

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)



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONGKONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of Jiangsu NandaSoft Technology Company Limited (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Jiangsu NandaSoft Technology Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

HIGHLIGHTS

- Achieved a turnover of approximately RMB392,090,000 for the nine months ended 30th September 2013, representing an approximately 3.0% decrease as compared with that of the corresponding period in 2012.
- Accomplished a net profit of approximately RMB6,931,000 for the nine months ended 30th September 2013.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 30th September 2013.

THIRD QUARTERLY RESULTS

The board of Directors ("Board") of Jiangsu Nandasoft Technology Company Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three and nine months ended 30th September 2013.

For the three months and nine months ended 30th September 2013, the unaudited turnover is approximately RMB126,892,000 and RMB392,090,000, respectively representing a decrease of approximately RMB37,776,000 and RMB12,025,000, or approximately 22.9% and 3.0% in turnover as compared with that of the same period in 2012.

The unaudited net profit of the Group for three months and nine months ended 30th September 2013 is approximately RMB3,841,000 and RMB6,931,000, respectively representing a decrease of approximately RMB2,813,000 and RMB7,819,000, as compared with that of the same period in 2012.

The unaudited results of the Group for the three months and nine months ended 30th September 2013 together with the unaudited comparative figures for the corresponding period in 2012 are as follows:

			ee months Oth Sept,	For the nine months ended 30th Sept,			
		2013	2012	2013	2012		
	Notes	RMB	RMB	RMB	RMB		
Revenue	2	126,891,677	164,667,748	392,090,015	404,114,516		
Cost of sales	-	(99,822,359)	(136,788,186)	(327,735,210)	(334,247,908)		
Gross profit		27,069,318	27,879,562	64,354,805	69,866,608		
			7.454.054	40.649.884	17.466.200		
Other income		5,737,789	7,154,851	18,617,551	17,466,380		
Distribution costs		(2,528,833)	(6,619,696)	(15,347,041)	(20,869,992)		
Research and development costs		(8,768,023)	(4,385,148)	(12,057,131)	(7,907,968)		
Administrative expenses		(12,336,791)	(9,310,802)	(32,686,765)	(29,709,153)		
Finance Costs	3	(5,253,378)	(7,057,804)	(11,964,880)	(13,864,518)		
Profit before tax		2 020 002	7.660.063	10.016.530	14001257		
		3,920,082	7,660,963	10,916,539	14,981,357		
Income tax expense	4	(1,535,680)	(2,638,585)	(4,251,546)	(3,375,023)		
Profit for the period	5	2,384,402	5,022,378	6,664,993	11,606,334		
Attributable to							
Owners of the company		3,840,632	6,653,863	6,930,614	14,749,189		
Non-controlling interests		(1,456,230)	(1,631,485)	(265,621)	(3,142,855)		
		2,384,402	5 022 270	6,664,993	11 606 224		
		2,384,402	5,022,378	0,004,993	11,606,334		
Earnings per share-basic	6	0.0035	0.0060	0.0063	0.0134		

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Period ended 30 September 2013

		ee months September	For the nine months ended 30th September		
	2013 <i>RMB</i>	2012 <i>RMB</i>	2013 <i>RMB</i>	2012 <i>RMB</i>	
Profit for the period	2,384,402	5,022,378	6,664,993	11,606,334	
Other Comprehensive Income Exchange differences on					
translation of foreign operation	(222,905)	-	(361,670)	(75,010)	
Other comprehensive income for the period, net of tax	(222,905)	-	(361,670)	(75,010)	
Total comprehensive income for the period, net of tax	2,161,497	5,022,378	6,303,323	11,531,324	
Total comprehensive income attributable to:					
Owners of the Company	3,617,727	6,653,863	6,568,944	14,674,179	
Non-controlling interests	(1,456,230)	(1,631,485)	(265,621)	(3,142,855)	
	2,161,497	5,022,378	6,303,323	11,531,324	

NOTES:

1. BASIS OF PRESENTATION

Jiangsu NandaSoft Technology Company Limited (the "Company", together with its subsidiaries, the "Group") was established in the People's Republic of China (the "PRC") under the Company Law of the PRC as a joint stock limited company on 30 December 1999. The Company's predecessor, Jiangsu NandaSoft Limited Liability Company (the "Predecessor") was established on 18 September 1998. During the period, the Group was engaged in the sales of computer hardware and equipment, and continues to develop, manufacture and market network security software, Internet application software, education software and business application software, and provides systems integration services which include the provision of information technology consulting.

