

南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited*) (the "Company"), you should at once read 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 COMPANY LIMITED*
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1708)

**(1) PROPOSED FURTHER EXTENSION OF THE VALIDITY PERIOD OF
THE SHAREHOLDERS' APPROVAL FOR PROPOSED ISSUE OF A SHARES
AND
(2) PROPOSED AMENDMENTS TO THE TERMS OF THE PROPOSED
ISSUE OF A SHARES
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING
AND
(4) NOTICES OF THE CLASS MEETINGS**

A notice convening the EGM of the Company to be held at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC at 10:00 a.m. on Thursday, 26 December 2013 and notices convening the class meetings of the Company to be held at the same place and on the same day, are set out on pages 14 to 20 on this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, 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 Building No. 1, Ruan Jian Chuang Ye Zhong Xin, High and New Technology Industrial Development Zone, 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 EGM or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM 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.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2011 General Meetings”	the extraordinary general meeting and the respective class meetings for holders of H Shares and holders of the Domestic Shares which were held on 30 December 2011
“2012 General Meetings”	the extraordinary general meeting and the respective class meetings for holders of H Shares and holders of the Domestic Shares which were held on 28 December 2012
“2013 Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the 2013 EGM, and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, or any adjourned meeting thereof respectively
“2013 EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 26 December 2013 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC, to consider, and if thought fit, to approve, inter alia, the proposed Further Extension and Amendments
“A Share(s)”	the share(s) with a nominal value of RMB1.00 each in the share capital of the Company to be issued and listed on the Shenzhen Stock Exchange
“Amendments”	the amendments to the terms of the proposed Issue of A Shares in relation to the proposed distribution plan of accumulated undistributed profits
“Articles of Association”	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
“Authorisation”	the authorizations granted to the Board by the Shareholders in connection with the proposed Issue of A Shares at the 2011 General Meetings
“Board”	the board of Directors

DEFINITIONS

“Company”	Nanjing Sample Technology Company Limited* (南京三寶科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the main board of the Stock Exchange (Stock Code: 1708)
“CSRC”	China Securities Regulatory Committee (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB, and all of such Shares are not listed on the Stock Exchange
“Further Extension”	the extension of the validity period of the Shareholders’ approval for the proposed Issue of A Shares and the Authorizations at the 2011 General Meetings and the 2012 General Meetings
“Group”	the Company and its subsidiaries
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the main board of the Stock Exchange and subscribed for and traded in Hong Kong Dollars
“HK\$” or “Hong Kong Dollars”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue of A Shares”	the proposed issue of not more than 73,900,000 A Shares with a nominal value of RMB1.00 each to natural persons, legal persons and other institutional investors recognized by the CSRC, who maintain A Share account with the China Securities Depository and Clearing Corp. Ltd., Shenzhen Branch (except those prohibited by PRC laws and regulations and other regulatory requirements to which the Company is subject to)

DEFINITIONS

“Latest Practicable Date”	19 November 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“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

* *for identification purpose only*

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things, the proposed Issue of A Shares and the extension of the validity period of the Shareholders' approval for the Issue of A Shares; and (ii) the announcement of the Company dated 11 November 2013, in which it was announced that the Board resolved to propose to seek the approval of the Shareholders to further extend the validity period of the Shareholders' approval for the proposed Issue of A Shares and the Authorization for another period of 12 months commencing from the date of passing the relevant special resolutions at the 2013 EGM and the 2013 Class Meetings.

The purpose of this circular is to provide you with (i) further information and details in relation to the Company's proposal for a further extension of the validity period of the Shareholders' approval for the proposed Issue of A Shares and the Authorization and the Amendments; and (ii) notices convening the 2013 EGM and the 2013 Class Meetings, respectively, at each of which a special resolution will be proposed to approve the further extension of the validity period of the Shareholders' approval for the proposed Issue of A Shares and the Authorization and the Amendments.

the distribution plan for the profits of 2013, and the profits arising prior to the Issue of A Shares. Holders of A Shares shall not be entitled to any dividend declared prior to completion of the Issue of A Shares.”

