

**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This circular is important and requires your immediate attention. The Company is a public company listed on the Hong Kong Stock Exchange. The Company's name in Chinese is 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited).

Hong Kong Exchanges and Clearing Limited, the Exchange, is the listing agent for the Company. The Company's name in English is Nanjing Sample Technology Company Limited. The Company's name in Chinese is 南京三寶科技股份有限公司.

If you are in doubt, please contact your stockbroker or the Company's investor relations department.

If you have sold or transferred your shares, please contact your stockbroker or the Company's investor relations department.



**南京三寶科技股份有限公司**  
**NANJING SAMPLE TECHNOLOGY COMPANY LIMITED\***  
(  
(Stock Code: 1708)

**PROPOSED RE-ELECTION OF DIRECTORS  
AND SUPERVISORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

This circular is important and requires your immediate attention. The Company is a public company listed on the Hong Kong Stock Exchange. The Company's name in Chinese is 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited).

The Company is proposing to re-elect its directors and supervisors and to hold its annual general meeting. The proposed re-election of directors and supervisors will be held on 11 October 2013. The annual general meeting will be held on 10 November 2013. The Company's name in Chinese is 南京三寶科技股份有限公司. The Company's name in English is Nanjing Sample Technology Company Limited. The Company's name in Chinese is 南京三寶科技股份有限公司.

The Company's name in Chinese is 南京三寶科技股份有限公司. The Company's name in English is Nanjing Sample Technology Company Limited. The Company's name in Chinese is 南京三寶科技股份有限公司.

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## DEFINITIONS

<p>“M”</p>	<p>the number of shares of common stock of the Company as of 10:00 a.m. on 20<sup>th</sup> March 2013</p>
<p>“OO”</p>	<p>the company</p>
<p>“O”</p>	<p>the company</p>
<p>“omn”</p>	<p>Nanjing Sun T hno o om n m * (南京三寶科技股份有限公司), Jon ok m om n no o n h h m n ho H h n on h S o k E h n (S o k o : 1708)</p>
<p>“o”</p>	<p>the company</p>
<p>“om S<sup>h</sup>”</p>	<p>the nominal value of the shares of the Company, which is 1.00 RMB, and the share capital of the Company</p>
<p>“o”</p>	<p>the company</p>
<p>“H S<sup>h</sup>”</p>	<p>the nominal value of the shares of the Company, which is 1.00 RMB, and the share capital of the Company</p>
<p>“Hon on”</p>	<p>the Honorary Chairman of the Company</p>
<p>“L”</p>	<p>27<sup>th</sup> March 2013, the nominal value of the shares of the Company</p>
<p>“L n”</p>	<p>the nominal value of the shares of the Company, which is 1.00 RMB, and the share capital of the Company</p>
<p>“”</p>	<p>the company, the Honorary Chairman of the Company, the Chairman of the Board of Directors of the Company</p>
<p>“M”</p>	<p>the company</p>

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h S o Hon on ), m n , mo n  
m n om m o m

τ S<sup>h</sup> ( ).

h om S<sup>h</sup> n H S<sup>h</sup>

τ S<sup>h</sup> ho .

ho o h S<sup>h</sup> , n n ho o h  
om S<sup>h</sup> S<sup>h</sup> h H S<sup>h</sup> , n  
o h

τ S<sup>o k E</sup> h n .

h S<sup>o k E</sup> h n o Hon on L m

τ S<sup>o</sup> ( ).

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### 3. AGM

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oon o o h om n' Hon on H h n n o ,  
om h Hon on n o m , ho 1712-1716, 17/ ., Ho  
n , 183 n' o E , n h , Hon on (n o ho o H h ) o  
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n, H h T hno o o m n on, N nj n , n o n ,  
h (n o ho o om 9( ))-456.2(N)-556.2(n)-476.2(n '-476.2( n)-556.2(o)-35

**EXECUTIVE DIRECTORS**

**Mr. Sha Min (沙敏)**, 48, o on, n  
o n h m n o h om n . H on o n h o ' o  
n o . M . S h o n m ' n n n n om S o h  
n n 1990. M . S h on h hono o z n S o n  
O n n Y o n En S n . n z N nj n T n O n n Y o n En n . n  
2000 n 2001 . M . S h N omm m m o h nj n  
omm o h h n . S o ' o on on n n n N 2003  
n omm m m o h n o n omm o h h n o '  
o on on n n m 2007. n o m 2010, M . S h  
n nj n o z n h on on o h on S on o  
h n ' m o o . M . S h j o n h om n n m 1997 n  
o n n o n m 1999.

