



**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)**

**Proxy form for use at the Class Meeting for holders of the H Shares**  
**(the "Class Meeting")**  
**to be convened on Tuesday, 27 October 2009**

I/We (Note 1) \_\_\_\_\_ of (Note 1) \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (Note 2) H Shares of Nanjing Sample Technology Company Limited\* (the "Company") HEREBY APPOINT (Note 3) \_\_\_\_\_ of \_\_\_\_\_ (Note 3), or failing which, the chairman of the Class Meeting to act as my/our proxy in respect of \_\_\_\_\_ (Note 4) H Shares in the share capital of the Company held by me/us to attend and act for me/us at the Class Meeting to be held at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the People's Republic of China on Tuesday, 27 October 2009 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf at the Class Meeting or at any adjournment in respect of the following resolutions as indicated hereunder or, if no indication is given, to vote or abstain from voting as my/our proxy thinks fit.

SPECIAL RESOLUTIONS (Note 5)		For (Note 6)	Against (Note 6)	Abstention (Note 6)
1.	<p><b>"THAT</b></p> <p>(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 "<b>Transfer of Listing</b>") of the H Shares from the Growth Enterprise Market (the "<b>GEM</b>") of The Stock Exchange of Hong Kong Limited (the "<b>Stock Exchange</b>") to the main board (the "<b>Main Board</b>") of the Stock Exchange, be hereby approved;</p> <p>(b) the directors (the "<b>Directors</b>") 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:</p> <p>(i) making any applications and submissions to the Stock Exchange and the China Securities Regulatory Commission ("<b>CSRC</b>") for the Transfer of Listing;</p> <p>(ii) determining the timetable thereof;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial advisers or legal advisers); and</p> <p>(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."</p>			
2.	<p><b>"THAT</b></p> <p>(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;</p> <p>(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."</p>			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009

Signature: (Note 7 & 8) \_\_\_\_\_

**Notes**

- Please insert full name(s) and address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the total number of shares of the Company registered in your name(s).
- Please insert the name and address of the person that you wish to appoint as your proxy. **IF NO NAME AND ADDRESS IS INSERTED, THE CHAIRMAN OF THE CLASS MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a member of the Company, but must attend the Class Meeting or at any adjournment in person to represent you.
- Please indicate clearly the number of shares in the Company register in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- A special resolution shall be passed by an affirmative vote of more than two-thirds of the Company's total voting shares held by the members who are present at the same meeting (including proxies).
- If you wish to vote for any resolution, please tick ("✓") in the box marked "For." If you wish to vote against any resolution, please tick ("✓") in the box marked "Against." If you wish to abstain from voting, please tick ("✓") in the box marked "Abstention." Abstention votes or abstention from voting will not be regarded as having voting rights for the purpose of vote counts. If you wish the appointed proxy to vote on behalf of only a portion of the shares in respect of which the proxy is so appointed, please indicate the exact number of shares in the relevant column instead of inserting a tick ("✓"). If no tick ("✓") is inserted in the column or no number of shares to be voted is indicated, the proxy may vote or abstain from voting at his discretion.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Only one of the joint holders needs to sign.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under the common seal of under the hand of any director or attorney duly authorized in writing.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority 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 no later than 24 hours before the convening of the Class Meeting. This proxy form may be returned by way of post.
- ANY ALTERATION MADE IN THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and return of this proxy form will not preclude you from attending and voting at the Class Meeting or at any adjournment if you so wish. In the event that you attend the meeting after having lodged this proxy form, this proxy form will be deemed to have been revoked.

\* for identification purpose only