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南京三寶科技股份有限公司
NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

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

(Stock Code: 8287)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement made by the Company on 20 August 2009 in relation to the proposed Transfer of Listing and the proposed Articles Amendments.

PROPOSED 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 (for the Shareholders) and the Class Meetings (for the holders of Domestic Shares and the H Shares) to approve the Articles Amendments on a conditional basis.

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. The effect of the proposed Articles Amendments is as follows:

- (1) 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;
- (2) a current provision relating to the dividends will be amended to comply with the provisions of the 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.

The proposed Articles Amendments are set out in the table below (*Note*):

Articles No.	Existing Articles of Association	Amended Articles of Association
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 [Date] (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”)).

Articles No.	Existing Articles of Association	Amended Articles of Association
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].
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	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.	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.

Articles No.	Existing Articles of Association	Amended Articles of Association
Article 33	No such provision	A paragraph is added before paragraph 1 of Article 33 as follows: 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.
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.

Articles No.	Existing Articles of Association	Amended Articles of Association
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.
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.

Articles No.	Existing Articles of Association	Amended Articles of Association
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.
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	<p>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:</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 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>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> <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>

Articles No.	Existing Articles of Association	Amended Articles of Association
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> <ol style="list-style-type: none"> 1. 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 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>(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> <ol style="list-style-type: none"> 1. 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 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

Articles No.	Existing Articles of Association	Amended Articles of Association
Paragraph 2 of Article 139 (continued)	(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.	(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.
Article 154	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.	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.
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>
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.

Articles No.	Existing Articles of Association	Amended Articles of Association
Clause 1 of Paragraph 2 of Article 177 (continued)	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.

Note: The table sets out the existing Articles of Association and the proposed Articles Amendments for ease of reference. Capitalised terms used in the table have the same meanings as defined in the Articles of Associations.

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

GENERAL

The Articles Amendments are subject to the approval of the Shareholders by way of special resolutions at the EGM and the Class Meetings proposed to be held. The amended Articles of Association, which incorporates the Articles Amendments, shall 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 existing Articles of Association will continue to be in force. The Articles Amendments will not take effect and the existing Articles of Association shall continue to be effective if the Company fails to proceed with the Transfer of Listing.

A circular, containing among other things, details concerning the Articles Amendments and notices convening the EGM and the Class Meetings, will be dispatched to the Shareholders of the Company as soon as possible.

DEFINITIONS

In this announcement, 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.
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“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 proposed to be held for the purpose to approve, among other things, (i) the making of relevant applications to the China Securities Regulatory Commission (中國證券監督管理委員會) and The Stock Exchange of Hong Kong Limited 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)
“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 of Hong Kong Limited
“EGM”	the extraordinary general meeting of the Company proposed to be held for the purpose to approve, among other things, (i) the making of relevant applications to the China Securities Regulatory Commission (中國證券監督管理委員會) and The Stock Exchange of Hong Kong Limited 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 of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time

“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
“Main Board”	the main board of The Stock Exchange of Hong Kong Limited
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Shares and H Shares
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“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 announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.

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

Nanjing, the PRC
 4 September 2009

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

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

** for identification purpose only*