



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)

**Form of proxy for use at the 2009 Annual General Meeting (“AGM”)  
to be convened on Wednesday, 19 May 2010**

I/We (Note 1) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ H Shares/Domestic Shares of Nanjing Sample Technology Company Limited.  
(the “Company”) **HEREBY APPOINT** (Note 3) \_\_\_\_\_ of (Note 3) \_\_\_\_\_, or failing which,  
the chairman of the AGM to act as my/our proxy in respect of (Note 4) \_\_\_\_\_ H Shares/Domestic Shares in the share capital  
of the Company held by me/us to attend and act for me/us at the AGM to be held at Conference Room No. 10 Maqun Avenue, Maqun Technology Park, Qixia  
District, Nanjing City, Jiangsu Province, the PRC on Wednesday, 19 May 2010, 9:00 a.m. or at any adjournment thereof and to vote on my/our behalf at the AGM  
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.

I.	Ordinary Resolutions (Note 5)	For (Note 6)	Against (Note 6)	Abstention (Note 6)
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 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 consider and approve the re-election and appointment of the following directors and supervisors and authorise the Board to fix their remuneration:—			
	(i) To re-elect Mr. Sha Min as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(ii) To re-elect Mr. Chang Yong as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(iii) To re-elect Mr. Guo Ya Jun as executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(iv) To appoint Mr. Ma Jun as non-executive Director for a term commencing from the conclusion of the AGM and ending on 31 December 2012;			
	(v) To re-elect Mr. Mr. Zhang Zhan as independent non-executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(vi) To re-elect Mr. Mr. Wang Wei as independent non-executive Director for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(vii) To re-elect Mr. 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;			
	(viii) To re-elect Mr. Dai Jian Jun as Supervisor for a term of three years commencing from 1 January 2010 to 31 December 2012;			
	(ix) To appoint Ms. Gu Qun as Supervisor for a term commencing from the conclusion of the AGM and ending on 31 December 2012;			
	(x) To re-elect Mr. Qiu Xiang Yang as Supervisor for a term of three years commencing from 1 January 2010 to 31 December 2012.			
II.	Special Resolution (Note 5)			
1.	To grant a general mandate to the Directors to issue additional new shares.			

Dated this \_\_\_\_\_ day of, \_\_\_\_\_ 2010 Signature (Notes 7 and 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 and class 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 AGM WILL ACT AS YOUR PROXY.** A proxy need not be a member of the Company, but must attend the AGM or at any adjournment in person to represent you.
- Please indicate clearly the number of shares in the Company registered 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 thirds of the Company's total voting shares held by the members who are present at the same meeting (including proxies). An ordinary resolution shall be passed by an affirmative vote of more than half 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 form of proxy 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 Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in case of H Shares or the Company's registered office at 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 Domestic Shares, no later than 24 hours before the convening of the AGM. This form of proxy may be returned by way of post.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM or at any adjournment if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

\* for identification purpose only