representing 10% (inclusive of 10%) or above of the total voting rights of all shareholders having the right to vote at the meeting.</p>
Clause 6 of Paragraph 1 of Article 82	To remove any member of the board of directors before the expiration of his/her period of office.	Clause 6 of Paragraph 1 of Article 82 is hereby deleted entirely.
Clause 7 of Paragraph 1 of Article 82	Any matter which, by the passing of the ordinary resolution at any shareholders' meeting, is considered as matter of having a significant impact on the Company and required to be passed by special resolutions.	<p>Clause 7 of Paragraph 1 of Article 82 is renumbered as Clause 6, the content of which is as follow:</p> <p>Any matter which, by the passing of the ordinary resolution at any shareholders' meeting, is considered as matter of having a significant impact on the Company and required to be passed by special resolutions.</p>
Paragraph 5 of Article 100	On the condition that the provisions of relevant laws and administrative regulations are complied with, shareholders' meetings shall have power by special resolution to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his period of office.	On the condition that the provisions of relevant laws and administrative regulations are complied with, shareholders' meetings shall have power by ordinary resolution to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his period of office.
Paragraph 6 of Article 100	Any person appointed by the board of directors to fill a casual vacancy on or as an addition to the board of directors shall hold office only until the next following annual general meeting of the Issuer and shall then be eligible for re-election.	Any person appointed by the board of directors to fill a casual vacancy on or as an addition to the board of directors shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Articles No.	Existing Articles of Association	Amended Articles of Association
Paragraph 5 of Article 109	When a director is interested in any matter to be resolved at the meeting of the board of directors, such director shall evade and has no voting right, and such director will not be included in the quorum when the number of attending directors is counted.	When a director or any of his associates (as defined in the Hong Kong Listing Rules) is interested in any matter to be resolved at the meeting of the board of directors, such director shall evade and has no voting right, and such director will not be included in the quorum when the number of attending directors is counted.
Paragraph 2 of Article 122	The election of the chairman of the supervisory committee shall be decided by over two-third of the supervisors.	The election of the chairman of the supervisory committee shall be decided by over two-third (inclusive of two-third) of the supervisors.
Paragraph 2 of Article 139	A Director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, arrangement or any other proposal in which he or any of his associates (as defined in the GEM Listing Rules of the Hong Kong Stock Exchange) has a material interest, save for the exceptional circumstances specified in the Articles of Associations approved by the Stock Exchange. The following circumstances are not subject to the above restrictions:	A Director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, arrangement or any other proposal in which he or any of his associates (as defined in the Hong Kong Listing Rules) has a material interest, save for the exceptional circumstances specified in the Articles of Associations approved by the Hong Kong Stock Exchange. The following circumstances are not subject to the above restrictions:
	<p>(1) 1. the giving of any security or indemnity to the Director or his associates in respect of money lent or obligations incurred or undertaken by him or his associates for the benefit of the Issuer or any of its subsidiaries; or</p> <p>2. the giving of any security or indemnity to a third party in respect of a debt or obligation of the Issuer or any of its subsidiaries for which the Director or his associate(s) has himself/themselves provided in whole or in part and whether alone or jointly a guarantee or indemnity or the giving of security;</p>	<p>(1) 1. the giving of any security or indemnity to the Director or his associates in respect of money lent or obligations incurred or undertaken by him or his associates for the benefit of the Company or any of its subsidiaries; or</p> <p>2. the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

<b>Articles No.</b>	<b>Existing Articles of Association</b>	<b>Amended Articles of Association</b>
Paragraph 2 of Article 139 (continued)	<p>(2) any proposal concerning an offer of shares or debentures or other securities of or by the Issuer or any other company, which the Issuer may promote or be interested in, for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(3) any proposal made by any other company in which the Director or his associate(s) is/are interested, whether directly or indirectly (as an officer or executive or shareholder); or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that such Director and any of his associates are not beneficially interested in five percent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;</p> <p>(4) any proposal or arrangement concerning the benefit of the employees of the Issuer or its subsidiaries including:</p> <p>I. the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which any Director may benefit; or</p>	<p>(2) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company, which the Company may promote or be interested in, for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(3) any proposal made by any other company in which the Director or his associate(s) is/are interested, whether directly or indirectly (as an officer or executive or shareholder); or any proposal made by any other company in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that such Director and any of his associates are not in aggregate beneficially interested in five percent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;</p> <p>(4) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>I. the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which any Director or his associate(s) may benefit; or</p>



