Directors:

Executive Directors

(Chairman)

Non-executive Director

Independent non-executive Directors

Registered address and principal place of business in the PRC:

. 10

Principal place of business in Hong Kong:

3112 , 31/ ,

16 -200

2 2014

To the Shareholders

(1) CONNECTED TRANSACTION – PROPOSED SUBSCRIPTION OF NEW DOMESTIC SHARES BY NANJING SAMPLE TECHNOLOGY GROUP COMPANY LIMITED*; (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) APPLICATION FOR WHITEWASH WAIVER

I. INTRODUCTION

21 2014 ( ), 2,723,400 4.50 ($5.67) 417,255,300 ($525,741,67).

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413,652,363 ($521,201, 77)
72–
20–
5.

4 .45–
2,723,400

Subscription price

4.50 ($5.67)

$6.425
(5.0)

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3. Shareholding structure of the Company

[illegible]

Parties acting or presumed to be acting in concert	Share class	Number of Shares in issue as at the Latest Practicable Date	Percentage of the total number of issued Shares	Total number of Shares held immediately after the Domestic Shares Subscription	Percentage of shareholding immediately after the Domestic Shares Subscription[7]
[illegible] [1]	[illegible]	60,770,000	27.12–	153,4 3,400	4 .45–
[illegible] [1]	[illegible]	4, 50,000	2.21–	4, 50,000	1.56–
[illegible] [1 & 2]	[illegible]	1,350,000	0.60–	1,350,000	0.42–
[illegible] [3]	[illegible]	4 ,545,000	22.11–	4 ,545,000	15.64–
[illegible]		116,615,000	52.04–	20 ,33 ,400	66.07–
Other Domestic Shareholders					
[illegible] [4]	[illegible]	15,000,000	6.6 –	15,000,000	4.73–
[illegible] [5]	[illegible]	6 5,000	0.31–	6 5,000	0.22–
[illegible]		15,6 5,000	7–	15,6 5,000	4, 5–
[illegible] [6]		, 1, 00,000	40, 6–	, 1, 00,000	2 , –
[illegible]	1. , 5– 1(	1.66)-2324, (153,4 3,400)-4367(4 .45–)	3.-35 ( )	, .66526 .7(, .665	2 ( ) , .66526 .07

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65,720,000
2 3–

3. （尹萼華）. （尹萼華）

4. （江蘇瑞華投資控股集團有限公司）
.46–
（張建斌）, 1.54– 15

5. （江蘇紅石科技實業有限公司）
70–
（袁人牛） 30– （南京匯保豐電子科技有限公司）. （南京匯保豐電子科技有限公司）
60–
（許媛媛） 40– （朱曉銀）. （袁人牛）, （南京匯保豐電子科技有公司）,
（許媛媛） （朱曉銀）

6.

7.

4. Reasons for the Domestic Shares Subscription

(a) **Debt financing**
31 2013,
411.25
3 0.00 12 1 2014.
1.7
31.2–

31 2013 6.0– 6.7–

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(ii) **Rights issue of Domestic Shares and H Shares**

(iii) (iiiholderT54-(e)

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(1) *The number of ordinary overseas listed foreign shares issued for the first capital increase after incorporation of the Company was 20,400,000 shares (including 19,500,000 new shares and 900,000 exiting sale shares), accounting for 31.63% of the issuable ordinary shares of the Company.*

The equity structure of the Company is: 64,500,000 ordinary shares, including 44,100,000 shares held by the promoters, accounting for 68.37% of the issuable ordinary shares of the Company, and 20,400,000 overseas listed foreign shares held by H shares holders, accounting for 31.63% of the issuable ordinary shares of the Company.

(2) *With the approval of the examination and approval authority authorized by the State Council, 12,000,000 shares acquired by the promoter namely Nanjing Zhongbei (Group) Company Ltd. at the time of incorporation of the Company were all transferred to Jiangsu Century Gold Bull Technology and Trading Company Ltd.*

(3) *With the approval of the examination and approval authority authorized by the State Council, 12,000,000 shares acquired by the promoter namely Nanjing Huadong Electronics Information & Technology Company Ltd. at the time of incorporation of the Company were all transferred to Active Gold Holding Limited.*

(4) *With the approval of the examination and approval authority authorized by the State Council, 4,515,000 shares held by the Company's shareholder namely Jiangsu Century Gold Bull Technology and Trading Company Ltd. were all transferred to foreign shareholder Active Gold Holding Limited.*

(5) *With the approval of the examination and approval authority authorized by the State Council, the Company issued 96,750,000 bonus shares (15 bonus shares for every 10 shares) and increased 32,250,000 shares by way of capitalization of capital reserve (5 capitalization shares for every 10 shares), thereafter the total equity of the Company changed to 193,500,000 shares, with 132,300,000 shares (68.37% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:*

54,000,000 shares held by Nanjing Sample Technology Group Company Ltd., accounting for approximately 27.91% of the total number of the ordinary shares issued by the Company.