The Company's registered office in the PRC is located at NandaSoft Tower, 8 Jinyin Street, Shanghai Road, Nanjing, Jiangsu, the PRC. The Company's registered office in Hong Kong is located at Room 212, Photonics Centre, No.2 Science Park East Avenue, Hong Kong Science Park, Shatin, Hong Kong.

The H shares of the Company have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 24 April 2001.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

2. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts and the value of services rendered during the period.

	For the thr ended 30		For the nine months ended 30th Sept,		
	2013 <i>RMB</i>	2012 <i>RMB</i>	2013 <i>RMB</i>	2012 <i>RMB</i>	
Computer hardware and					
software products	84,889,708	100,468,080	227,864,897	236,156,444	
Trading of IT related products and					
equipment and mobile phone	876,973	4,859,967	2,786,628	6,147,546	
Pharmaceutical products	_	29,382,488	-	81,023,959	
System integration service	41,124,996	29,957,213	161,438,490	80,782,599	
Provision of IT Training	-	_	-	3,968	
Total Sales	126,891,677	164,667,748	392,090,015	404,114,516	

3. FINANCE COSTS

Interest on bank loans wholly repayable within five years Bank Charges

•		ee months September,	For the nine months ended 30th September,				
	2013	2012	2013 201				
	RMB	RMB	RMB	RMB			
		ı		ı			
4	4,186,350	6,641,422	10,587,178	13,312,106			
	1,067,028	416,382	1,377,702	552,412			
	5,253,378	7,057,804	11,964,880	13,864,518			

4. PROFIT FROM OPERATIONS

Profit from operations has been arrived at after charging:

	For the thr ended 30th		For the nine months ended 30th September,		
	2013	2012	2013	2012	
	RMB	RMB	RMB	RMB	
Depreciation and amortisation on: – property, plant and equipment – intangible assets (included in research and development	2,620,638	3,028,826	6,762,548	5,954,530	
costs)	157,550	1,225,868	472,650	1,921,212	
Cost of Sale	99,822,359	136,788,186	327,735,210	334,247,908	

5. INCOME TAX EXPENSE

Pursuant to an approval document issued by the Science and Technology Committee of Nanjing Municipality, the Company had been designated as a new and high technology entity and was subject to the concessionary tax rate of 15%.

As certain of the Company's subsidiaries are foreign investment enterprises, after obtaining authorisation from respective tax authorities, these subsidiaries are subject to a full corporate income tax exemption for the first two years and a 50% relief from the state corporate income tax rates of either 15% and 25% in the succeeding three years (the "Tax Holiday"), commencing from 1 January 2008. Upon the expiry of the Tax Holiday, the usual corporate income tax rate of 25% is applicable to these PRC subsidiaries.

As one of the Company's subsidiaries is a newly incorporated systems integration enterprise, after obtaining authorisation from respective tax authority, this subsidiary is subject to a full corporate income tax exemption for the first two years and a 50% relief from the state corporate income tax rates of 25% in the succeeding three years, commencing from 1 January 2011. Upon the expiry of the tax exemption, the usual corporate income tax rate of 25% is applicable to this PRC subsidiary.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2012: Nil).

	For the thr ended 30th	ee months September,	For the nin	ne months September,	
	2013 <i>RMB</i>	2012 <i>RMB</i>	2013 <i>RMB</i>	2012 <i>RMB</i>	
The charge comprises: PRC income tax	1,535,680	2,638,585	4,251,546	3,375,023	

6. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit attributable to ordinary equity holders of the Company of approximately RMB3,841,000 and RMB6,931,000 for the three and nine months ended 30th September 2013 (2012: RMB6,654,000 and RMB14,749,000) and on 1,104,000,000 (2012: 1,104,000,000) shares in issue during the period.

