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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).



南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1708)

PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS GENERAL MANDATE TO ISSUE SHARES, AMENDMENTS TO ARTICLES OF ASSOCIATION 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, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on 27 May 2016, is set out on pages 14 to 18 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 No. 10 Maqun Avenue, Qixia District, 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*

28 April 2016

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“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on 27 May 2016
“Articles”	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

DEFINITIONS

“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
NANJIN

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

The term of office of the fifth session of the Board and the supervisory committee of the Company was expired on 31 December 2015. A Board meeting was held on 23 March 2016 and the Board resolved to propose all the existing members of the Board and of the supervisory committee to be re-elected at the AGM. However, on 22 April 2016, Mr. Xu Suming, an independent non-executive Director, has notified the Company that he will not offer himself for re-election as independent non-executive director of the Company at the AGM. On 25 April 2016, it was announced that an ordinary resolution for the appointment of Mr. Hu Hanhui as an independent non-executive director of the Company will be proposed at the AGM for Shareholders' approval.

Pursuant to Articles, the Directors are appointed at a shareholders' meeting of the Company for a term of three years commencing from 1 January 2016, 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. Zhu Xiang 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. Geng Nai Fan 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, the appointment of Hu Hanhui as independent non-executive Director will only become effective after obtaining approval at the AGM for a term commencing from the conclusion of the AGM and ending on 31 December 2018, renewable upon re-election and re-appointment.

Separate ordinary resolutions to approve the above re-election and appointment will be proposed at the AGM for the Shareholders' consideration and approval.

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. Geng Nai Fan, Mr. Shum Shing Kei and Mr. Hu Hanhui a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Further, in consideration of each of Mr. Geng Nai Fan, Mr. Shum Shing Kei and Mr. Hu Hanhui 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. Geng Nai Fan, Mr. Shum Shing Kei and Mr. Hu Hanhui possessed of the independence and they are suitable to act as independent non-executive Directors of the Company.

3. GENERAL MANDATE TO ISSUE SHARES

In order to increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the general mandate to allot, issue and otherwise deal with additional Shares, whether Domestic Shares or H Shares, up to the limit of:

- (i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue; and
- (ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue,

in each case as at the date of passing of the relevant resolution.

Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Company Law and the Listing Rules. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in the relevant resolution.

As at the Latest Practicable Date, the Company had 316,823,400 Shares in issue including 225,023,400 Domestic Shares and 91,800,000 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum

LETTER FROM THE BOARD

Article 11

which originally read as:

The scope of business of the Company shall be based on the items approved by the company registration authorities.

Major scope of business of the Company: computer networks, industrial automation engineering design, installation; electronic products, electronic computer development, manufacture, production for product sales, system integration; electronic computer technology consulting and information services; research and development of ITS-based basic information collection technology and equipment (not including commodities under the special control of the State and projects with special approval). (Those involving permits are licensed to operate)

According to the domestic and international market trends, business needs in the PRC and its own growth capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

is amended as follows:

The scope of business of the Company shall be based on the items approved by the company registration authorities.

Major scope of business of the Company: computer networks, industrial automation engineering design, installation; electronic products, electronic computer development, manufacture, testing, production for product sales, system integration; electronic computer technology consulting and information services; technology testing of electronic products and technical services; research and development of ITS-based basic information collection technology and equipment (excluding commodities under the special control of the State and projects with special approval). (Projects that require approval under law, business can be carried out after the approval by the relevant departments)

According to the domestic and international market trends, business needs in the PRC and its own growth capability and its business performance, the Company may adjust its investment policies and business scope and mode on a timely basis; as well as set up branches and offices in the PRC and areas including Hong Kong, Macau and Taiwan (whether wholly-owned or not), subject to approvals by resolution of the general meeting and relevant governmental authorities.

LETTER FROM THE BOARD

Article 17

Add the following sub-clause (12) to the existing Article 17:

- (12) With the approval of the examination and approval authority authorized by the State Council, 1,250,000 shares held by the Company's shareholder namely Jiangsu Ruihua Investment Holding Group Company Ltd. were transferred to Shandong Runbang Agricultural Development Co., Ltd.

The English version of the proposed amendments to the Articles as stated in this Circular is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version of the Articles shall prevail.

5. AGM

A Notice convening the AGM is set out on pages 14 to 18 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, No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the time appointed for the holding of the AGM. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish. According to Rule 13.39(4) the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions at the AGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under the Listing Rules.

