



南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

(Incorporated in the People's Republic of China)

(Stock Code: 1708)

NOTICE OF ANNUAL GENERAL MEETING

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.

- (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

Nanjing, the PRC
 2 April 2013

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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).