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JIANGSU NANDASOFT TECHNOLOGY COMPANY LIMITED*

江蘇南大蘇富特科技股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8045)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of 江蘇南大蘇富特科技股份有限公司 (Jiangsu NandaSoft Technology Company Limited*) (“**Company**”) will be held at 16/F., SoftTech Innovation Park, No. 89 South Qingjiang Road, Gulou District, Nanjing, China on Friday, 4 November 2011 at 10 a.m. (“**EGM**”) for the purpose of transacting the following business:

1. To consider, and if thought fit, pass the following resolutions with or without amendment as ordinary resolutions:

“**THAT:**

- (a) the contract for the transfer of state-owned assets entitled《國有產權轉讓合同書》 (“**Contract**”) and the supplemental contract entitled “《國有產權轉讓合同書》的補充協議” (“**Supplemental Contract**”), both dated 26 August 2011, entered into between the Company as purchaser and 南京大學資產經營有限公司 (Nanjing University Asset Administration Company Limited*) as vendor (copies of which have been produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification) in relation to, amongst other things, the sale and purchase of 52% of the equity interest in 南京南大藥業有限責任公司 and the subsisting shareholder’s loan at the consideration of RMB13,410,000, the terms thereof and the transactions contemplated thereunder (including without limitation the Acquisition (as defined in the Company’s circular dated 19 September 2011)) and the execution of the Contract and the Supplemental Contract be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (“**Board**”) be and is hereby authorized to do all such acts and things and execute all such documents or deeds and to take all such steps as it considers necessary, desirable or expedient in connection with or to give effect to the Contract and the Supplemental Contract and to implement the transactions contemplated thereunder (including without limitation the Acquisition) and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company.”

2. (a) To consider, approve and re-appoint the retiring directors and supervisors of the Company.

(b) To authorize the Board to fix the emolument to such directors.
3. To consider, approve and ratify the resignation of Mr. Sun Xing Huan (孫興煥) as independent supervisor of the Company.
4. To consider and approve the appointment of Dr. Lu Lin Hai (呂林海) as independent supervisor of the Company.

By order of the Board
Jiangsu NandaSoft Technology Company Limited*
江蘇南大蘇富特科技股份有限公司
Liu Jian (alias, Liu Jian Bang)
Chairman

Nanjing, 19 September 2011

Registered Office:

NandaSoft Tower
8 Jinyin Street
Shanghai Road
Nanjing
China
Postal code: 210008

Principal Place of Business in Hong Kong:

Room 1508-09
Trendy Centre
682 Castle Peak Road
Lai Chi Kok
Kowloon
Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if such shareholder is a holder of two or more shares) to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company at 16/F., SoftTech Innovation Park, No. 89 South Qingjiang Road, Gulou District, Nanjing, China (for holders of Domestic Shares) or to the office of the Company's H Shares registrar, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting at the EGM if the member so desires.
- (3) Shareholders or their proxies shall present proof of identities upon attending the EGM.
- (4) The register of members of the Company will be closed from 4 October 2011 to 4 November 2011 (both dates inclusive) during which no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 16/F., SoftTech Innovation Park, No.89 South Qingjiang Road, Gulou District, Nanjing, China (for holders of domestic shares) or the Company's H Shares registrar, Hong Kong Registrars Limited, at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) for registration no later than 4:30 p.m. on 3 October 2011.

- (5) Shareholders who intend to attend the EGM are requested to complete and sign, and return the enclosed reply slip to the Company at 16/F., SoftTech Innovation Park, No. 89 South Qingjiang Road, Gulou District, Nanjing, China by 21 October 2011.
- (6) As at the date of this notice, the board of directors comprises nine directors, of which three are executive directors, namely Mr. LIU Jian (alias LIU Jian Bang), Mr. PAN Jian Xiang and Mr. CHEN Zheng Rong, three are non-executive directors, namely Mr. LIU Winson Wing Sun, Mr. WONG Wei Khin and Mr. LI Cheng, and three are independent non-executive directors, namely Dr. LI Daxi, Ms. XIE Hong and Mr. XIE Man Lin.

This notice, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this notice misleading; and (3) all opinions expressed in this notice (if any) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.njusoft.com.

** for identification purpose only*