Diluted earnings per share is not presented for the three months and nine months ended 30th September, 2013 and 2012 as there were no potential dilutive securities in existence during the relevant periods.

7. RESERVES

	Share Capital RMB	Share Premium RMB	Capital Reserve RMB	Property Revaluation Reserve RMB	Statutory Surplus Reserve RMB	Discretionary Surplus Reserve RMB	Translation Reserve RMB	Retained Earnings RMB	Proposed Final Dividend RMB	Total RMB
At 1st January 2012	110,400,000	78,634,414	6,017,592	-	12,014,086	277,000	(694,640)	127,012,140	8,832,000	342,492,592
Profit for the period Appropriations Final 2011 dividend	-	-	-	-	4,922,682	-	(75,010) -	14,749,189 (4,922,682)	-	14,674,179 -
declared		-	-	-	-	-	-	-	(8,832,000)	(8,832,000)
At 30th September 2012	110,400,000	78,634,414	6,017,592	-	16,936,768	277,000	(769,650)	136,838,647	-	348,334,771
At 1st January 2013	110,400,000	78,634,414	6,756,332	55,088,974	17,819,589	277,000	(919,738)	139,725,759	8,832,000	416,614,330
Profit for the period Appropriations Final 2012 dividend	-	-	-	-	6,312,623	-	(361,670)	6,930,614 (6,312,623)	-	6,568,944 -
declared		-	-	-	-	-	-	-	(8,832,000)	(8,832,000)
At 30th September 2013	110,400,000	78,634,414	6,756,332	55,088,974	24,132,212	277,000	(1,281,408)	140,343,750	-	414,351,274

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months period ended 30th September 2013. (2012: Nil)

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Results

The consolidated revenue of the Group for the three month and nine months ended 30th September 2013,was approximately RMB126,892,000 and RMB392,090,000, respectively representing a decrease of approximately 22.9% and 3.0% as compared to the same period in the previous year since the Group disposed of some subsidiaries last year.

The Group started to conduct the research and development on the cloud-based healthcare platform and cloud-based energy conservation platform which leading the research & development expense increased of 52.5% when compared with the same period with last year. Thus, the consolidated operating profit for owners of the Company for the three months and nine months ended 30th September, 2013 was approximately RMB3,841,000 and RMB6,931,000, representing a decrease of approximately 42.3% and 53.0% when compared to the same period in the previous year.

BUSINESS DEVELOPMENT REVIEW

BUSINESS REVIEW

Nandasoft swam with the tide of innovative system construction and was committed to the development of its business operation. The Company also focused on the demand of clients and technological development. By innovation in research and development of products, the Company strived to enhance its innovation in order to create a base of innovative research and development. Such a base is market-oriented, profit-driven, dependent on the research on technology of the Internet of things and cloud computing and mainly supported by key focuses, high-end and brand. This base fully supported the enterprise's important field of technology and the development of clients' brand and business, acting as the driving force for the transition and advancement of the Company's business.

During the Period, the Company obtained the CMM3 certification and participated in the 9th China International Software Product and Information Service Expo. In this Expo, NandaSoft showcased intelligent data analysis solutions and e-document management platform. The Company also involved in the establishment of International Research Institute of Jiangsu Industrial Technology in Silicon Valley, the U.S. during the Period.

Research and Development of Software

During the period, the Company continued to conduct the research on project "Research and development and industrialization of software system and solutions for secured electronic records of domestic software and hardware" and "research and development and industrialization of mobile terminal operating system".

During the Period, the Company has conducted the research on the cloud-based healthcare platform. Through cloud-based technology, we could conduct technological research and analyze the application of remote healthcare management.

