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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)

ANNOUNCEMENT ON

- (1) RESIGNATION OF SUPERVISORS,**
- (2) PROPOSED APPOINTMENT OF SUPERVISOR,**
- (3) PROPOSED RE-ELECTION OF DIRECTOR,**
- AND**
- (4) CLOSURE OF REGISTER OF MEMBERS**

RESIGNATION OF SUPERVISORS

The board of directors (“**Board**”) of Jiangsu NandaSoft Technology Company Limited* 江蘇南大蘇富特科技股份有限公司 (“**Company**”) hereby announces that Mr. YAO Xing Tian (姚興田) (“**Mr. Yao**”) and Ms. HUANG Jing Jing (黃晶晶) (“**Ms. Huang**”), have resigned from the offices of the independent supervisor and the supervisor representing the shareholders of the Company respectively with effect from 23 April 2018. Mr. Yao wishes to devote more time on pursuing his other business commitments and Ms. Huang desires to spend more time on her personal affairs.

PROPOSED APPOINTMENT OF SUPERVISORS

The Board would like to announce that Ms. ZHANG Xiao Hong (張曉紅) (“**Ms. Zhang**”) is being proposed for appointment as a supervisor representing the shareholders of the Company to fill the casual vacancy consequent on the resignation of Ms. Huang.

The Board would like to further announce that Mr. Xu Bin (徐斌) (“**Mr. Xu**”) is being proposed for appointment as an independent supervisor of the Company to fill the casual vacancy consequent on the resignation of Mr. Yao.

PROPOSED RE-ELECTION OF DIRECTOR

Given that the term of office of the executive director of the Company, Mr. ZHU Yong Ning (朱永寧) (“**Mr. Zhu**”), will expire on 4 June 2018, Mr. Zhu, being eligible, will offer himself for re-election at the AGM (as defined below).

DISPATCH OF CIRCULAR TO SHAREHOLDERS

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to an annual general meeting of the Company (“**AGM**”) (which is scheduled to be held on 1 June 2018) for consideration and approval.

A circular containing, among other things, notice of the AGM, information of the above proposed matters and other information as required under the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) will be dispatched to the shareholders of the Company in due course.

CLOSURE OF THE REGISTER OF MEMBERS

For the purpose of the AGM, the register of members of the Company will be closed from 12 May 2018 to 1 June 2018 (both dates inclusive) during which no transfer of shares will be registered.

RESIGNATION OF SUPERVISORS

The independent supervisor of the Company, Mr. Yao Xing Tian (姚興田) and the supervisor representing the shareholders of the Company, Ms. Huang Jing Jing (黃晶晶), have resigned respectively with effect from 23 April 2018 as Mr. Yao wishes to devote more time on pursuing his other business commitments and Ms. Huang desires to spend more time on her personal affairs.

Both Mr. Yao and Ms. Huang do not have any disagreement with the Board and the supervisory committee of the Company and that there is no other matter relating to their cessation to hold office in the Company as aforesaid that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Mr. Yao and Ms. Huang for their valuable contributions to the Company during their tenure of office.

Ms. ZHANG Xiao Hong (張曉紅) is being proposed for appointment as a supervisor representing the shareholders of the Company to fill the casual vacancy consequent on the resignation of Ms. Huang (see the section headed “**PROPOSED APPOINTMENT OF MS. ZHANG XIAO HONG (張曉紅) AS SUPERVISOR REPRESENTING THE SHAREHOLDERS OF THE COMPANY**” below).

Mr. XU Bin (徐斌) is being proposed for appointment as an independent supervisor of the Company to fill the casual vacancy consequent on the resignation of Mr. Yao (see the section headed “PROPOSED APPOINTMENT OF MR. XU BIN (徐斌) AS INDEPENDENT SUPERVISOR OF THE COMPANY” below).

PROPOSED APPOINTMENT OF MS. ZHANG XIAO HONG (張曉紅) AS SUPERVISOR REPRESENTING THE SHAREHOLDERS OF THE COMPANY

The Board is pleased to announce that Ms. ZHANG Xiao Hong (張曉紅) is being proposed for the appointment as a supervisor representing the shareholders of the Company at the AGM to fill the casual vacancy consequent on the resignation of the existing supervisor representing the shareholders of the Company, Ms. HUANG Jing Jing (黃晶晶) (see the section headed “RESIGNATION OF SUPERVISORS” above).

Ms. Zhang, aged 51, obtained her bachelor’s degree in economy and trade from the Shanghai University of Finance and Economics and master’s degree in business administration from the Nanjing University in 1989 and 2007 respectively. Ms. Zhang, who has been working in sectors relating to project operations and asset management, has accumulated over 20 years of working experience in investment management. She was appointed the investment manager of Jiangsu Xinsu Investment Management Co., Ltd.* 江蘇鑫蘇投資管理有限公司, the customer service manager of the securities department of Jiangsu Capital Investment Company Limited* 江蘇省創業投資有限公司, the senior manager of the investment department and of the financial assets department of Jiangsu High-Tech Investment Group Co., Ltd. (Govtor Capital)* 江蘇高科技投資集團, the senior investment manager of the Internet and software service outsourcing department of Jiangsu Gaotou Venture Capital Management Co., Ltd.* 江蘇高投創業投資管理有限公司. She has also been serving as the general manager of the investment operations department and the deputy general manager of the asset management department of Jiangsu High-Tech Investment Group Co., Ltd. (Govtor Capital)* 江蘇高科技投資集團 from 2014 up to present. As at the date of this announcement, to the best of the knowledge and belief of the directors of the Company, Jiangsu High-Tech Investment Group Co., Ltd. (Govtor Capital)* 江蘇高科技投資集團 is a shareholder of the Company currently holding 43,931,959 domestic shares in the Company, representing approximately 4.47% of the total issued domestic shares of the Company and approximately 2.95% of the entire issued share capital (comprising both domestic shares and H shares) of the Company.

