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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)

**SUPPLEMENTAL CIRCULAR TO
THE NOTICE OF ANNUAL GENERAL MEETING DATED 29 MARCH 2010
RELATING TO THE RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND SUPERVISORS
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

A revised notice convening the AGM 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 at 9: 00 a.m. on 19 May 2010, is set out on pages 12 to 15 on this circular.

A revised Proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form 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 Shops 1712-1716, 17/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 AGM or any adjournment thereof. Completion and delivery of the proxy form will not prevent you from attending, and voting in person at, the AGM 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*

3 May 2010

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange, Prospective investor should be aware of the potential risk 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be convened and held at 9:00 a.m. on 19 May 2010
“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
“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
“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”	29 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“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

DEFINITIONS

“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
“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
“Supervisor(s)”	member(s) of supervisory committee of the Company

LETTER FROM THE BOARD



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

3 May 2010

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE NOTICE OF ANNUAL GENERAL MEETING DATED 29 MARCH 2010
RELATING TO THE RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND SUPERVISORS
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the notice of annual general meeting of the Company dated 29 March 2010 (the "Notice of AGM") to convene an annual general meeting of the Company to be held on 19 May 2010 ("AGM") for the Shareholders to approve, among others, the proposed resolution for re-election of the retiring Directors and supervisors of the Company and to authorise the Board to fix their remuneration.

* for identification purpose only

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you (i) further information regarding the ordinary resolution relating to the re-election and appointment of Directors and supervisors to be proposed at the AGM; (ii) revised Notice of AGM and (iii) revised proxy form for use at AGM (the “Revised Proxy Form”).

2. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

The term of office of the third session of the Board and the supervisory committee of the Company expired on 31 December 2009. A Board meeting was held on 19 April 2010 and the Board resolved to propose the following persons to be nominated for, and re-elected and appointed as members of the fourth session of the Board and the supervisory committee. Separate ordinary resolutions to approve their re-election and appointment will be proposed at the AGM for the Shareholders’ consideration and approval.

Pursuant to Article 100 of the Article of Association, the Directors are appointed at a shareholders’ meeting of the Company for a term of three years, renewable upon re-election and re-appointment. The re-election, appointment and the resignation of Directors and supervisors are listed as follows:

- (1) Mr. Sha Min, Mr. Chang Yong and Mr. Guo Ya Jun will retire at the AGM and, being eligible, would offer themselves for re-election as executive Directors.
- (2) Mr. Ge Jun will resign from the office of non-executive Director with effect from the conclusion of the AGM.
- (3) Mr. Ma Jun is proposed to be appointed as a non-executive Director at the AGM.
- (4) Mr. Zhang Zhan, Mr. Wang Wei and Mr. Lau Shek Yau will retire at the AGM and, being eligible, would offer themselves for re-election as independent non-executive Directors.
- (5) Mr. Qiu Xiang Yang and Mr. Dai Jian Jun will retire at the AGM and, being eligible, would offer themselves for re-election as Supervisors.
- (6) Mr. Sun Huai Dong will resign from the office of Supervisor with effect from the conclusion of the AGM.
- (7) Ms. Gu Qun is proposed to be appointed as Supervisor at the AGM

The biographical details of the Directors and Supervisors (collectively “Candidate(s)”) proposed to be re-elected and appointed at the AGM are set out in Appendix I to this circular.

The Candidates will be re-elected or appointed subject to approval by the Shareholders at the AGM, and their terms will be three years immediately effective upon the Shareholders’ approval at the AGM.

LETTER FROM THE BOARD

3. AGM

As separate ordinary resolutions approving their re-election and appointment will be proposed at the AGM for the Shareholders' consideration and approval, a revised Notice of AGM is set out on pages 12 to 15 of this circular. Revised Proxy Form for use at the AGM is also enclosed. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form (for use at the AGM) in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's registered office, Room 103, Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High Technology Development Region, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the time appointed for the holding of the AGM. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions at the AGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

4. 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 Company. The Directors, having made all reasonable enquiries, that confirm, 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.

