



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)

Form of Proxy for Extraordinary General Meeting ("EGM") to be held on 28 February 2018 (or any adjournment thereof)

No. of Shares to which this Proxy relates ²	
Type of Shares to which this Proxy relates	Domestic Shares/H Shares ³

I/We¹ _____
(of _____)
being the registered holder(s) of Domestic Share(s)/H Share(s)³ in Jiangsu NandaSoft Technology Company Limited* (the "Company") **HEREBY APPOINT** the Chairman of the EGM or⁴ _____
(of _____)
as my/our proxy at the EGM (and at any adjournment thereof) of the Company to be held at 16/F., SoftTech Innovation Park, No.19 South Qingjiang Road, Gulou District, Nanjing, China on 28 February 2018 (Wednesday) at 10:00 a.m. for the purposes of considering and if thought fit, passing the resolutions as set out in the notice convening the EGM dated 24 January 2018, and at the EGM (and at any adjournment thereof) to vote for my/our behalf in respect of the resolutions as directed below:

		For ⁵	Against ⁵
Ordinary Resolutions			
1.	(a)	To approve the appointment of Elite Partners CPA Limited (開元信德會計師事務所有限公司) as auditors of the Company.	
	(b)	To authorise the board of directors of the Company to fix the remunerations to the new auditors.	
Special Resolution			
2.		To approve the proposed amendments to Articles 147 and 148 of the Articles of Association of the Company to reflect the change in the accounting system of the Company as set out in the circular of the Company dated 24 January 2018.	

Signed this _____ day of _____ 2018 Signature(s)⁷: _____
Holder(s) of Domestic Shares or H Shares

Notes:

- Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of members) are to be inserted in **BLOCK LETTERS**.
- Please insert the number of Domestic Shares or H Shares relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your names(s).
- Please delete as appropriate.
- A proxy need not be a member of the Company. A holder of Domestic Shares or H Shares is entitled to appoint one or more than one proxy to attend and vote in his stead. If such appointment is made, you may delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice convening the EGM.
- In the case of joint holders, the vote of the senior, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this proxy form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company at 16/F., SoftTech Innovation Park, No. 19 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 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the EGM if you so wish.

* For identification purpose only