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## BACKGROUND

The Board is pleased to announce that on 5 May 2015, the Company (as asset entrustor) entered into the First Contract with HuaAn Future (as asset manager) and Bank of Ningbo (as asset custodian), pursuant to which the Company agreed to participate in the asset management plan operated by HuaAn Future and to deposit an investment amount of RMB60,000,000 (equivalent to approximately HK\$75,000,000) to the designated account with Bank of Ningbo.

On 21 May 2015, Jiangsu Ruifu (as asset entrustor), a wholly-owned subsidiary of the Company, entered into the Second Contract with HuaAn Future (as asset manager) and Bank of Ningbo (as asset custodian), pursuant to which Jiangsu Ruifu agreed to participate in the asset management plan operated by HuaAn Future and to deposit an investment amount of RMB60,000,000 (equivalent to approximately HK\$75,000,000) to the designated account with Bank of Ningbo.

The aggregate investment amount of the First Contract and the Second Contract is RMB120,000,000 (equivalent to approximately HK\$150,000,000) which will be funded by the internal resources of the Company and Jiangsu Ruifu.

The principal terms of the First Contract entered into by the Company are as follows:

Date:	5 May 2015
Parties:	(1) the Company as the asset entrustor (2) HuaAn Future as the asset manager (3) Bank of Ningbo as the asset custodian
Investment amount:	RMB60,000,000 (equivalent to approximately HK\$75,000,000)
Investment scope:	Mainly invest in financial instruments relating to the right of return on specific assets which are not transferred through stock exchange
Expected annual rate of return:	10%
Fee:	In addition to other charges and expenses, the Company shall pay asset management fee and asset custodian fee to HuaAn Future and Bank of Ningbo respectively calculated basing on the investment amount
Term:	Two years from the date of depositing the investment amount into the designated account with Bank of Ningbo

Withdrawal of entrusted assets: In the first year from depositing the investment amount, withdrawal of entrusted assets by the Company is not allowed. After expiration of one year from depositing the investment amount, partial withdrawal of the entrusted assets shall be allowed, provided that the remaining entrusted assets kept by Bank of Ningbo shall not be less than RMB30,000,000 (equivalent to approximately HK\$37,500,000). In the event that the remaining entrusted assets will be less than RMB30,000,000 (equivalent to approximately HK\$37,500,000) after the withdrawal, the Company should negotiate and reach agreement with all parties to early terminate the First Contract.

The principal terms of the Second Contract entered into by Jiangsu Ruifu are as follows:

Date: 21 May 2015

Parties: (1) Jiangsu Ruifu, a wholly-owned subsidiary of the Company, as the asset entrustor

(2) HuaAn Future as the asset manager

(3) Bank of Ningbo as the asset custodian

Investment amount: RMB60,000,000 (equivalent to approximately HK\$75,000,000)

Investment scope: Mainly invest in financial instruments relating to the right of return on specific assets which are not transferred through stock exchange

Expected annual rate of return: 10%

Fee: In addition to other charges and expenses, Jiangsu Ruifu shall pay asset management fee and asset custodian fee to HuaAn Future and Bank of Ningbo respectively calculated basing on the investment amount

Term: Two years from the date of depositing the investment amount into the designated account with Bank of Ningbo

Withdrawal of entrusted assets: In the first year from depositing the investment amount, withdrawal of entrusted assets by Jiangsu Ruifu is not allowed. After expiration of one year from depositing the investment amount, partial withdrawal of the entrusted assets shall be allowed, provided that the remaining entrusted assets kept by Bank of Ningbo shall not be less than RMB30,000,000 (equivalent to approximately HK\$37,500,000). In the event that the remaining entrusted assets will be less than RMB30,000,000 (equivalent to approximately HK\$37,500,000) after the withdrawal, Jiangsu Ruifu should negotiate and reach agreement with all parties to early terminate the Second Contract.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE CONTRACTS**

By entering into the First Contract and the Second Contract and entrusting funds in according therewith, the Group intends to raise the utilization rate of its capital which can improve both the investment return and the profits of the Group. The Directors (including independent non-executive Directors) are therefore of the view that the terms of each contract (and entrusting funds in accordance therewith) are fair and reasonable and are in the interests of the Group and its Shareholders as whole.