LETTER FROM THE BOARD

5. RECOMMENDATIONS

The Directors consider that the aforesaid matters proposed to be approved at the AGM are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

Your faithfully,
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

EXECUTIVE DIRECTORS

Mr. Sha Min (沙敏), aged 45, an executive Director and Chairman of the Company. He is responsible for devising the Group's overall strategies and policies. Mr. Sha obtained a master's degree in engineering from Southeast University in 1990. Mr. Sha was first appointed as a Director in December 1999 and is directly interested in 0.6% of the registered capital of the Company. Mr. Sha was conferred the honorary titles of "Jiangsu Province Outstanding Young Entrepreneur" and "Nanjing Ten Outstanding Young Entrepreneur" in 2000 and 2001 respectively. Mr. Sha was elected as a committee member of the Nanjing City Committee of the Chinese People's Political Consultative Conference in January 2003 and a committee member of the Jiangsu Province Committee of the Chinese People's Political Consultative Conference in December 2007.

Mr. Chang Yong (常勇), aged 43, taking up the post of general manager of the Company since December 2000. He is responsible for implementing the Group's strategies and business plans. He obtained a master's degree in computer application studies from Harbin Institute of Technology in March 1990. Mr. Chang worked for the computer centre of the Nanjing Bureau of Finance from 1990 to 1992. Mr. Chang became vice general manager of Sample Group in June 1993 and was mainly responsible for the expansion, operation and management of Sample Group's business. He was appointed as an executive director and general manager of Sample System in December 1997. Mr. Chang was elected as a member of the Chinese People's Political Consultative Committee of Xuanwu District in Nanjing City in 1998. Mr. Chang was first appointed as a Director in December 1997.

Mr. Guo Ya Jun (郭亞軍), aged 50, an executive Director, vice general manager and financial controller. He is responsible for supervising the Company's accounting department and financial affairs. He graduated from Anhui Agricultural College in August 1982 with a bachelor's degree in agricultural economics. Mr. Guo also graduated from Southeast University in 2004 with a master's degree in business administration. Mr. Guo worked for the Finance Bureau of Lingbi County in Anhui Province from 1982 to 1992 and Nanjing Jintai Building Materials Development Company between 1993 and 1996. Mr. Guo was appointed as finance manager of Sample Group and Sample System in October 1996 and became the Company's financial controller and vice general manager in December 2000. He is currently mainly responsible for the financial and administrative management of the Group. He was first appointed as a Director in December 1999.

Each of Mr. Sha, Mr. Chang and Mr. Guo has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2010 subject to the retirement and re-election requirements of the Articles of Association. The emoluments of the executive Directors will be determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities,

As at the Latest Practicable Date, the amount of annual remuneration for each of the executive Directors is RMB30,000 per annum.

As at the Latest Practicable Date, other than Mr. Sha holding 0.6% interests in the Shares of the Company, no executive Directors have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

Save as disclosed, Mr. Sha, Mr. Chang and Mr. Guo did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, all the executive directors did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information for each of Mr. Sha, Mr. Chang and Mr. Guo which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters concerning the re-election of the executive Directors that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Ma Jun (馬俊), aged 45, a Han Chinese with tertiary education. He graduated from Nanjing University in economic management in 1995. He worked for 南京福申房地產開發有限責任公司 in 1998. He is currently the chairman and general manager of 南京福申房地產開發有限責任公司.

A service agreement will be entered into between the Company and Mr. Ma Jun in respect of his appointment as a non-executive Director. Mr. Ma shall hold office as a non-executive Director for a term of three years commencing from the conclusion of the AGM and ending on 31 December 2012. The annual remuneration of Mr. Ma will be determined by the Company with reference to the basis of prevailing market conditions and his role and responsibilities.

As at the Latest Practicable Date, Mr. Ma did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Ma did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Ma Jun did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for Mr. Ma Jun which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters concerning the appointment of Mr. Ma Jun as non-executive Director that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Zhan (張展), aged 42, a Han Chinese with bachelor degree. 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 a Director of the Company in 2000. Mr. Zhang is currently general manager of the investment banking division of China Construction Bank Securities Investment Company Limited.

Mr. Wang Wei (王煒), aged 50, a Han Chinese with doctor degree. 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 of the Company 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.

Mr. Lau Shek Yau John (劉石佑), aged 62, a Han Chinese with bachelor degree. 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 a Director of the Company in 2003. Mr. Lau is a member of the Nanjing City Committee of the Chinese People's Political Consultative Committee.

