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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).

SAMPLE

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: 1708)

PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND NOTICE OF ANNUAL GENERAL MEETING

A 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 10:00 a.m. on 20 May 2013, is set out on pages 11 to 13 on this circular.

A 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 website of The Stock Exchange of Hong Kong Limited at http://www.hkex.com.hk on the "Latest Company announcements" page for at least 7 days from the date of its posting.

* *for identification purpose only*

2 April 2013

CONTENTS

"AGM"	the annual general meeting of the Company to be convened and held at 10:00 a.m. on 20 May 2013
"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 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 Stock Exchange (Stock Code: 1708)
"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
"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 Stock Exchange and subscribed for and traded in Hong Kong Dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	27 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"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

"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

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: 1708)

Executive Directors:
Mr. Sha Min
Mr. Chang Yong
Mr. Guo Ya Jun

Non-executive Directors:
Mr. Ma Jun

Independent non-executive Directors:
Mr. Xu Suming
Mr. Li Haifeng
Mr. Shum Shing Kei

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

2 April 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with (i) further information regarding the ordinary resolution relating to the re-election of Directors and supervisors to be proposed at the AGM; and (ii) Notice of AGM.

* *for identification purpose only*

2. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of office of the fourth session of the Board and the supervisory committee of the Company expired on 31 December 2012. A Board meeting was held on 15 March 2013 and the Board resolved to propose the following Directors to be re-elected as members of the fifth session of the Board and the supervisory committee. Separate ordinary resolutions to approve their re-election 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 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. Ma Jun will retire at the AGM and, being eligible would offer himself for re-election as non-executive Director.

(3) Mr. Xu Suming, Mr. Li Haifeng and Mr. Shum Shing Kei will retire at the AGM and, being eligible, would offer themselves for re-election as independent non-executive Directors.

(4) 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.

Pursuant to the Articles of Association, Mr. Li Gang has been re-elected by staff as supervisor representing staff for a term of three years commencing from 1 January 2013. Upon Shareholders' approval of the relection of the above-mentioned supervisors at the AGM who will together with Mr. Li Gang to form the fifth session of the supervisory committee of the Company.

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 Company has received from each of Mr. Xu Suming, Mr. Li Haifeng and Mr. Shum Shing Kei a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, in consideration of each of Mr. Xu Suming, Mr. Li Haifeng and Mr. Shum Shing Kei has not engaged in any executive management and/or in any businesses of the Group and did not hold any Shares, the Directors (including the members of nomination committee of the Company) are of the view that each of Mr. Xu Suming, Mr. Li Haifeng and Mr. Shum Shing Kei possessed of the independence and they are suitable to act as independent non-executive Directors of the Company.

The Candidates will be re-elected subject to approval by the Shareholders at the AGM, and their terms will be three years commencing from 1 January 2013.

3. AGM

As separate ordinary resolutions approving their re-election will be proposed at the AGM for the Shareholders' consideration and approval, a Notice of AGM is set out on pages 11 to 13 of this circular. A 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 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,

EXECUTIVE DIRECTORS

Mr. Sha Min (沙敏), aged 48, received postgraduate education, is 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 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. In November 2010, Mr. Sha was awarded in Nanjing a title of "Individual with active contribution to the construction of China's famous software city". Mr. Sha joined the Company in December 1997 and was first appointed as an executive Director in December 1999.

Mr. Sha has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2013 subject to the retirement and re-election requirements of the Articles of Association. The emoluments of Mr. Sha 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, Mr. Sha is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB340,800.

Mr. Chang Yong (常勇), aged 46, received postgraduate education, is an executive Director and general manager of the Company. 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. Mr. Chang joined the Company and was first appointed as an executive director and general manager of the Company 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 has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2013 subject to the retirement and re-election requirements of the Articles of Association. The emoluments of Mr. Chang 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, Mr. Chang is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB240,700.

Mr. Guo Ya Jun

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 in October 1996 and became the Company's financial controller and vice general

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 date of this announcement, Mr. Ma 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 which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning his re-election as non-executive Director that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xu Su Ming (許蘇明), aged 56, holds a Master Degree and is also a Doctor of Philosophy in Law. He graduated and received his bachelor degree from Southeast University in January 1982, and later graduated and received his Doctor of Philosophy in Law from Nanjing University. He is currently the professor, tutor for doctoral candidates of the Southeast University as well as a Standing Committee Member of the Chinese People's Political Consultative Conference of Nanjing City, a member of the Legislation Consultative Committee of the Chinese People's Political Consultative Conference of Nanjing City, a member of the Committee for Social and Legal Affairs of the Chinese People's Political Consultative Conference of Nanjing City and the executive council member of Nanjing Federation of Social Sciences. Mr. Xu is currently an independent director of both Jilin Guanghua Holding Group Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 000546) and Jiangsu JieJie Microelectronics Co., Ltd.