Details of the proposed Further Extension and the principal terms and conditions of the Issue of A Shares (as amended by the Amendments) are set out in the Appendix to this circular.

4. REASONS FOR THE ISSUE OF A SHARES

The Directors believe that the Issue of A Shares will further broaden the Company’s funding channels, and thereby improve the Company’s capital structure and its debt financing capacity. In addition, the Issue of A Shares will provide the Company with financial resources for the specific needs as stipulated in the paragraph headed “Use of Proceeds” as set out in the Appendix to this circular and improve the competitiveness of the Group. The Directors believe that the Issue of A Shares will enhance the profile and corporate image of the Company, and is beneficial to the long term development of the Group. The Directors consider that the Issue of A Shares is in the interests of the Group and the Shareholders as a whole.

5. EFFECTS OF THE ISSUE OF A SHARES ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that a total of 73,900,000 A Shares are to be issued, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Issue of A Shares is as follow:

As at the Latest Practicable Date		Immediately after the completion of the Issue of A Shares	
<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>

(1) Non-Overseas

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6. 2013 EGM AND 2013 CLASS MEETINGS

Special resolutions to consider and approve the proposed Further Extension and the proposed Amendments will be proposed at the 2013 EGM and the 2013 Class Meetings.

The 2013 EGM and the 2013 Class Meetings will be convened at 10:00 a.m. on Thursday, 26 December 2013 at No. 10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC. The notice of the 2013 EGM and notices of 2013 Class Meetings are set out on page 14 to page 20 of this circular.

No Shareholder is required to abstain from voting in connection with the above resolutions, which will be put to vote at the 2013 EGM, under the Listing Rules.

Whether or not you are able to attend the 2013 EGM in person, you are requested to complete the form of proxy despatched to you on Thursday, 21 November 2013 in accordance with the instructions printed thereon. The proxy form should be returned 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

8. GENERAL

There is no assurance that the Issue of A Shares will proceed. Shareholders and investors are advised to exercise caution in dealings in the H Shares. Further details about the Issue of A Shares will be disclosed by the Company in the PRC when the Issue of A

DETAILS OF SHAREHOLDERS' APPROVAL AND AUTHORISATIONS PROPOSED TO BE FURTHER EXTENDED

- (i) **Class and nominal value of new Shares to be issued** A Shares with a nominal value of RMB1.00 each in the share capital of the Company.
- (ii) **Number of A Shares to be issued** Not more than 73,900,000 A Shares with a nominal value of RMB1.00 each.

The final number of A Shares to be issued and the structure of such issue shall be subject to approval by the CSRC and other relevant regulatory authorities in the PRC, and subject to adjustment (if any) which may be made by the Board as authorised by the Shareholders at the EGM and the Class Meetings and within the range approved by the CSRC having regard to the relevant circumstances.

- (iii) **For determination of the issue price** Subject to the approval of the CSRC for the Issue of A Shares, the issue price range of the A Shares will be determined on the basis of market conditions prevailing in the PRC securities market at the time of the issue of A Shares by way of market consultation or any such other price determination method(s) as approved by the CSRC.

In the event the proceeds from the Issue of A Shares are not sufficient to finance the above projects, the shortfall will be covered by internal resources or bank loans to be raised by the Group. In case the actual proceeds of the Issue of A Shares exceed the estimated investment amount mentioned above, the surplus will be used to supplement the liquidity of the Company.

(viii) **Distribution plan of**

- (2) to deal with all filing and application matters relating to or in connection with the listing of this issue, including without limitation, applying for approval to, register with, filing with, seeking licences and consents from relevant governmental and regulatory authorities, the relevant stock exchange and securities clearing institution; to approve, sign, execute, amend or complete any agreement, contract or necessary document relating to the listing of this issue (including without limitation, offering circular, prospectus, sponsor agreement, underwriting agreement, listing agreement and all kinds of announcement