Each of Mr. Zhang, Mr. Wang and Mr. Lau has entered into a service agreement with the Company for a term of three years commencing from 1 January 2010 subject to the retirement and re-election requirements of the Articles of Association. The annual remuneration of the independent non-executive Directors will be determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, the amount of annual remuneration for Mr. Zhang, Mr. Wang and Mr. Lau are RMB10,000, RMB10,000 and RMB60,000 respectively.

As at the Latest Practicable Date, all the independent non-executive Directors did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Zhang, Mr. Wang and Mr. Lau did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, all the independent non-executive Directors did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Zhang, Mr. Wang and Mr. Lau which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters concerning the re-election of independent non-executive Directors that need to be brought to the attention of the Shareholders.

SUPERVISORS

Mr. Dai Jian Jun (戴建軍), aged 39, a supervisor. He was educated in Jiangsu Public Security Professional School from September 1988 to July 1991. He worked for Southeast University in 1991. Mr. Dai was qualified as a lawyer in PRC in 1996. Mr. Dai has been a lawyer of Jiangsu Zhi Bang Law Firm since 1996. He was appointed as a Supervisor in August 2003.

Ms. Gu Qun (顧群), aged 43. She graduated from Nanjing University of Finance & Economics in economic management in 2004. She has been responsible for financial auditing of the Company from November 1995 to present.

Mr. Dai has entered into a service agreement with the Company for a term of three years commencing from 1 January 2010 subject to the retirement and re-election requirements of the Articles of Association. A service agreement will be entered into between the Company and Ms. Gu in respect of her appointment as a Supervisor. Ms. Gu shall hold office as a Supervisor for a term of three years commencing from the conclusion of the AGM and ending 31 December 2012. The annual remuneration of Mr. Dai and Ms. Gu will be determined by the Company with reference to the basis of prevailing market conditions and their roles and responsibilities. As at the Latest Practicable Date, the amount of annual remuneration for each of the Supervisors is RMB10,000 per annum.

As at the Latest Practicable Date, Mr. Dai and Ms. Gu did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Dai and Ms. Gu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Dai and Ms. Gu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for each of Mr. Dai and Ms. Gu which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters concerning the re-election and appointment of Mr. Dai and Ms. Gu as Supervisors that need to be brought to the attention of the Shareholders.

Mr. Qiu Xiang Yang (仇向洋), aged 54, was an EMBA graduate. He is now a professor of the economics and management college of Southeast University. He is also an executive director of the Institute for Urban Development in Jiangsu and vice president of the Nanjing

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

Entrepreneur Club. From 1991 to 2004, he was appointed as deputy director and director of the economics and management college of Southeast University. In 1992, he was exceptionally promoted to Professor, and received the State's Sponsorship for Special Contribution. He is a veteran in the teaching and research of economics and management affairs. He has in-depth knowledge in corporate management and industrial development. Mr. Qiu is currently the independent director of Jiangsu Qionghua High-Tech Company Limited, Nanjing Zhongbei (Group) Company Limited and Jiangsu Gaochun Ceramics Company Limited.

A service contract will be entered into between the Company and Mr. Qiu in respect of his appointment as independent Supervisor. Mr. Qiu shall hold office as an independent Supervisor for a term of three years commencing from 1 January 2010. The annual remuneration of Mr. Qiu will be determined by the Company with reference to the basis of prevailing market conditions and his roles and responsibilities, As at the Latest Practicable Date, the amount of annual remuneration for Mr. Qiu is RMB10,000.

As at the Latest Practicable Date, Mr. Qiu did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Qiu did not hold any other directorship in listed public companies in the last three years.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. Qiu did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

So far as the Directors were aware, there is no other information for Mr. Qiu which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters concerning the re-election of Mr. Qiu as Supervisor that need to be brought to the attention of the Shareholders.

REVISED NOTICE OF AGM

REVISED NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Annual General Meeting”) 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;
 - (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 the Board on behalf of the Company to determine his remuneration.

REVISED NOTICE OF AGM

- (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;

REVISED NOTICE OF AGM

- (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

REVISED NOTICE OF AGM

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).

* *for identification purpose only*