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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)**

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

**Reference is made to the notice of annual general meeting (“Notice of AGM”) of the Company dated 29 March 2010.**

The term of office of the third session of the board of directors (the “Board”) and the supervisory committee of Nanjing Sample Technology Company Limited (the “Company”) expired on 31 December 2009. The Board has resolved to propose the re-election of some of the existing Directors and Supervisors and new appointment of some persons to replace those retiring Directors and Supervisors to be the members of the fourth session of the Board and the supervisory committee.

As separate ordinary resolutions approving each of their re-election and appointment will be proposed at the AGM for the Shareholders’ consideration and approval, Notice of AGM was revised.

**REVISED NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “Annual General Meeting” or “AGM”) of Nanjing Sample Technology Company Limited (the “Company”) will be held at No.10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC on Wednesday, 19 May 2010 at 9:00 a.m. for the following purposes:

- I. To consider and, if thought fit, pass the following ordinary resolutions:
- (1) To consider and approve the report of the directors of the Company for 2009;
  - (2) To consider and approve the report of the supervisory committee of the Company for 2009;
  - (3) To consider and approve the audited consolidated financial statements of the Group for 2009;

\* *for identification purpose only*

- (4) To consider and approve the distribution of final dividend for 2009;
- (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2010;
- (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2009;
- (7) To re-elect and appoint the following directors and supervisors and to authorise the Board to fix their remuneration:
  - (i) To consider and approve the re-election of Mr. Sha Min as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (ii) To consider and approve the re-election of Mr. Chang Yong as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (iii) To consider and approve the re-election of Mr. Guo Ya Jun as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (iv) To consider and approve the appointment of Mr. Ma Jun as non-executive Director for a term commencing from the conclusion of the AGM and ending on 31 December 2012 and to authorize
  - (v) To consider and approve the re-election of Mr. Zhang Zhan as independent non-executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (vi) To consider and approve the re-election of Mr. Wang Wei as independent non-executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (vii) To consider and approve the re-election of Mr. Lau Shek Yau John as independent non-executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.
  - (viii) To consider and approve the re-election of Mr. Dai Jian Jun as Supervisor for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.

- (ix) To consider and approve the appointment of Ms. Gu Qun as Supervisor for a term commencing from the conclusion of the AGM and ending on 31 December 2012 and to authorize the Board on behalf of the Company to determine her remuneration.
- (x) To consider and approve the re-election of Mr. Qiu Xiang Yang as independent Supervisor for a term of three years commencing from 1 January 2010 to 31 December 2012 and to authorize the Board on behalf of the Company to determine his remuneration.

II. To consider and, thought fit, pass with or without amendment, the special resolution in respect of the general mandate to issue additional new shares by the Board:

**“That:**

- (a) conditional on paragraphs (c), (d) and (e) below, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (f)) of all powers of the Company to severally or jointly allot, issue and deal with the domestic shares in the capital of the Company and/or the overseas-listed foreign shares (H shares) in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board to make or grant offers, agreements or options during the Relevant Period which would or might require the allotment and issue of domestic shares and/or H shares during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of the domestic shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approvals in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the domestic shares in issue as at the date of the passing of this resolution;
- (d) the aggregate nominal amount of the H shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approvals in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the H shares in issue as at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be exercised pursuant to the Company Law of the PRC and shall be subject to the approval of China Securities Regulatory Commission and/or other relevant authorities of the PRC and/or Growth Enterprise Market of the Stock Exchange of Hong Kong Limited;
- (f) for the purpose of this special resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

- (ii) the expiration of the twelve-month period following the passing of this special resolution;
- (iii) the date on which the authority sets out in this resolution is revoked or varied by the members of the Company by a special resolution in general meeting.”

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

Nanjing, the PRC

3 May 2010

*Notes:*

1. Any member of the Company (“Member”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. In the case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of Members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
2. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority must be deposited at the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong (“H Share Registrar”) and in case of holders of domestic shares, to the Company’s mailing address at Room 103, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High Technology Development Region, Qixia District, Nanjing City, Jiangsu Province, the PRC not less than 24 hours before the time appointed for the holding of the AGM or 24 hours before the time appointed for taking the poll. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the AGM.
4. The register of Members in Hong Kong will be closed from 19 April 2010 (Monday) to 19 May 2010 (Wednesday), (both days inclusive). Instruments of transfer accompanied by relevant share certificates must be lodged with the H Share Registrar by 4:30 p.m. on 16 April 2010 (Friday).
5. Members entitled to attend the AGM are requested to complete and deliver the reply slip for attendance to the H Share Registrar or the Company’s office in Nanjing before 29 April 2010 (Thursday).

*As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Guo Ya Jun, the non-executive Directors 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, for which the directors (the “Directors”) of Nanjing Sample Technology Company Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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