Articles No.	Existing Articles of Association	Amended Articles of Association
Paragraph 2 of Article 139 (continued)	<p>2. the adoption, modification or operation of a provident fund or pension fund, death or disability benefits scheme in relation to the Directors, his associates and employees of the Issuer or any of its subsidiaries, which does not provide in respect of any Director or his associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(5) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Issuer by virtue only of his/their interest in shares or debentures or other securities of the Issuer.</p>	<p>2. the adoption, modification or operation of a provident fund or pension fund, death or disability benefits scheme in relation to the Directors, his associates and employees of the Company or any of its subsidiaries, which does not provide in respect of any Director (or his associates), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(5) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>
Article 154	<p>The interim results and quarterly results or financial information published or disclosed by the Company shall be prepared in accordance with PRC Accounting Standards and regulations as well as the international accounting standards or such accounting standards in the place of listing overseas.</p>	<p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC Accounting Standards and regulations as well as the international accounting standards or such accounting standards in the place of listing overseas.</p>
Article 155	<p>The Company shall release at least four financial reports for each accounting year.</p> <p>The Company shall deliver the directors' report and its annual accounts and the auditor's report made with respect to those accounts to each shareholder at least 21 days before the date of the annual general meeting and within 3 months after the end of the relevant financial period.</p> <p>The Company shall prepare the interim report for the first 6 months of each financial year in compliance with, at the minimum, the requirements as stipulated by the GEM Listing Rules, which shall be published within 45 days after the end of such period.</p> <p>The Company shall prepare the quarterly report for the first 3 months and 9 months respectively of each financial year in compliance with, at the minimum, the requirements as stipulated by the GEM Listing Rules which shall be published within 45 days after the end of such period.</p>	<p>The Company shall release two financial reports for each accounting year.</p> <p>The Company shall undergo the necessary procedures and publish the completed interim accounting reports and annual accounting reports in accordance with the relevant securities laws and regulations of the PRC and the listing rules of the stock exchange where the shares of the Company are listed.</p>

Articles No.	Existing Articles of Association	Amended Articles of Association
Paragraph 4 of Article 165	Where power is taken to forfeit unclaimed dividends, that power shall only be exercised after 6 years from the date of declaring dividends.	Where power is taken to forfeit unclaimed dividends, that power shall be exercised after the expiration of the applicable limitation period.
Clause 1 of Paragraph 2 of Article 177	A copy of the appointment or removal proposal shall be sent before notice of shareholders' meeting is given to the shareholders, to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post during the relevant accounting year.	A copy of the appointment or leaving proposal shall be sent before notice of shareholders' meeting is given to the shareholders, to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post during the relevant accounting year.
	Leaving includes leaving by removal, resignation and retirement.	Leaving includes leaving by removal, resignation and retirement.
Paragraph 1 of Article 203	Unless otherwise stated in this Articles of Association, the notices, information or written statements issued by the Company to the shareholders of the overseas listed foreign shares listed in Hong Kong shall be despatched to such shareholders by hand or by mail to the addresses of such shareholders as shown in the register of the overseas listed foreign shareholders. Notices given to the shareholders of the overseas listed foreign shares listed in Hong Kong shall, to the practicable extent, be sent in Hong Kong.	Unless otherwise stated in this Articles of Association, the notices, information or written statements issued by the Company to the shareholders of the overseas listed foreign shares listed in Hong Kong shall be despatched to such shareholders by hand or by mail to the addresses of such shareholders as shown in the register of the overseas listed foreign shareholders (whether such registered addresses are within Hong Kong or in regions outside Hong Kong). Notices given to the shareholders of the overseas listed foreign shares listed in Hong Kong shall, to the practicable extent, be sent in Hong Kong.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the holders of the domestic shares (the “**Domestic Shares**”) and H shares (the “**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 People's Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 27 October 2009 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as special resolutions:

#### AS SPECIAL RESOLUTIONS

I. “**THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions for the Transfer of Listing and the Articles Amendments” in the circular of the Company dated 7 September 2009, a copy of which was marked “A” and has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be hereby approved;
- (b) the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
  - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission (“**CSRC**”) for the Transfer of Listing;
  - (ii) determining the timetable thereof;
  - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial advisers or legal advisers); and

\* for identification purpose only

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 7 September 2009, a copy of which was marked “B” and has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Directors of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as governmental authorities of the PRC may require.”