Subject to the shareholders’ approval at the AGM, it is proposed that Ms. Zhang shall enter into a service agreement with the Company for a term of three years commencing on the date of the passing of the shareholders’ resolution at the AGM. No emolument will be paid to Ms. Zhang for acting as the supervisor representing the shareholders of the Company.

Save as disclosed herein, as at the date of this announcement, Ms. Zhang (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“SFO”); (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the

last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Ms. Zhang that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about her that needs to be brought to the attention of the shareholders of the Company.

PROPOSED APPOINTMENT OF MR. XU BIN (徐斌) AS INDEPENDENT SUPERVISOR OF THE COMPANY

The Board takes the present opportunity to further announce that Mr. Xu Bin (徐斌) (“**Mr. Xu**”) is being proposed for appointment as an independent supervisor of the Company at the AGM to fill the casual vacancy consequent on the resignation of the existing independent supervisor, Mr. YAO Xing Tian (姚興田) (see the section headed “RESIGNATION OF SUPERVISORS” above).

Mr. Xu, aged 53, has long been involved in works relating to corporate financial management. He had been serving as the finance director of Taizhou Investment Real Estate Co., Ltd* 泰州投資置業有限公司 of China CREC Railway Electrification Bureau (Group) Co., Ltd* 中國中鐵電氣化局集團有限公司 from May 2013 to July 2017. Mr. Xu has also been appointed as the finance director of Jiangsu Jinriyangguang Real Estate Development Co., Ltd.* 江蘇今日陽光房地產發展有限公司.

Subject to the shareholders’ approval at the AGM, it is proposed that Mr. Xu shall enter into a service agreement with the Company for a term of three years commencing on the date of the passing of the shareholders’ resolution at the AGM. The emolument to Mr. Xu proposed to be appointed will be recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and level of responsibilities in the Company, the Company’s performance and the prevailing market condition.

Save as disclosed herein, as at the date of this announcement, Mr. Xu (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Xu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

PROPOSED RE-ELECTION OF MR. ZHU YONG NING (朱永寧) AS EXECUTIVE DIRECTOR

Given that the term of office of the executive director of the Company, Mr. ZHU Yong Ning (朱永寧), will expire on 4 June 2018, Mr. Zhu, being eligible, will offer himself for re-election at the AGM.

Mr. Zhu, aged 50, graduated from Fudan University of Shanghai with a master degree in international finance, and is a senior economist. He has over 25 years of working experience in the financial sector. Since 1990, he had served successively as principal staff member of the international business department of China Construction Bank.* 中國建設銀行 in Jiangsu province, president of a sub-branch of China Investment Bank* 中國投資銀行 under its Jiangsu branch, president of Hanzhong Road sub-branch of China Everbright Bank.* 光大銀行, Nanjing and investment advisor of Huaxia Securities Venture Capital Co., Ltd.* 華夏證券創業投資有限公司. He has also served as the chairman of Guotai Junan Asset Management Co., Ltd.* 國泰君安資產管理股份有限公司 from 2006 up to present. Mr. Zhu was appointed as the executive director of the Company on 5 June 2015 and the chairman of the Board since 21 July 2015 up to present. He is also a member of the Company's remuneration committee and nomination committee. Mr. Zhu is also holding directorship and/or other managerial positions in various subsidiaries of the Company by virtue of his role in the Company.

As at the date of this announcement, to the best of the knowledge and belief of the directors of the Company, Mr. Zhu directly owns 90% of the equity interest in a substantial shareholder of the Company, Jiangsu Keneng Electricity Technology Co., Ltd.* 江蘇科能電力科技股份有限公司, which currently holds 358,800,000 domestic shares in the Company, representing approximately 36.51% of the total issued domestic shares of the Company and approximately 24.11% of the entire issued share capital (comprising both domestic shares and H shares) of the Company. Mr. Zhu is therefore deemed to be interested in such shares pursuant to Part XV of the SFO.

Subject to the shareholders' approval at the AGM, it is proposed that Mr. Zhu shall enter into a service agreement with the Company for another term of three years commencing on the date immediately following the expiration of his current term of office (i.e. commencing on 5 June 2018). The emolument to Mr. Zhu proposed to be re-elected will be recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and level of responsibilities in the Company, the Company's performance and the prevailing market condition.

Save as disclosed herein, as at the date of this announcement, Mr. Zhu (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company and its subsidiaries; or (iv) has not held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Zhu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

DISPATCH OF CIRCULAR TO SHAREHOLDERS

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to the AGM (which is scheduled to be held on 1 June 2018) for consideration and approval.

A circular containing, among other things, notice of the AGM, information of the above proposed matters and other information as required under the GEM Listing Rules will be dispatched to the shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of the AGM, the register of members of the Company will be closed from 12 May 2018 to 1 June 2018 (both dates inclusive) during which no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, 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 holder of H shares) for registration not later than 4:30 pm on 11 May 2018.

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, 23 April 2018

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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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 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.

* *For identification purposes only*