

2 December 2014

*To the Independent Shareholders*

Dear Sir or Madam,

**(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**

We refer to the circular dated 2 December 2014 issued by the Company (the “Circular”), of which this letter forms part. Terms used in this letter shall have the same meanings as given to them in the Circular unless the context otherwise requires.

Under the Listing Rules, the entering into the Domestic Shares Subscription Agreement constitutes a connected transaction for the Company and is thus subject to the approval of the Independent Shareholders at the EGM and Class Meetings.

We have been appointed as members of the Independent Board Committee for the Whitewash Waiver to consider the Domestic Shares Subscription, the Domestic Shares Subscription Agreement, the specific mandate and the amendments to the Articles and the Whitewash Waiver (together the “Transaction”) and to advise the Independent Shareholders as to the fairness and reasonableness of the Transaction, and to recommend how the Independent Shareholders should vote at the EGM and the Class Meetings. Messis Capital Limited has been appointed to advise the Independent Board Committee for the Whitewash Waiver and the Independent Shareholders in relation to the Transaction.

We wish to draw your attention to the letter from the Board, as set out on pages 6 to 22 of the Circular, and the letter from Messis Capital Limited to the Independent Board Committees and the Independent Shareholders which contains its advice to us in respect of the Transaction, as set out on pages 27 to 46 of the Circular.

Having considered the principal factors and reasons considered by, and the advice of  
Mopac Capital Limited, we consider that the T