M . S h h n n n o m n h h om n o m o  
h M . S omm n n om l n 2013 j o h m n n - on  
m n o h o o on. Th mo m n o M . S h m n  
h om n h n o h o n m k S on n h o  
n on . h E n n n . M . S h n o o '  
o M 25,000 nn m E n mn n o n o M 340,800.

**Mr. Chang Yong (常勇)**, 46, o on, n

n n m n on. M . o o k o h n n o L n o n  
n nh o n om 1982 o 1992 n nj n n n M L o m n  
om n n 1993 n 1996. M . N o n n m n o m  
o n O o 1996 n m h om n ' n n on o n S n

h om n L h n h m n n o , M · M no h n n n h S h o  
XV o h S O.

om S n n h o , M · M no ho n o h o h n

no h S o h o , h o h nno n m n , M · M  
h ho , n h ho o on o S n h ho o h om n .

S o h o , h no o h n o m on o M · M h h  
no o h m on n n h - on non- o h n o o h  
o h n on o h S h ho .

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Xu Su Ming ( 徐 明 ),** 56, ho M n o o o o  
h o o h n L . H n h o om S o h  
n n n 1982, n n h o o o h S o h n  
om nj n n . H n h o o , o o o o n o  
L h S o h N n n n n omm M m o h h n o ,  
o S on n on n o , N o on on L n o N nj n ,  
omm o h h n o , N o on on L n o N nj n ,  
m m o h omm o o n L n o h h n N o , o  
on on n o N nj n L n h on m m o nj n  
on o o n N nj n n n n n o o N h n  
n h Ho S n S o o , L ( om n on h h n h n o k E h n ,  
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on 1994n ( o )-38.5(1998,o)-38.5( o )-38.5( M o )-38.5(( o )-253.6 N )-38.5(( n )-38.5(2000n)-38.5(  
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oo n o , o o n o n n o n  
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n o m ono h ( , ) - 016.1E M m o h n ono o

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n S n n T hno o N omm o h h n Zh on , o o  
n S n T hno o omm o h n Zh on j n omm , n  
S m m o h 10 h omm o j n Y o h on.

**Mr. Shum Shing Kei (沈成基)**, 42, ho M M . h m  
om h Hon on o hn n n m jo n o n n . S H o n  
m n n n m n m n om h n o on on, h n n om.  
H o o m m o h Hon on n o L on n n  
m m o h o on o h o n n . om 1993 o  
2002, h o k n m n o E n & Y o n , o h n n  
O n om n o h n o n Ho n L m om M h  
2002 o 2005 n o n n on n o W M o o om n  
L o m om S m 2004 o S m 2008. M . S h m n n n  
o n n S o n n S m n Hon on , m n o n n o  
n n .

E h o M . X , M . L n M . S h m h n n n o m n h  
h om n o m o h M . S omm n n om l n 2013 j o h  
m n n - on m n o h o o on. Th mo m n o  
h n n n non- o m n h om n h n  
o h o n m k on on n h o n on . h  
L M 10,000 nn m. Th mo n o o , o h o M . X n M . L  
nn m. M . S h m M 50,000

n n h L h S o h om n h n h m n n o X V o h S O.  
S o h n o , h o M . X , M . L n M . S h m no ho n o h

S o h o , h o h nno n m n , h o M .  
X , M . L n M . h m no h n on h h n o , S o ,  
n o m n m n , S m n m n h ho , n h ho o S on o n  
h ho o h om n .

S o h o , h no o h n o m on o h o M . X ,  
M . L n M . S h m h h o o n o 13.51(2)(h) o ( )  
o h L n S n h no o h m on n n h - on n n n  
non- o h n o o h o h n on o h S h ho .

SUPERVISORS

**Mr. Qiu Xiang Yang** (仇向洋), 57, n E M . H no  
 o o o h onom n m n m n o o o h n . H o  
 o o h n o n o m n S n n n n o  
 h N nj n En n . om 1991 o 2004, h on o n  
 o o h onom n m n m n o o o h n . n 1992, h  
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 on on. H n n h h n n S o onom n m n S m n  
 . H h n- h kno n o o m n m n n n o m n. H  
 on o o h om n n 2007. H n n  
 n n n o o nj n h m om n m ( om n on h  
 h n h S o k E h n N , o k o : 600713) n nj n Zhon ( o ) o., L . ( S  
 om n S on h S h n h n S o k E h n , o k o : 000421).