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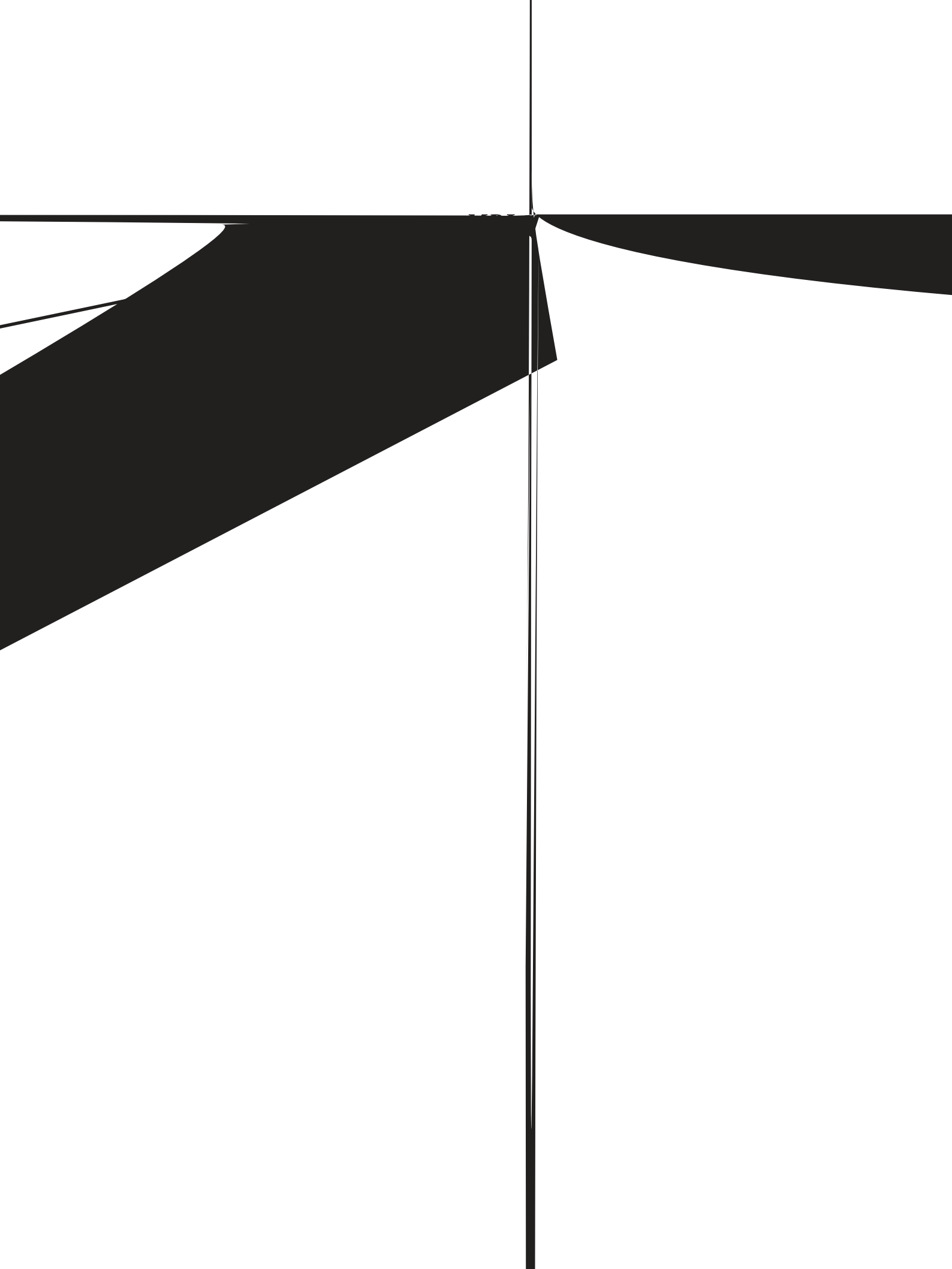
- (6) to deal with all matters in relation to the application or the use of net proceeds from the Issue of A Shares subject to the approval of the CSRC, including without limitation, to utilize the internal resources or raise bank loans to finance its projects prior to the completion of the Issue of A Shares, and to repay the funds raised and already applied by the Company and the Group in developing such projects upon completion of the Issue of A Shares; to adjust and amend related matters according to the actual circumstances and comments from relevant governmental authorities in the course of implementation in financing and investing in the projects, including without limitation: to adjust the budget for each project already included in the scope of investment by application of proceeds (including adjusting the number of projects), the subject, progress and means of implementation, etc.; to confirm the specific saving account for the proceeds; other project related matters in relation to the implementation of the application of the proceeds

