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If you are selling all your shares in the Company, you should at once hand this circular, together with the accompanying proxy forms and receipts, 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).

DEFINITIONS

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

LETTER FROM THE BOARD



南京三寶科技股份有限公司
NANJING SAMPLE TECHNOLOG COMPAN LIMITED*
(Incorporated in the People's Republic of China)
(S. C. : 1708)

Executives Director
Mr. Sha Min
Mr. Chang Yong
Mr. Guo Ya Jun

Non-Executive Director
Mr. Ma Jun

Independent Non-Executive Director
Mr. Xu Suming
Mr. Geng Nai Fan
Mr. Shum Shing Kei

Registered Office
No. 10 Maqun Avenue
Qixia District
Nanjing Cit
Jiangsu Province
PRC

Principal Place of Business
Hong Kong
Room 3112A, 31/F
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

10 April 2014

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM, among other thing, relating to (i) the proposal for the appointment of an executive Director; and (ii) to give you notice of the AGM (Notice of AGM).

* *Company Information*

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

As notified by Mr. Guo Ya Jun (Mr. Guo) the executive Director who has intention to resign at the AGM and cease to act as Director of the Company after conclusion of the AGM due to more time is required to devote to his other business commitments.

The Board also announced that Mr. Guo will cease to act as the member of remuneration committee of the Company, the authorised representative and compliance officer of the Company under the Listing Rules and would resign from all his other positions in the Group upon his cessation to be executive Director of the Company effective from the conclusion of the AGM.

Mr. Guo has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders.

The Board proposed that Mr. Zhu Xiang (Mr. Zhu) to be appointed as executive Director at the AGM. An ordinary resolution to approve his appointment will be proposed at the AGM for the Shareholders' consideration and approval. Pursuant to the Articles of Association, the appointment of executive Director will only become effective after obtaining approval at the AGM for a term commencing from the conclusion of the AGM and ending on 31 December 2015, renewable upon re-election and re-appointment. If the ordinary resolution in relation to the appointment of Mr. Zhu as executive Director is passed at the AGM, Mr. Zhu will also be appointed as the member of remuneration committee and the authorised representative of the Company under the Listing Rules.

The biographical details of Mr. Zhu Xiang proposed to be nominated and appointed as executive Director at the AGM are set out in Appendix I to this circular.

3. AGM

Ordinary resolution will be proposed to approve the appointment of Mr. Zhu Xiang as executive Director at the AGM for Shareholders' approval. A notice convening the AGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the AGM is also enclosed. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed proxy form (for use at the AGM) in accordance with the instructions printed thereon as soon as possible 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 East, Wanchai, Hong Kong (in case of holders of H Shares) or the Company's registered office, No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC (in case of holders of Domestic Shares) but in any event not less than 24 hours before the time appointed for the holding of the AGM.

Completion and return of the said proxy form will not preclude you from attending and voting in person at the AGM or at an adjourned meeting should you so wish.

LETTER FROM THE BOARD

According to Rule 13.39(4) of the Listing Rules, an vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions at the AGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under the Listing Rules.

4. RECOMMENDATIONS

The Directors consider that the aforesaid matters proposed to be approved at the AGM are in the interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

Your faithful,
By order of the Board
南京三寶科技股份有限公司
Nanjing Sanbao Technology Co., Ltd.
S. M. C. L. *

* ...

NOTICE OF AGM



南京三寶科技股份有限公司
NANJING SAMPLE TECHNOLOG COMPAN LIMITED*
(Incorporated in the People's Republic of China)
(S. C. : 1708)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Annual General Meeting) of Nanjing Sample Technolog Compan Limited (the Compan) will be held at No. 10 Maqun Avenue, Qixia District, Nanjing Cit, Jiangsu Province, the PRC on Wednesda, 28 Ma 2014 at 10:00 a.m. for the following purposes:

ORDINAR RESOL TIONS

To consider and, if thought fit, pass the following ordinar resolutions:

- (1) To consider and approve the report of the directors of the Compan for 2013;
- (2) To consider and approve the report of the supervisor committee of the Compan for 2013;
- (3) To consider and approve the audited consolidated financial statements of the Group for 2013;
- (4) To consider and approve the distribution of final dividend for 2013;
- (5) To authorise the board of directors (the Board) to appoint auditors and to fix their remuneration for the ear ending 2014;
- (6) To consider and approve the resolution for appropriation to statutor reserve fund for 2013; and
- (7) To consider and approve the appointment of Mr. Zhu Xiang as executive Director for a term commencing from the conclusion of the AGM and ending on 31 December 2015 and to authorise the Board to fix his remuneration.

B Order of the Board
Nanjing Sample Technolog Compan Limited*
S. M. C.

Nanjing, the PRC
10 April 2014

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NOTICE OF AGM

N...:

1. An member of the Compan (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 Compan . In the case of a joint holding, the form of proxy ma be signed b an joint holder, but if more than one joint holder is present at the meeting, whether in person or b 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 attorne or other authorit , if an , under which it is signed or a notariall certified cop of such authorit must be deposited at the Compan '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 Compan 's registered office at No. 10 Maqun Avenue, Qixia District, Nanjing Cit , 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. Deliver of the form of proxy shall not preclude a shareholder of the Compan 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 identit 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 28 April 2014 (Monda) to 28 Ma 2014 (Wednesda), (both da s inclusive). Instruments of transfer accompanied b relevant share certificates must be lodged with the H Share Registrar b 4:30 p.m. on 25 April 2014 (Frida).
5. Members entitled to attend the AGM are requested to complete and deliver the repl slip for attendance to the H Share Registrar or the Compan 's office in Nanjing before 8 Ma 2014 (Thursda).

A... D... M... M... (C...), M...
M... G... J... D... M... M... J...
D... M... M... G... N... F... M... K...