6. RECOMMENDATIONS

The Directors consider that the re-election and appointment of Directors and supervisors, the general mandate to issue Shares and the amendments to the Articles proposed to be approved at the AGM are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

Your faithfully,
By order of the Board
南京三寶科技股份有限公司
Nanjing Sample Technology Company Limited
Sha Min
Chairman

EXECUTIVE DIRECTORS

Mr. Sha Min (沙敏), aged 51, 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 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 January 2013. Mr. Sha was conferred the honorary titles of "Outstanding Builder of Socialism with Chinese Characteristics of Jiangsu Province", "Nanjing Zijin Technology Entrepreneurship Excellent Talent" and "Second Prize for Progress in Science and Technology of Jiangsu Province" in 2012, "The Eleventh Good Citizen of Nanjing City", "" and "Jiangsu Province Innovation and Entrepreneur Talent Award" in 2013 and "Outstanding Private Entrepreneurs of Jiangsu Province " in 2014. He joined the Company in December 1997 and was first appointed as an executive Director in December 1999. He is currently the president of China RFID Association, a committee member of the 11th Chinese People's Political Consultative Conference of Jiangsu Province, a standing committee member of Federation of Industry and Commerce of Jiangsu Province, secretary general of Internet of Things Alliance of Nanjing, Jiangsu Province, chairman of ITS Association of Nanjing City, vice-chairman of Federation of Industry and Commerce of Nanjing, vice president of Nanjing Software Industry Association and vice-chairman of Nanjing Enterprises Association. He is a tech entrepreneur and industrial professor.

Mr. Sha has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2016 subject to the retirement and re-election requirements of the Articles. 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 RMB347,000.

Mr. Chang Yong (常勇), aged 49, received postgraduate education, is an executive Director, vice chairman 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 2016 subject to the retirement and re-election requirements of the Articles. 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 RMB235,000.

Mr. Zhu Xiang (朱翔), aged 39, received postgraduate education, is an executive Director and Chief Executive Officer of the Company. He graduated from Xi'an Jiaotong University in July 2000 and obtained a MBA degree from Nanjing University in June 2006. He joined the securities department of Hainan Airlines Company Limited in July 2000 as assistant to secretary of the board of directors. He joined the Company in March 2003 and was appointed as executive Director in May 2014, and successively served as senior manager of the Company's investment department, general manager of the investment centre, general manager of financing and investment centre, secretary of the board of directors and vice president.

Mr. Zhu has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2016 subject to the retirement and re-election requirements of the Articles. The emoluments of Mr. Zhu 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. Zhu is entitled to a director's fee of RMB25,000 per annum plus an annual salary and allowance of RMB235,000.

As at the Latest Practicable Date, Mr. Sha directly holds 1,350,000 domestic shares of the Company and is interested in 70% of equity interest of 南京萬物互聯投資管理企業(有限合夥) which in turn owns 90.09% of equity interest of Nanjing Sample Technology Group Company Limited and which in turn owns 158,443,400 domestic shares of the Company. Under the SFO, Mr. Sha is deemed to be interested in all 159,793,400 domestic shares of the Company.

As at the Latest Practicable Date, Mr. Chang is interested in 30% of equity interest of 南京萬物互聯投資管理企業(有限合夥) which in turn owns 90.09% of equity interest of Nanjing Sample Technology Group Company Limited and which in turn owns 158,443,400 domestic shares of the Company. Under the SFO, Mr. Chang is deemed to be interested in all 158,443,400 domestic shares of the Company.

Save as disclosed, no executive Directors have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Sha, Mr. Chang and Mr. Zhu 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 Latest Practicable Date, all the executive directors did not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information for each of Mr. Sha, Mr. Chang and Mr. Zhu which are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matters concerning the re-election of the executive Directors that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Ma Jun (馬俊), aged 51, is a non-executive Director of the Company. He graduated from Nanjing University in economic management in 1995. He worked for 南京福申房地產開發有限責任公司 in 1998. Mr. Ma was appointed as non-executive Director of the Company in May 2010. He is currently the chairman and general manager of 南京福申房地產開發有限責任公司.

Mr. Ma Jun has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2016 subject to the retirement and re-election

Director and secretary of the party leadership group of the Jiangsu Province Broadcasting and Televisions Bureau. Mr. Geng was appointed as independent non-executive Director of the Company in May 2013.

Mr. Geng has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2016 subject to the retirement and re-election requirements of the Articles. 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 Mr. Geng is RMB10,000 per annum.

Mr. Shum Shing Kei (沈成基), aged 45, 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. 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 was appointed as independent non-executive Director of the Company in May 2011. Mr. Shum is currently a practising partner of a certified public accountant firm in Hong Kong, mainly providing business advisory service and auditing service. Mr. Shum is currently the independent non-executive director of Zhejiang Shibao Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1057 and listed on Shenzhen Stock Exchange, stock code: 002703).

Mr. Shum has been entered into a service agreement with the Company for a term of three years commencing from 1 January 2016 subject to the retirement and re-election requirements of the Articles. 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 Mr. Shum is RMB50,000 per annum.