During the Period, the Company started the research on the cloud-based energy conservation platform which measured the energy consumption for the construction sector. It utilized high technology equipment and professional cloud computing to study the energy saving management system buildings, formulate the direction of new products and provide comprehensive solutions for the energy management of large-scale utilities construction such that the energy consumption of buildings can be effectively reduced and ultimately build up a green city.

Software Technology Services and System Integration

During the Period, the Company undertook several IT service projects which included the intranet project of new Jiangsu CCIB tower, computers and low current system integration of Digital Museum and community center, phase III of integrated employees management system of Shenzhen municipality government offices and institutions, communication network construction of Jiangsu Ningsuxu Expressways Co., Ltd(江蘇寧宿徐高速公路有限公司),construction of Jiangyin Bridge Digital Centre, phase II of intelligent low current project of Yancheng Hi-Tech Development Zone,network upgrade and transformation project of provincial meteorological information center.

In respect of intelligent transportation, several projects such as construction project of monitoring system throughout the Ning-Su section of Ning-Su-Xu Expressway, phase II of Ningxia ETC construction project, and pilot project of automatic card issuance system and mechanical and electrical engineering construction projects of Xianyang-Xunyi Expressway of Shaanxi Province were entered into by Jiangsu Changtian Zhi Yuan Transportation Company Limited during the Period, which indicated the expansion of Jiangsu Changtian Zhi Yuan Transportation Company beyond provinces.

Application of the Internet of Things

During the Period, the health technology company not only focused on the elderly service and product development in respect of the healthcare management, but also carried out discussions with Ikang Guobin (愛康國賓) in order to foster the cooperations between two parties in relation to the healthcare management.

FUTURE PROSPECTS

Looking forward, Nandasoft will accelerate the integration and construction of production and enhance the integrated competitiveness of software, hardware and services by strengthening co-operation with local and international higher education institutes, scientific research institutes and upstream and downstream enterprises in the areas of production, learning and research. Meanwhile, the research and development of products such as cloud computing, the Internet of things and mobile Internet will be accelerated and competitive core products will be introduced.

Directors' and Supervisors' Service Contracts

All directors (including Executive Directors, Non-Executive Directors and Independent Non-Executive Directors) and Supervisors have service contracts with the company. The service will be renewed for a service period of three years subject to the approval at the annual general meeting of the Company.

Save as disclosed above, none of the directors nor the supervisors proposed for reelection at the annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

Directors' Remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

Directors' Interests in Contracts

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the period.

Directors' Rights to Acquire Shares or Debentures

At no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Share Option Scheme

The Company has adopted a share option scheme. A summary of the principal terms and conditions of the share option scheme is set out in the section headed "Summary of the Terms of the Share Option Scheme" in Appendix VI of the prospectus issued by the Company dated 19th April 2001. Up to 30th September 2013, no option has been granted pursuant to such share option scheme.

Directors' and Supervisors' Interests and Short Positions in Shares and Underlying Shares

At 30th September 2013, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in ordinary shares of the Company:

Name of Interests	Type of Interest	Shares held or indir Directly	•	Number of H shares	Percentage of deemed beneficial interest in the Company's domestic share capital	Percentage of deemed beneficial interest in the Company's H share capital	Percentage of deemed beneficial interest in the Company's total share capital
Directors							
Liu Winson Wing Sun	(Note 1)	-	-	6,558,000	-	1.56%	0.59%
Wong Wei Khin	(Note 2)	-	-	3,000,000	-	0.71%	0.27%

Notes:

- (1) These shares are directly held by the individual director.
- (2) These shares are directly held by the individual director and his sister.