Mr. Li Hai Feng (李海峰), aged 42, is a Ph.D. and a Senior Engineer. He received his Bachelor Degree in theoretical mechanics from Lanzhou University in 1994, and received his Ph.D. Degree in transportation planning from Melbourne University, Australia in 2002. He worked with Road Research Laboratory of Xinjiang Transportation Research Institute from 1994 to 1998, Rapid Retrieval of Australia in 2000 and Strategic Planning, Department of Infrastructure of Victoria in Australia from 2000 to 2002. From 2002 to 2011, he worked as Senior Engineer of Institute of Road Planning of Transport Planning and Research Institute (TPRI) of Ministry of Transport, Deputy Head of Institute of Information of TPRI of Ministry of Transport, Deputy Director of Research Center for Transport Analogue and Decision-Making Support of TPRI of Ministry of Transport and director of the Institute of Information Technology of China Academy of Transportation Sciences. He is currently Deputy Chief Engineer and Senior Engineer of China Academy of Transportation Sciences, a member of the 3rd Young Experts Committee of China Highway & Transportation Society, and Deputy Secretary General of Intelligence Professional Committee of China Communications and Transportation Association. He is also Deputy Director and Secretary General of the First Technology Committee on Geographic Information System for Transportation of China, Executive Member of the Union of Technological Innovation for RFID Industry of China, review expert in the field of transport in 863 Program of Ministry of Science and Technology and National Key Technology R&D Program, a member of Central Science and Technology Committee of the China Zhi Gong Party, Deputy Director of Science and Technology Committee of China Zhi Gong Party Beijing Committee, and a member of the 10th Committee of Beijing Youth Federation.

Mr. Shum Shing Kei (沈成基), aged 42, holds a Master Degree. Mr. Shum graduated from the Hong Kong Polytechnic University and majored in accountancy. He obtained a master degree in financial management from the University of London, the United Kingdom. He is also a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. From August 1993 to February 2002, he worked as auditing manager of Ernst & Young, Group Chief Financial Officer and Company Secretary of China Data Broadcasting Holdings Limited from March 2002 to July 2005 and qualified accountant consultant to Great Wall Motor Company Limited from September 2004 to September 2008. Mr. Shum is currently a practising partner of a certified public accountant firm in Hong Kong, mainly providing business advisory service and auditing service.

Each of Mr. Xu, Mr. Li and Mr. Shum has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2013 subject to the retirement and re-election requirements of the Articles of Association. The emoluments 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 director's fee for each of Mr. Xu and Mr. Li is RMB10,000 per annum. The amount of director's fee for Mr. Shum is RMB50,000 per annum.

As at the Latest Practicable Date, each of Mr. Xu, Mr. Li and Mr. Shum did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, each of Mr. Xu, Mr. Li and Mr. Shum 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 date of this announcement, each of Mr. Xu, Mr. Li and Mr. Shum 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. Xu, Mr. Li and Mr. Shum which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as independent non-executive Director that need to be brought to the attention of the Shareholders.

SUPERVISORS

Mr. Qiu Xiang Yang (仇向洋), aged 57, was an EMBA graduate. He is now a professor of the economics and management college of Southeast University. He is also executive director of the Institute for Urban Development in Jiangsu and vice president of the Nanjing 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. He was first appointed as a supervisor of the Company in August 2007. He is currently an independent director of Nanjing Pharmaceutical Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 600713) and Nanjing Zhongbei (Group) Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000421).

Mr. Dai Jian Jun (戴建軍), aged 42, 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 of the Company in August 2003.

Each of Mr. Qiu and Mr. Dai has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2013 subject to the retirement and re-election requirements of the Articles of Association. The emoluments of Mr. Qiu and Mr. Dai 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 supervisor's fee for each of Mr. Qiu and Mr. Dai is RMB10,000 per annum.

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

Save as disclosed, each of Mr. Qiu and Mr. Dai 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 date of this announcement, each of Mr. Qiu and Mr. Dai 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. Qiu and Mr. Dai which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning their re-election as supervisors that need to be brought to the attention of the Shareholders.

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: 1708)

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 Monday, 20 May 2013 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2012;

(2) To consider and approve the report of the supervisory committee of the Company for 2012;

(3) To consider and approve the audited consolidated financial statements of the Group for 2012;

(4) To consider and approve the distribution of final dividend for 2012;

(5) To authorise the board of directors (the "Board") to appoint auditors and to fix their remuneration for the year ending 2013;

(6) To consider and approve the resolution for appropriation to statutory reserve fund for 2012;

(7) To re-elect 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 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

* *for identification purpose only*

(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 2013 to 31 December 2015 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 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

(iv) To consider and approve the re-election of Mr. Ma Jun as non-executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

(v) To consider and approve the re-election of Mr. Xu Suming as independent non-executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

(vi) To consider and approve the re-election of Mr. Li Haifeng as independent non-executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

(vii) To consider and approve the re-election of Mr. Shum Shing Kei as independent non-executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 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 re-election of Mr. Qiu Xiang Yang as independent Supervisor for a term of three years commencing from 1 January 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

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

Nanjing, the PRC
2 April 2013

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. In order to determine the identify of the shareholders to attend and vote at the AGM, the register of Members in Hong Kong will be closed from 20 April 2013 (Saturday) to 20 May 2013 (Monday), (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 19 April 2013 (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 30 April 2013 (Tuesday).