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南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

(a j i c i i ed c , a i c , a ed i he Pe , e' Re, b i c f Chi a i h i i ed iabi i)
(Stock Code: 1708)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBERS OF AUDIT COMMITTEE AND NOMINATION COMMITTEE AND
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Li Haifeng, due to his other business commitment, has tendered a notice of not offering himself for re-election at the AGM and resignation from the offices as an independent non-executive director and members of audit committee and nomination committee of the Company to be effective from the conclusion of the AGM.

The Board further announces that an ordinary resolution for the appointment of Mr. Geng Nai Fan as an independent non-executive director of the Company will be proposed at the AGM for the Shareholders' approval. Mr. Geng's appointment will be effective on the date of the above ordinary resolution for his appointment is passed.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBERS OF AUDIT
COMMITTEE AND NOMINATION COMMITTEE**

The board of directors (the "Board") of Nanjing Sample Technology Company Limited (the "Company") hereby announces that Mr. Li Haifeng, due to his other business commitment, has tendered a notice of not offering himself for re-election at the AGM and resignation from the offices as an independent non-executive director and members of audit committee and nomination committee of the Company to be effective from the conclusion of the annual general meeting to be held on 20 May 2013 (the "AGM").

Mr. Li Haifeng confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of the shareholders of the Company (the “Shareholders”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Li Haifeng for his valuable contributions to the Company during his tenure of office.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that an ordinary resolution for the appointment of Mr. Geng Nai Fan as an independent non-executive director of the Company will be proposed at the AGM for the Shareholders’ approval. Mr. Geng’s appointment will be effective on the date of the above ordinary resolution for his appointment is passed (the “Effective Date”).

A brief biography of Mr. Geng Nai Fan (“Mr. Geng”) is set out as follows:

Mr. Geng Nai Fan (耿乃凡), aged 61, a Han Chinese with postgraduate education. In June 2007, he graduated from Southeast University. He obtained a doctor degree in Management Science and Engineering and holds the title of researcher and senior economist. He became a member of the Communist Party in June 1974 and started working in December 1968. He had been the Deputy Section Supervisor and Vice Manager of Nanjing Municipal Oil Company (南京市石油公司), the General Manager of Nanjing Municipal Investment Company (南京市投資公司), and the secretary of the party leadership group and General Manager of the Nanjing Municipal International Trust and Investment Company (南京市國際信託投資公司). Also, he served as a Chief Director of Jiangsu Province Publishing Company (江蘇省出版總社), the General Manager and the Vice Party Secretary of Jiangsu Publishing Group Company Limited (江蘇省出版集團有限公司). He had been engaged in various government departments and assumed positions including Department Head and Deputy Director General of Resources Bureau of Nanjing City, Vice Secretary of the party leadership group and Vice Director of Nanjing Municipal Planning Commission, Chief Secretary and member of the party leadership group of the Nanjing Municipal Government, Director and secretary of the party leadership group of the Jiangsu Province Broadcasting and Televisions Bureau. Mr. Geng is currently the chairman of the Jiangsu Province Broadcasting and Television Association.

Mr. Geng will enter into a service agreement with the Company for a term commencing from the Effective Date and ending on 31 December 2015 subject to the retirement and re-election requirements of the Articles of Association of the Company. The emolument for Mr. Geng will be determined by the Board which will be fixed with reference to the emolument of the other independent non-executive directors of the Company as well as his role and responsibilities.

Save as disclosed above, as of the date of this announcement, Mr. Geng has not previously held any positions with the Company or its subsidiaries and does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company. Mr. Geng has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Geng did not hold any directorships in any listed companies in the past three years.

The Company is of the view that Mr. Geng meets the independence requirements of the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)

There is no other matters relating to the proposed appointment of Mr. Geng that need to be brought to the attention of the Shareholders and there is no information which requires to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

GENERAL

A revised notice of AGM containing, among other matters, the ordinary resolution for the appointment of Mr. Geng Na Fan as independent non-executive Director of the Company together with a revised proxy form (the “Second Proxy Form”) will be despatched to the Shareholders as soon as possible.

If the Shareholders have appointed or intend to appoint proxies to attend the AGM, they are requested to pay particular attention to the special arrangements set out below.

Shareholders who wish to appoint proxy to attend and vote at the AGM but have not yet lodged with Company’s H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “Registrar”) 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 Industrial Development Zone, Nanjing City, Jiangsu Province, the PRC (for the holders of the Domestic Shares only) the proxy form (the “First Proxy Form”) already sent to Shareholders together with the Company’s circular dated 2 April 2013, you are requested to lodge the revised proxy form (the “Second Proxy Form”). In this case, the First Proxy Form should not be lodged with the Registrar.

A Shareholder who has already lodged the First Proxy Form with the Registrar or the Company’s registered office should note that:

- (i) If no Second Proxy Form is lodged with the Registrar or the Company’s registered office, the First Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her votes or to abstain from voting at his/her discretion on any resolution properly put to the AGM including the abovementioned ordinary resolution for appointment of Mr. Geng Nai Fan as independent non-executive Director.

- (ii) If the Second Proxy Form is lodged with the Registrar or the Company's registered office 24 hours before the time fixed for holding the AGM (the "Closing Time"), the Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Registrar or the Company's registered office after the Closing Time, the Second Proxy Form will be invalid. However, such Second Proxy Form will revoke the First Proxy Form previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If any Shareholder in this case wishes to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the AGM if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

By Order of the Board
Nanjing Sample Technology Company Limited*

Sha Min

Chai a

Nanjing, the PRC
 29 April 2013

A a he da e he e f, he e ec i e Di ec a e M . Sha Mi (Chai a), M . Cha g Y g, M . G Ya J , he -e ec i e Di ec i M . Ma J ; a d hé i de, e dé -e ec i e Di ec a e M . X S i g, M . Li Haife g a d M . Sh Shi g Kèi.

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