2. **“THAT** the Shareholders’ approval for the Issue of A Shares (as amended by the Amendments set out in Special Resolution No.1 above) and the authorisations granted to the Board for taking all such actions in connection with the Issue of A Shares as set out in the paragraph headed “(x) Authorisation to the Board” in the principal terms and conditions of the Issue of A Shares set out in the special resolutions passed by the

NOTICE OF EGM

5. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the EGM.

As at the date hereof, 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.



2. “**THAT** the Shareholders’ approval for the Issue of A Shares (as amended by the Amendments set out in Special Resolution No.1 above) and the authorisations granted to the Board for taking all such actions in connection with the Issue of A Shares as set out in the paragraph headed “(x) Authorisation to the Board” in the principal terms and conditions of the Issue of A Shares set out in the special resolutions passed by the Shareholders at the extraordinary general meeting and the respective class meetings for holders of H Shares and holders of the Domestic Shares which were held on 30 December 2011 be further extended for 12 months from 26 December 2013 to 25 December 2014.”

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

Nanjing, the PRC
21 November 2013

* *for identification purpose only*

Notes:

1. Any holder of H shares of the Company (“**Member**”) entitled to attend and vote at the H Share Class Meeting 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

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES



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 CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting for holders of domestic shares (the “**Domestic Shares Class Meeting**”) of Nanjing Sample Technology Company Limited (the “**Company**”) shall be held at No.10 Maqun Avenue, Maqun Technology Park, Qixia District, Nanjing City, Jiangsu Province, the PRC at 11:00 a.m. (or immediately after the class meeting for holders of H shares of the Company to be convened and held on the same day and at the same place) on Thursday, 26 December 2013 for the purposes of considering, and if thought fit, passing the following resolutions Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 21 November 2013.

SPECIAL RESOLUTIONS

1. **“THAT** the paragraph headed “(viii) Distribution plan of accumulated undistributed profits” in the principal terms and conditions of the Issue of A Shares set out in the special resolutions approved by the Shareholders at the extraordinary general meeting and the respective class meetings for holders of H Shares and holders of the Domestic Shares which were held on 30 December 2011 be amended and substituted by the following:

(viii) Distribution plan of accumulated undistributed profits

Prior to this public issue of A Shares, the Company may distribute its profit available for distribution for 2013 in accordance with relevant laws, regulations and the Articles of Association. After the completion of the public issue of A Shares, all shareholders of the Company will be entitled to the undistributed profits carried forward after implementation of the distribution plan for the profits of 2013, and the profits arising prior to the Issue of A Shares. Holders of A Shares shall not be entitled to any dividend declared prior to completion of the Issue of A Shares.”

2. “**THAT** the Shareholders’ approval for the Issue of A Shares (as amended by the Amendments set out in Special Resolution No.1 above) and the authorisations granted to the Board for taking all such actions in connection with the Issue of A Shares as set out in the paragraph headed “(x) Authorisation to the Board” in the principal terms and conditions of the Issue of A Shares set out in the special resolutions passed by the Shareholders at the extraordinary general meeting and the respective class meetings for holders of H Shares and holders of the Domestic Shares which were held on 30 December 2011 be further extended for 12 months from 26 December 2013 to 25 December 2014.”

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

Nanjing, the PRC
21 November 2013

* *for identification purpose only*

Notes:

1. Any holder of domestic shares of the Company (“**Member**”) entitled to attend and vote at the Domestic Shares Class Meeting 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 delivered to the Company’s registered office at 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 Domestic Shares Class Meeting 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.