Mr. Hu Hanhui (胡漢輝), aged 60, a member of Communist Party, professor and instructor of doctorate students. He had served as the Associate Head of Department of Management Science and Engineering in Nanjing Institute of Technology, the Deputy Director of the Technology Research Institution and the president of the University's Union in Southeast University, a part-time researcher of the Humanities and Social Science Research Institution of Education Department in Dongbei University of Finance and Economics, a member of Professional Committee in China Development Bank and a member of the "Expert Group of Basic Requirements on Entrepreneurship Education in High Schools" in Ministry of Education. Currently, Mr. Hu has served as the Director of the Research Institution of Entrepreneur Group Economics and Industrial Organization of School of Economics and Management in Southeast University and an independent director of the seventh session of the Board of Nanjing Textiles Import & Export Corp., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600250).

Mr. Hu will enter into a service agreement with the Company for a term commencing from the date of approval of his appointment as independent non-executive Director and ending on 31 December 2018 subject to the retirement and re-election requirements of the Articles. The emolument for Mr. Hu will be determined by the Company 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.

As at the Latest Practicable Date, each of Mr. Geng, Mr. Shum and Mr. Hu 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. Geng, Mr. Shum and Mr. Hu 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 Latest Practicable Date, each of Mr. Geng, Mr. Shum and Mr. Hu 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. Geng, Mr. Shum and Mr. Hu 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 60, is a supervisor of the Company. Mr. Qiu 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 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) Zhong Dian Environmental Protection Limited* (a company listed on the Shenzhen Stock Exchange, stock code: 300172) and Tianjin Tai Da Limited* (a company listed on the Shenzhen Stock Exchange, stock Code: 000652).

Mr. Dai Jian Jun (戴建軍), aged 45, is a supervisor of the Company. He 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.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

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 2016 subject to the retirement and re-election requirements of the Articles. 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 Latest Practicable Date, 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.

NOTICE OF AGM



南京三寶科技股份有限公司 NANJING SAMPLE TECHNOLOGY CO.,LTD.*

(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, Qixia District, Nanjing City, Jiangsu Province, the PRC on Friday, 27 May 2016 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- I. 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 2015;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2015;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2015;
 - (4) To consider and approve the distribution of final dividend for 2015;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2016;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2015;
 - (7) To re-elect and appoint 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 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.

* *for identification purpose only*

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- (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 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iii) To consider and approve the re-election of Mr. Zhu Xiang as executive Director for a term of three years commencing from 1 January 2016 to 31 December 2018 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 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.
- (v) To consider and approve the re-election of Mr. Geng Nai Fan as independent non-executive Director for a term of three years commencing from 1 January 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vi) 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 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vii) To consider and approve the appointment of Mr. Hu Hanhui as independent non-executive Director for a term commencing from the conclusion of the AGM and ending 31 December 2018 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 2016 to 31 December 2018 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 2016 to 31 December 2018 and to authorize the Board on behalf of the Company to determine his remuneration.

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SPECIAL RESOLUTIONS

II. To consider and, if thought fit, approve the following resolutions as special resolutions:

(8) **THAT:**

① there be granted to the Board an unconditional general mandate to allot, issue and deal with additional Shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares or any share option scheme adopted by the Company and in accordance with the Articles, shall not exceed:

(i) in case of Domestic Shares, 20 per cent. of the aggregate nominal amount of Domestic Shares in issue; and

(ii) in case of H Shares, 20 per cent. of the aggregate nominal amount of H Shares in issue;

in each case as at the date of passing of this resolution; and

(c) the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and

(d) For the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

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- (ii) the expiry date of the period within which the next annual general meeting is required by the Articles or any applicable law to be held; or
 - (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution.
- ② contingent on the Board resolving to issue Shares pursuant to this resolution, the Board be authorised:
- (a) to approve, execute and do or procure to be executed and done all such documents and matters which it may consider necessary in connection with the issue of such new shares, including but not limited to the time, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make necessary filings and registration with the relevant authorities in the PRC, and/or Hong Kong and any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make any amendments to the Articles in accordance with such increase and to register the increased capital with the relevant authorities in the PRC and/or Hong Kong and any other places and jurisdictions (as appropriate) so as to reflect the new capital and/or share capital structure of the Company resulting from the intended allotment and issue of the shares of the Company pursuant to paragraph ① of this resolution.
- (9) **THAT:**

To consider and approve the proposed amendments, details of which was set out in section headed “4. Proposed amendments to the Articles” in the Letter from the Board in the Circular, be and are hereby approved and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the Articles, where appropriate.”

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

Nanjing, the PRC
28 April 2016

NOTICE OF AGM

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 No. 10 Maqun Avenue, 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 27 April 2016 (Wednesday) to 27 May 2016 (Friday), (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 26 April 2016 (Tuesday).
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 13 May 2016 (Friday).