## **GENERAL INFORMATION ON THE PARTIES**

The Company is a joint stock limited company incorporated in the PRC. It primarily provides visual identification and Radio-frequency Identification (RFID) technologies based solutions to areas in intelligent transportation, custom and logistics services, health care and other sectors.

Jiangsu Ruifu is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company. It primarily engages in the design, development and production of industrial automation control systems; the development and manufacturing of electronic products and communication equipment; the development of computer software and integration of computer network systems, etc.

HuaAn Future is a company incorporated in the PRC with limited liability and a controlled subsidiary of HuaAn Funds. Its scope of business includes specific client asset management business and other business authorised by CSRC, including, but not limited to, specific client asset management business relating to traditional equities, fixed income items and futures, and product development, undertaking of projects, project management, etc. under special asset management plans.

Bank of Ningbo is a joint stock limited company incorporated in the PRC and is a listed joint stock commercial bank with the status of an independent legal entity. Its scope of business includes corporate banking, bills business, investment banking, asset custodian, personal banking, retail corporate business, financial market business, credit cards, etc.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, HuaAn Future and Bank of Ningbo are Independent Third Parties.

## **LISTING RULES IMPLICATIONS**

The First Contract or the Second Contract by itself does not constitute a discloseable transaction of the Company under Rule 14.06 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rules, the relevant applicable percentage ratios of the investment amount under the First Contract when aggregated with that of the Second Contract exceed 5% but are lower than 25%. Therefore, the First Contract and the Second Contract, on an aggregate basis, constitute a discloseable transaction of the Company and is subject to the reporting and announcement requirements under the Listing Rules.

## DEFINITIONS

Unless the context requires otherwise, capitalized terms used in this announcement shall have the meanings as follow:

“Bank of Ningbo”	Bank of Ningbo Co., Ltd., as the asset custodian, a joint stock limited company incorporated in the PRC
“Board”	the board of Directors of the Company
“Company”	Nanjing Sample Technology Company Limited*( 南京三寶科技股份有限公司 ), a joint stock limited company incorporated in the PRC, whose H Shares are listed on the Stock Exchange (Stock Code: 1708)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“First Contract”	the asset management contract dated 5 May 2015 entered into between the Company as the asset entrustor, HuaAn Future as the asset manager and Bank of Ningbo as the asset custodian
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HuaAn Future”	HuaAn Future Asset Management (Shanghai) Co., Ltd. ( 華安未來資產管理(上海)有限公司 ), as the asset manager, a limited company incorporated in the PRC and a controlled subsidiary of HuaAn Funds
“Independent Third Party(ies)”	a third party independent of the Company and its Connected Persons
“Jiangsu Ruifu”	Jiangsu Ruifu Intelligent Tech. Co., Limited* ( 江蘇瑞福智能科技有限公司 ), a company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China but excluding, for the purposes of this announcement, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Second Contract”	the asset management contract dated 21 May 2015 entered into between Jiangsu Ruifu as the asset entrustor, HuaAn Future as the asset manager and Bank of Ningbo as the asset custodian
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

*In this announcement, amounts in RMB have been converted into HK\$ and vice-versa at the rates of RMB1=HK\$1.25 for illustration purposes only. These translations shall not be taken as a representation that amounts in RMB or HK\$ have been or could have been or can be converted at the aforementioned rate or at another rate or at all.*

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

Nanjing, the PRC  
21 May 2015

*As at the date hereof, the executive Directors are Mr. Sha Min (Chairman), Mr. Chang Yong, Mr. Zhang Xiang, the non-executive Director is Mr. Ma Jun; and the independent non-executive Directors are Mr. Xu Shuming, Mr. Geng Nai Fan and Mr. Shim Shing Kei.*

\* For identification purposes only