22,455,000 shares held by Jiangsu Century Gold Bull Technology and Trading Company Ltd., accounting for approximately 11.60% of the total number of the ordinary shares issued by the Company.

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49,545,000 shares held by Active Gold Holding Limited, accounting for approximately 25.60% of the total number of the ordinary shares issued by the Company.

4,950,000 shares held by Nanjing Sample Commerce City Company Ltd., accounting for approximately 2.56% of the total number of the ordinary shares issued by the Company.

1,350,000 shares held by Sha Min, accounting for 0.70% of the total number of the ordinary shares issued by the Company.

61,200,000 overseas listed foreign shares held by H shareholders, accounting for 31.63% of the total number of the ordinary shares issued by the Company.

(6) With the approval of the extraordinary general meeting of the Company held on 3 August 2009, the Company issued additional ordinary shares of 30,600,000 overseas listed foreign shares, thereafter the total
ordin 30(or)36changsued ed

tofordinarysharesissuedtofdin (6))255(held)25bary

Company48736.6(Ltd.,48736.[(accounting)8736.8(for)8736.[(appr)36.8(oximately)8736
Company43418.6(Ltd.,43418.[(accounting)3418.6(fo,43418.[(appr)36.8(oximately)3418.010.%a
ordinary shares issued by the Company.

4,950,000 shares held by Nanjing Sample Commerce City Company Ltd., accounting for approximately 2156% of the total number of the ordinary shares issued by the Company.

1,350,00064357.7(shar)36.8(es64357.wthe)36.8(oy)36.8(Min)64357.7ubscribsued

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(7) *With the approval of the examination and approval authority authorized by the State Council, 6,770,000 shares held by the Company's shareholder namely Jiangsu Century Gold Bull Technology and Trading Co. Ltd. were transferred to the Company's shareholder Nanjing Sample Technology Group Company Ltd.*

(8) *With the approval of Jiangsu Administration for Industry and Commerce, the Company's shareholder Jiangsu Century Gold Bull Technology and Trading Company Ltd. changed its name to Jiangsu Red Stone Technology Company Ltd.*

(9) *With the approval of the examination and approval authority authorized by the State Council, 15,000,000 shares held by the Company's shareholder namely Jiangsu Red Stone Technology Company Ltd. were transferred to the Company's shareholder Jiangsu Ruihua Investment Holding Group Company Ltd.*

( ) 20

The Company's registered capital is RMB224,100,000.

(2)

( ) 17

(10) *With the approval of the extraordinary general meeting of the Company, the H shareholders class meeting and the domestic shareholders class meeting held on 29 December 2014 (or any adjournment thereof), the Company issued 92,723,400 new domestic shares, thereafter the total number of ordinary shares issued by the Company is changed to 316,823,400 shares, with 225,023,400 shares (accounting for approximately 71.02% of the total number of the ordinary shares issued by the Company) held by domestic shareholders, including:*

153,493,400 shares held by Nanjing Sample Technology Group Company Ltd., accounting for approximately 48.45% of the total number of the ordinary shares issued by the Company.

15,000,000 shares held by Jiangsu Ruihua Investment Holding Group Company Ltd., accounting for approximately 4.73% of the total number of the ordinary shares issued by the Company.

685,000 shares held by Jiangsu Hongshi Technology Industry Company Ltd., accounting for approximately 0.22% of the total number of the ordinary shares issued by the Company.

49,545,000 shares held by Active Gold Holding Limited, accounting for approximately 15.64% of the total number of the ordinary shares issued by the Company.

4,950,000 shares held by Nanjing Sample Commerce City Company Ltd., accounting for approximately 1.56% of the total number of the ordinary shares issued by the Company.

1,350,000 shares held by Sha Min, accounting for approximately 0.42% of the total number of the ordinary shares issued by the Company.

91,800,000 overseas listed foreign shares held by H shareholders, accounting for 28.98% of the total number of the ordinary shares issued by the Company.

( ) 20

The Company's registered capital is RMB316,823,400.

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

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7. Information on the parties

Information relating to the Group

Information relating to Sample Group

47. 1–

4.67–

47.42– 16

8. Listing Rules implications

60,770,000

27.12–

14. .07

14.

4.67–

9. Takeovers code implications and application for Whitewash Waiver

( ), 67,070,000
2 3–
20–
116,615,000, 52.04–

( ) 66.07–
50–
27.12– 4 .45–
26.1
1
26

1 2014,
1
26
( )

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[illegible]

[illegible] 66.07– [illegible] 50– [illegible] 26 [illegible]

52.04– [illegible] 116,615,000 [illegible] 3. [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible] 22 [illegible] 4 [illegible] 22 [illegible]

(iv) [illegible]

(v) [illegible] 4 [illegible] 22 [illegible]

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this