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

7 September 2009

\* *for identification purpose only*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the EGM on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
2. The proxy form for the EGM is enclosed with the circular of the Company dated 7 September 2009 (the "7 September 2009 Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or at the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of members of the Company will be closed from Sunday, 27 September 2009 to Tuesday, 27 October 2009, both days inclusive, during which period no transfer of the shares of the Company will be effected. In order to be eligible to attend the EGM and to vote as the Shareholders, all transfers of the H Shares, together with the relevant share certificates must be delivered at the Company's H Share registrar's transfer office in Hong Kong Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 25 September 2009. All transfers of the Domestic Shares together with the relevant share certificates must be delivered at the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC, no later than 4:30 p.m. on Friday, 25 September 2009. Shareholders of the Company whose name appears on the register of members of the Company at 4:30 p.m. on Friday, 25 September 2009 will be entitled to attend and vote at the EGM.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

5. Shareholders of the Company who intend to attend the EGM should complete and return the reply slip enclosed with the 7 September 2009 Circular for attendance to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or to the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only), by hand or by post on or before 4:30 p.m., Wednesday, 7 October 2009 in accordance with the instructions printed thereon.



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  
THE H SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting (the "**Class Meeting for Holders of the H Shares**") of the holders of the H shares (the "**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 People's Republic of China (the "**PRC**") at 10:30 a.m. on Tuesday, 27 October 2009 for the purpose of considering and, if thought fit, passing (with or without modifications), the following resolutions as special resolutions:

**AS SPECIAL RESOLUTIONS**

I. **"THAT**

- (a) conditional upon the conditions (as set out in the section headed "Conditions for the Transfer of Listing and the Articles Amendments" in the circular of the Company dated 7 September 2009, a copy of which was marked "A" and has been produced to the Class Meeting for Holders of the H Shares and signed by the chairman of the Class Meeting for Holders of the H Shares for the purpose of identification), the proposed transfer of listing (the "**Transfer of Listing**") of the H Shares from the Growth Enterprise Market (the "**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the main board (the "**Main Board**") of the Stock Exchange, be hereby approved;
- (b) the directors (the "**Directors**") of the Company be and are hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
  - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("**CSRC**") for the Transfer of Listing;
  - (ii) determining the timetable thereof;

\* for identification purpose only

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

---

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial advisers or legal advisers); and
- (iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing, and the transactions contemplated thereunder.”

### 2. **“THAT**

- (a) subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 7 September 2009, a copy of which was marked “B” and has been produced to the Class Meeting for Holders of the H Shares and signed by the chairman of the Class Meeting for Holders of the H Shares for the purpose of identification) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Directors of the Company be and are hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as governmental authorities of the PRC may require.”

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

7 September 2009

\* *for identification purpose only*



---

## NOTICE OF CLASS MEETING FOR HOLDERS OF THE H SHARES

---

### Notes:

1. Any member entitled to attend and vote at the Class Meeting for Holders of the H Shares is entitled to appoint in written form for one or more than one proxy to attend and vote at the Class Meeting for Holders of the H Shares on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
2. The proxy form for the Class Meeting for Holders of the H Shares is enclosed with the circular of the Company dated 7 September 2009 (the "7 September 2009 Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the Class Meeting for Holders of the H Shares or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Class Meeting for Holders of the H Shares or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the Class Meeting for Holders of the H Shares.
4. The register of members of the Company will be closed from Sunday, 27 September 2009 to Tuesday, 27 October 2009, both days inclusive, during which period no transfer of the shares of the Company will be effected. In order to be eligible to attend the Class Meeting for Holders of the H Shares and to vote as the Shareholders, all transfers of the H Shares, together with the relevant share certificates must be delivered at the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 25 September 2009. Shareholders of the Company whose name appears on the register of members of the Company at 4:30 p.m. on Friday, 25 September 2009 will be entitled to attend and vote at the Class Meeting for Holders of the H Shares.
5. Shareholders of the Company who intend to attend the Class Meeting for Holders of the H Shares should complete and return the reply slip enclosed with the 7 September 2009 Circular for attendance to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post on or before 4:30 p.m., Wednesday, 7 October 2009 in accordance with the instructions printed thereon.



