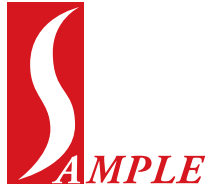


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南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

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

(Stock Code: 1708)

NOTICE OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that a domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of Nanjing Sample Technology Company Limited (the “**Company**”) shall be held at No. 10 Maqun Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC at 11:00 a.m. on Monday, 29 December 2014 (or immediately after the conclusion or adjournment of the H shareholders class meeting (“**H Shareholders Class Meeting**”)) 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 2 December 2014 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. “**THAT** the Domestic Shares Subscription Agreement entered into between the Company and Sample Group in relation to the subscription of a total of 92,723,400 new Domestic Shares by Sample Group pursuant to which Sample Group has conditionally agreed to subscribe for and the Company has conditionally agreed to issue 92,723,400 Domestic Shares at RMB4.50 (equivalent to approximately HK\$5.67) per new Domestic Share, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Domestic Shares Subscription Agreement be and are hereby approved, confirmed and ratified and that the Board be and is hereby authorised to make changes or amendments to the Domestic Shares Subscription Agreement as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the Domestic Shareholders Class Meeting for the purpose of identification.”
2. “**THAT** the Board be and is hereby granted a specific mandate to issue the new Domestic Shares at the subscription price of RMB4.50 (equivalent to approximately HK\$5.67) per new Domestic Share upon completion of the Domestic Shares Subscription Agreement to Sample Group pursuant to the Domestic Shares Subscription Agreement.”

3. “**THAT** the proposed amendments to the Articles to be made in order to reflect the corresponding increase in the registered capital and change in shareholding structure of the Company following completion of the Subscription Agreement (details of which were set out in section headed “6. Proposed amendments to the Articles” in the Letter from the Board in the Circular) be and are hereby approved and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the Articles as may be required by the relevant regulatory authorities in the PRC.”
4. “**THAT** any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect and/or to complete or in connection with the Domestic Shares Subscription Agreement and transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”
5. “**THAT** subject to the granting of the whitewash waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Sample Group and parties acting or presumed to be acting in concert with it to make a mandatory general offer to the Shareholders of the Company for all issued Shares not already owned by Sample Group or parties acting or presumed to be acting in concert with it under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the issue of the new Domestic Shares, such whitewash waiver be and is hereby approved.”

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

Nanjing, the PRC
2 December 2014

* *for identification purpose only*

Notes:

1. As disclosed in the Circular, Sample Group, Sample Commerce City, Mr. Sha Min and Active Gold will abstain from voting on the above resolutions at the Domestic Shareholders Class Meeting. Save as disclosed above, no other Shareholder will be required to abstain from voting on the above resolutions. The Domestic Shares Subscription Agreement and the transactions contemplated thereunder are also subject to the approval by the Independent Shareholders by way of special resolutions at the EGM to be held on 29 December 2014 at 10:00 a.m. and holders of H Shares by way of special resolutions at the separate class meeting of the H Shareholders to be held on 29 December 2014 at 10:30 a.m. (or immediately after the conclusion or adjournment of the EGM).

2. Any member of the Company (“Member”) entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Member. 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.
3. 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 No. 10 Maqun Avenue, Qixia District, Nanjing City, the People’s Republic of China not less than 24 hours before the time appointed for the holding of the Domestic Shareholders 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.
4. Holders of the Domestic Shares who intend to attend the Domestic Shareholders Class Meeting are requested to complete the enclosed REPLY SLIP FOR ATTENDANCE AT THE DOMESTIC SHAREHOLDERS CLASS MEETING and return it to the Company’s registered office at No. 10 Maqun Avenue, Qixia District, Nanjing City, the People’s Republic of China on or before Friday, 19 December 2014. The reply slip may be delivered by hand or by post.
5. The register of members of the Company will be closed from 16 December 2014 (Tuesday) to 29 December 2014 (Monday) (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company apart from Members who are required to abstain from voting at the close of trading on 15 December 2014 (Monday) will be entitled to attend and vote at the Domestic Shareholders Class Meeting convened by the above notice.
6. Members or their proxies shall present identity proof (and form of proxy in case of proxies) upon attending the Domestic Shareholders Class Meeting.

As at the date of this notice, the Board comprises:

The executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong and Mr. Zhu Xiang; the non-executive Director is Mr. Ma Jun and the independent non-executive Directors are Mr. Xu Su Ming, Mr. Geng Nai Fan and Mr. Shum Shing Kei.