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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 incorporated in the People's Republic of China with limited liability)

**Listing on the Growth Enterprise Market of  
The Stock Exchange of Hong Kong Limited  
by way of Placing of H Shares**

**Number of H Shares : 20,400,000 H Shares,  
under the Placing comprising 19,500,000 New H Shares and  
900,000 Sale H Shares**

**Placing Price : HK\$4.15 per H Share**

**Nominal value : RMB1.00 each**

**Stock code : 8287**

**Sponsor**



**Core Pacific – Yamaichi Capital Limited**

**Lead Manager**

**Core Pacific – Yamaichi International (H.K.) Limited**

**Co-Lead Managers**

**Crosby Limited**

**First Shanghai Securities Limited**

**Co-Managers**

Asian Capital (Corporate Finance) Limited  
First Asia Finance Group Limited  
Taiwan Securities (HK) Co., Ltd.

CSC Securities (HK) Limited  
Grand Vinco Capital Limited  
TIS Securities (HK) Limited

- The Placing Price has been fixed at HK\$4.15 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%).
- Indications of level of interests to subscribe for a total number of 32,138,000 H Shares have been received by CPY International and the Placing Underwriters, equivalent to approximately 1.58 times of the total number of 20,400,000 H Shares offered under the Placing. The 20,400,000 H Shares have been applied for and fully subscribed and were conditionally allocated under the Placing to a total of 121 professional, institutional and other investors. All placees are independent of and not connected with any of the Directors, Supervisors, Substantial Shareholders or Initial Management Shareholders of the Company or any of their respective associates, or any persons or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after the completion of the Placing, the public float of the Company will be approximately 31.63% of the enlarged registered capital of the Company.
- **Investors should be aware that there is a high concentration of H Shares held by a small number of Shareholders, which may affect the liquidity of the H Shares in the secondary market. Consequently, shareholders and potential investors of the H Shares are advised to exercise extreme caution in dealing in the H Shares.**
- Dealings in the H Shares on GEM are expected to commence at 9:30 a.m. on Wednesday, 9 June 2004.

Unless otherwise defined herein, terms and expressions used in this announcement shall have the same meanings as defined in the prospectus dated 2 June 2004 (the "Prospectus") of 南京三寶科技股份有限公司 (Nanjing Sample Technology Company Limited\*) (the "Company").

## PLACING PRICE

The Company (for itself and on behalf of the Vendor) and CPY International (on behalf of the Placing Underwriters) have entered into the pricing agreement on 3 June 2004 pursuant to which the Placing Price was fixed at HK\$4.15 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.005%, investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005%).

## LEVEL OF INTERESTS

Indications of level of interests to subscribe for a total number of 32,138,000 H Shares have been received by CPY International and the Placing Underwriters, equivalent to approximately 1.58 times of the total number of 20,400,000 H Shares offered under the Placing. The 20,400,000 H Shares have been applied for and fully subscribed and were conditionally allocated under the Placing to a total of 121 professional, institutional and other investors. All placees are independent of and not connected with any of the Directors, Supervisors, Substantial Shareholders or Initial Management Shareholders of the Company or any of their respective associates, or any persons or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 20,400,000 H Shares have been conditionally allocated to a total of 121 placees. The distribution of the Placing Shares are set out below:

	<b>Aggregate number of Placing Shares held</b>	<b>Approximate percentage of the Placing Shares</b>	<b>Approximate percentage of shareholding over the entire registered capital of the Company immediately after completion of the Placing</b>
Top placee	2,000,000	9.80%	3.10%
Top 5 placees	7,200,000	35.29%	11.16%
Top 10 placees	11,400,000	55.88%	17.67%
Top 15 placees	14,920,000	73.14%	23.13%
Top 25 placees	19,400,000	95.10%	30.08%

**Investors should be aware that there is a high concentration of H Shares held by a small number of Shareholders, which may affect the liquidity of the H Shares in the secondary market. Consequently, shareholders and potential investors of the H Shares are advised to exercise extreme caution in dealing in the H Shares.**

The Placing of 20,400,000 H Shares will be held by a total of 121 placees as follows:

<b>Number of H Shares under the Placing</b>	<b>Number of placees</b>
1,000 to 10,000	88
10,001 to 50,000	5
50,001 to 100,000	—
100,001 to 500,000	11
500,001 to 1,000,000	12
1,000,001 to 1,500,000	4
1,500,001 or above	1
	<hr/>
	121
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## **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 25.08 of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the H Shares commence dealings on GEM and at all times thereafter. Immediately after the completion of the Placing, the public float of the Company will be approximately 31.63% of the enlarged registered capital of the Company.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the H Shares on GEM as well as compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading day after the date on which the relevant securities transactions are effected on the Stock Exchange. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the H Shares will be deposited into CCASS on Monday, 7 June 2004 for credit to the respective CCASS participants' stock accounts or investor participant stock accounts of the Placing Underwriters, the placees or their agents (as the case may be). If any events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus occur at any time prior to 6:00 a.m. on the Listing Date, the Lead Manager (for itself and on behalf of the Placing Underwriters) is entitled to terminate the obligations of the Placing Underwriters under the Placing and Underwriting Agreement by notice in writing to the Company (for itself and on behalf of the Vendor) and should this happen, an announcement will be made on the GEM website accordingly.

## **COMMENCEMENT OF DEALINGS**

Dealings in the H Shares on GEM are expected to commence at 9:30 a.m. on Wednesday, 9 June 2004. If there is any change to the expected timetable, an announcement will be made immediately by the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com).

By Order of the Board

南京三寶科技股份有限公司

**Nanjing Sample Technology Company Limited\***

**Sha Min**

*Chairman*

Hong Kong, 7 June 2004

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com), and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

*\* for identification purpose only*