Save as disclosed above, as at 30th September 2013, none of the directors, chief executive or supervisors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

At 30th September 2013, the following interests and short positions of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Shareholder	Capacity	Number of domestic shares	Percentage of domestic shares	Number of H shares	Percentage of H shares	Number of domestic and H shares	Percentage of domestic and H shares
Nanjing University Asset Administration Company Limited (Note 1)	Beneficial Owner	127,848,097	18.72%	-	-	127,848,097	11.58%
Beijing Chang Tian Guosheng Investment Co., Ltd.	Beneficial Owner	100,000,000	14.64%	-	-	100,000,000	9.06%
Shenyang Cheng Fa Commercial Software Company Limited	Beneficial Owner	85,000,000	12.45%	-	-	85,000,000	7.70%
Jiangsu Provincial Management Centre for Education Equipment and Self-supporting School ("Jiangsu Management Centre") (Note 1 & Note 2)	Interest of a controlled corporation	84,159,944	12.32%	-	-	84,159,944	7.62%
Shanghai Shiyuan Network Technology Company Limited	Beneficial Owner	55,000,000	8.05%	-	-	55,000,000	4.98%
Guangzhou DingXiang Trade Co., Ltd	Beneficial Owner	50,000,000	7.32%	-	-	50,000,000	4.53%
Jiangsu Provincial IT Industrial Investment Company Limited	Beneficial Owner	43,931,959	6.43%	-	-	43,931,959	3.98%
Jiangsu Co-Creation (Note 1 & 2)	Beneficial Owner	84,159,944	12.32%	-	-	84,159,944	7.62%
Yap Siew Chin (Note 3)	Beneficial Owner	-	-	35,000,000	8.31%	35,000,000	3.17%

Notes:

- (1) On 31st August 2010, 187,000,000 H shares (the "New H Shares") has been issued and allotted which comprise of 170,000,000 New H Shares and (ii) 17,000,000 H Shares converted from the same number of Domestic Shares transferred from each of the State Shareholders on a pro rata basis to the National Social Security Fund Council of PRC (the "NSSF Council") (National Social Security Fund Council of PRC), which is in aggregate equivalent to 10% of New H Shares issued pursuant to the New Issue.
- (2) Jiangsu Management Centre is a professional unit entity established which changed its name from Jiangsu Educational Instrument Corporation on 1st July 2001. The interest of Jiangsu Management Centre comprises 84,159,944 domestic shares (100% deemed interests held by Jiangsu Management Centre representing approximately 7.62% of the Company's total issued share capital) held through Jiangsu Co-Creation, which is approximately 51% owned by Jiangsu Management Centre.
- (3) These shares are also directly held by Low Hin Choong who is also the spouse of Yap Siew Chin.

Save as disclosed above, as at 30th September 2013, no person, other than the directors, chief executive and supervisors of the Company, whose interests are set out in the section "Directors', chief executive's and supervisors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTOR'S INTERESTS IN A COMPETING INTERESTS

None of the Directors or the management shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

CORPORATE GOVERNANCE AND AUDIT COMMITTEE

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all directors of the company has complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the nine months ended 30th September 2013.

The Company confirmed that annual confirmations of independence were received from each of the Company's independent non-executive directors pursuant to Rule 5.09 of the GEM Listing Rules and all independent non-executive directors are considered to be independent.

The Company has complied with the provisions set out in Appendix 15 of the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on the GEM. The Board has adopted the Corporate Governance Code, ensuring greater transparency and quality of disclosure as well as more effective risk control.

AUDIT COMMITTEE

The Company established an audit committee on 8th December 2000, it comprises four Independent Non-Executive Directors, Dr. Daxi Li, Ms. Xie Hong, Mr. Xie Man Lin and Mr. Ng Sau Lai Derek. The primary duties of the audit committee are to review and to provide supervision over the financial reporting and internal control system of the Group. The audit committee has reviewed the quarterly report for the period ended 30th September 2013 and concludes the meeting with agreement to the contents of the quarterly report. The committee also oversees the audit process and performs other duties as assigned by the Board. Terms of reference of the Audit Committee which have been adopted by the Board and posted on the Company's website. All the members of our Audit Committee are Independent Non-Executive Directors.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the nine months ended 30th September 2013.

On behalf of the Board

Jiangsu NandaSoft Technology Company Limited

Liu Jian alias Liu Jian Bang

Chairman

12 November, 2013, Nanjing, the PRC