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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 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 Friday, 25 May 2012 at 9:00 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 2011;
 - (2) To consider and approve the report of the supervisory committee of the Company for 2011;
 - (3) To consider and approve the audited consolidated financial statements of the Group for 2011;
 - (4) To consider and approve the distribution of final dividend for 2011;
 - (5) To authorise the board of directors (the “Board”) to appoint auditors and to fix their remuneration for the year ending 2012;
 - (6) To consider and approve the resolution for appropriation to statutory reserve fund for 2011;

SPECIAL RESOLUTIONS

- II. To consider and, if thought fit, pass with or without amendment, the following resolution as a special resolution:

“**THAT** the amended and restated articles of association of the Company (the “**Articles of Association**”) (which has been produced to the meeting and marked “A”, and initialed by the Chairman of the meeting for the purpose of identification) be approved and adopted by the Company in substitution for the existing articles of association of the Company with effect from (i) the completion of the allotment and issue of A shares by the Company in the People’s Republic of China (“**Issue of A Shares**”); and (ii) the obtaining of the required approval or endorsement from or the registration with relevant regulatory authorities, and that the Board be authorised to modify the wordings of such Articles of Association as appropriate and to take all such actions and execute all such documents or instruments for and on behalf of the Company as the Board may, in its absolute discretion, consider necessary or expedient in order to effect the Issue of A Shares, and to deal with other related issues arising from or relating to the adoption of the Articles of Association accordingly.”

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

Nanjing, the PRC
5 April 2012

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. The register of Members in Hong Kong will be closed from 25 April 2012 (Wednesday) to 25 May 2012 (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 24 April 2012 (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 5 May 2012 (Saturday).

As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong and Mr. Guo Ya Jun, the non-executive Director is Mr. Ma Jun; and the independent non-executive Directors are Mr. Xu Suming, Mr. Li Haifeng and Mr. Shum Shing Kei.

** for identification purpose only*