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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 (“**EGM**”) of Jiangsu NandaSoft Technology Company Limited\* (江蘇南大蘇富特科技股份有限公司) (“**Company**”) will be held at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 28 February 2018 (Wednesday) at 10:00 a.m. for the following purposes:

To consider, and if thought fit, to pass the following resolutions with or without amendment(s):

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) Elite Partners CPA Limited (開元信德會計師事務所有限公司) be and is hereby appointed as auditors of the Company to fill the casual vacancy occasioned by the resignation of ShineWing Certified Public Accountants, to hold office until the conclusion of the next annual general meeting of the Company; and
- (b) the board of directors of the Company be and is hereby authorised to fix the remunerations to the new auditors.”

**SPECIAL RESOLUTION**

- 2. “**THAT** 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 be and are hereby approved.”

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

**Zhu Yong Ning**

*Chairman*

Nanjing, the PRC, 24 January 2018

\* *For identification purpose only*

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy of the EGM and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be delivered to the Company at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC (for holders of domestic shares) or the Company's H share 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 for holding of the EGM or any adjourned meeting.
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 8 February 2018 (Thursday) to 28 February 2018 (Wednesday) (both days 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. 19 South Qingjiang Road, Gulou District, Nanjing, China (for holders of domestic shares) or the Company's H share 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 not later than 4:30 p.m. on 7 February 2018 (Wednesday).
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. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC by 8 February 2018 (Thursday).

*As at the date of this announcement, the Board comprises nine directors, of which two are executive directors, namely Mr. Zhu Yong Ning (Chairman) and Mr. Wu Qing An, four are non-executive directors, namely Mr. Wong Wa Tak, Mr. Yin Shou Rong, Mr. Xu Zhi Bin and Mr. Sha Min and three are independent non-executive directors, namely Mr. Xie Man Lin, Ms. Xu Xiaoqin and Mr. Shi Zhonghua.*

*This announcement, for which 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 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 or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement (if any) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://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.nandasoft.com](http://www.nandasoft.com).*