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南京三壹科技股份有限公司

NAN N A T N AN T *

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

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V N T ANN A N A T N

V N T V N 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 Monday, 20 May 2013 at 10:00 a.m. for the following purposes:

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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 2012;
- (2) To consider and approve the report of the supervisory committee of the Company for 2012;
- (3) To consider and approve the audited consolidated financial statements of the Group for 2012;

- (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 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.
- (iii) To consider and approve the re-election of Mr. Guo Ya Jun as executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 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 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.
- (v) To consider and approve the re-election of Mr. Xu Suming as independent non-executive Director for a term of three years commencing from 1 January 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vi) To consider and approve the appointment of Mr. Geng Nai Fan as independent non-executive Director for a term commencing from the conclusion of the Annual General Meeting to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.
- (vii) 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 2013 to 31 December 2015 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 2010 to 31 December 2012 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 2013 to 31 December 2015 and to authorize the Board on behalf of the Company to determine his remuneration.

By Order of the Board

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Chairman

Nanjing, the PRC
 29 April 2013

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

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, the revised proxy form (the “Second 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 in case of holders of H Shares, 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 Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Industrial Development Zone, 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. 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 30 April 2013 (Tuesday).
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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 at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares only) (the “Registrar”) 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.

* *For identification purpose only*