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  
THE DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting (the “**Class Meeting for Holders of the Domestic Shares**”) of the holders of the domestic shares (the “**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 People's Republic of China (the “**PRC**”) at 11:00 am. on Tuesday, 27 October 2009 for the purpose of considering and, if thought fit, passing (with or without modifications), the following resolutions as special resolutions:

**AS SPECIAL RESOLUTIONS**

I. “**THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions for the Transfer of Listing and the Articles Amendments” in the circular of the Company dated 7 September 2009, a copy of which was marked “A” and has been produced to the Class Meeting for Holders of the Domestic Shares and signed by the chairman of the Class Meeting for Holders of the Domestic Shares for the purpose of identification), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be hereby approved;
- (b) the directors (the “**Directors**”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
  - (i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission (“**CSRC**”) for the Transfer of Listing;
  - (ii) determining the timetable thereof;

\* for identification purpose only

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

---

- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial advisers or legal advisers); and
- (iv) executing (with our without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing, and the transactions contemplated thereunder.”

### 2. **“THAT**

- (a) subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing, the amended articles of association of the Company incorporating the Articles Amendments (as defined and described in the Appendix II of the circular of the Company dated 7 September 2009, a copy of which was marked “B” and has been produced to the Class Meeting for Holders of the Domestic Shares and signed by the chairman of the Class Meeting for Holders of the Domestic Shares for the purpose of identification) be hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company and be effective on the date of completion of the Transfer of Listing and the commencement in dealing of the H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws, rules and regulations of the PRC, the Rules Governing the Listing of Securities on the Stock Exchange and other requirements of the relevant regulatory authorities;
- (b) the Directors of the Company be and is hereby authorized to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to make application for approval of, registration of or filing the amended articles of association of the Company to the relevant government authorities of the PRC and Hong Kong and making further amendments as governmental authorities of the PRC may require.”

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

7 September 2009

\* *for identification purpose only*

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF THE DOMESTIC SHARES

---

### Notes:

1. Any member entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares is entitled to appoint in written form for one or more than one proxy to attend and vote at the Class Meeting for Holders of the Domestic Shares on his behalf. A proxy need not be a member of the Company. In the case of joint registered holders, the proxy form must be signed by any joint registered holder. In the case that any one of such joint registered holders is present at any meeting personally or by proxy, then one of such joint registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
2. The proxy form for the Class Meeting for Holders of the Domestic Shares is enclosed with the circular of the Company dated 7 September 2009 (the "7 September 2009 Circular"). In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC, not less than 24 hours before the time appointed for holding the Class Meeting for Holders of the Domestic Shares or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Class Meeting for Holders of the Domestic Shares or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the Class Meeting for Holders of the Domestic Shares.
4. The register of members of the Company will be closed from Sunday, 27 September 2009 to Tuesday, 27 October 2009, both days inclusive, during which period no transfer of the shares of the Company will be effected. In order to be eligible to attend the Class Meeting for Holders of the Domestic Shares and to vote as the Shareholders, all transfers of the Domestic Shares, together with the relevant share certificates must be delivered at Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC no later than 4:30 p.m. on Friday, 25 September 2009. Shareholders of the Company whose name appears on the register of members of the Company at 4:30 p.m. on Friday, 25 September 2009 will be entitled to attend and vote at the Class Meeting for Holders of the Domestic Shares.
5. Shareholders of the Company who intend to attend the Class Meeting for Holders of the Domestic Shares should complete and return the reply slip enclosed with the 7 September 2009 Circular for attendance to the Company's registered office at Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC by hand or by post on or before 4:30 p.m., Wednesday, 7 October 2009 in accordance with the instructions printed thereon.