**Mr. Dai Jian Jun** (戴建军), 42, n n  
 o on S hoo om S m 1988 o 1991. H o k o o h n S  
 n 1991. S S n n 1996. M . h S n n o  
 n Zh n L m n 1996. H on o o h om n  
 n 2003.

E h o M . n M . h n n n o m n h h  
 om n o m o h omm n n om l n 2013 j o h  
 m n n - on m n o h o o on. Th mo m n o  
 M . n M . m n h om n h n o h o  
 n m k on on n h o n on . h L  
 , h mo n o o' o h o M . n M . M 10,000  
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 n n h S h n h m n n o X V o h S O.  
 S o , h o M . n M . no ho n o h o h n  
 om n n h h .

S o h o , h o h nno n m n, h o M .  
 S n M . no h n on h h n o , o , no  
 m n m n, m n m n h ho , n h ho o on o n h ho  
 o h om n .

h o , h no o h nom on o h o M .  
 n S . h h o o n o 13.51(2)(h) o ( ) o h  
 n n h no o h m on n n h - on o h  
 L n o o h o h n on o h S h ho .

**NOTICE OF AGM**



南京三寶科技股份有限公司  
**NANJING SAMPLE TECHNOLOGY COMPANY LIMITED\***  
 (Stock Code: 1708)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Nanjing Sample Technology Company Limited (the Company) will be held on Monday, 20 October 2013 at 10:00 a.m. at the Company's office at No. 10, Nanjing East Road, Nanjing, China.

**ORDINARY RESOLUTIONS**

The following resolutions were proposed and passed at the AGM:

- (1) To approve the financial statements of the Company for the year ended 31 December 2012;
  - (2) To approve the directors' remuneration report for the year ended 31 December 2012;
  - (3) To approve the directors' report for the year ended 31 December 2012;
  - (4) To approve the appointment of the auditor for the year ended 31 December 2012;
  - (5) To approve the appointment of the independent non-executive director for the year ended 31 December 2013;
  - (6) To approve the appointment of the independent non-executive director for the year ended 31 December 2012;
  - (7) To - approve the appointment of the independent non-executive director for the year ended 31 December 2012;
- (8) To approve the appointment of the independent non-executive director for the year ended 31 December 2015.

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m n h m n on.

( ) To on n o h - on o M . o Y n  
o o m o h omm n n om l n 2013 o 31  
m 2015 n o ho h o on h o h om n o  
m n h m n on.

( ) To on n o h - on o M . M n non-  
o o m o h omm n n om l n 2013 o 31  
m 2015 n o ho h o on h o h om n o  
m n h m n on.

( ) To on n o h - on o M . X S m n n n n  
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2013 o 31 m 2015 n o ho h o on h o h  
om n o m n h m n on.

( ) To on n o h - on o M . L H n n n n  
non- o o m o h omm n n om l n  
2013 o 31 m 2015 n o ho h o on h o h  
om n o m n h m n on.

( ) To on n o h - on o M . h m S h n  
n n n non- o o m o h S S omm n n  
om l n 2013 o 31 m 2015 n o ho h o on  
h o h om n o m n h m n on.

( ) To on n o h - on o M . n n S o  
o m o h omm n n om l n 2010 o 31 S m  
2012 n o ho h o on h o -h( (2012)-405)-357.7( o)-405( 1)-409. h n

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## NOTICE OF AGM

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1. The members of the company are hereby notified that the 10th Annual General Meeting of the company will be held on Monday, 15th October 2013 at 10:00 a.m. at the registered office of the company, 1712-1716, 17th Street, New York, New York 10011, USA. The meeting will be held in English. The business to be transacted at the meeting is as follows:
  - To receive and approve the accounts of the company for the year ended 31st December 2012, the auditors' report thereon and the directors' report and the financial statements of the company for that year.
  - To receive and approve the directors' remuneration report for the year ended 31st December 2012.
  - To receive and approve the directors' report for the year ended 31st December 2012.
  - To receive and approve the directors' report for the year ended 31st December 2012.
  - To receive and approve the directors' report for the year ended 31st December 2012.