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1	To consider and approve the directors of the Company



SAMPLE

南京三寶科技股份有限公司

NANJING SAMPL

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Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
7(vi)	To consider and approve the appointment of Mr. Geng Nai Fan as independent non-			

Pursuant to the relevant tax rules and regulations of the People's Republic of China ("PRC"), a corporate profit tax at the rate of 10% is applicable to dividends payable to Shareholders. In accordance with the relevant tax rules and regulations of the PRC, the Company has an obligation to withhold for payment the corporate profit tax from the payment of the final dividend of RMB0.2 per share to non-resident enterprises (including HKSCC (Nominees) Limited, other corporate nominees or trustees, and other entities or organisations that are all considered as non-resident enterprise shareholders) whose names are registered on the H shares register of members on the Record Date. The term "non-resident enterprises" when used in this announcement shall have the meaning as defined under the relevant tax rules and regulations of the PRC. No corporate tax at the rate of 10% will be withheld in respect of dividends to natural persons whose names are registered on the H shares register of members of the Company on the Record Date.

Investors should read this announcement carefully. The Company will withhold for payment the corporate profit tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the H share register of members on the Record Date. Nanjing Sample Technology Company Limited will owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

CHANGE OF DIRECTOR

The Board hereby announces that, due to his other business commitment, Mr. Li Haifeng ("Mr. Li"), an independent non-executive director, has elected to retire at the AGM. Following his retirement, Mr. Li also ceased to be the members of audit committee and nomination committee of the Company with effect from 20 May 2013.

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

The Board also announces that Mr. Geng Nai Fan has been appointed as an independent non-executive director of the Company with effect from 20 May 2013 by the Shareholders at the AGM.

The Board further announces that the Board has resolved to appoint Mr. Geng Nai Fan as the members of audit committee and nomination committee of the Company with effect from 20 May 2013.

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 (南京市投资公司), 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 20 May 2013 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.

There is no other matters relating to the 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.

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.

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

Nanjing, the PRC, 20 May 2013

As at the date of this announcement, the executive directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Guo Ya Jun, the non-executive director is Mr. Ma Jun; and the independent non-executive directors are Mr. Xu Suming, Mr. Geng Nai Fan and Mr. Shum Shing Kei.

* for identification purpose only