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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)

**POLL RESULTS OF
(A) THE EXTRAORDINARY GENERAL MEETING;
(B) H SHARE CLASS MEETING; AND
(C) DOMESTIC SHARE CLASS MEETING
HELD ON 15 OCTOBER 2018**

The Board is pleased to announce the poll results of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting held at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 15 October 2018.

References are made to (i) the notices of the EGM and the Class Meetings respectively dated 10 September 2018 (“**Notices**”); and (ii) the circular dated 10 September 2018 (“**Circular**”), all issued by the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the EGM and the Class Meetings, the authorized and issued share capital of the Company was RMB148,800,000.00 which was divided into 505,200,000 H Shares and 982,800,000 Domestic Shares. Elite Partners CPA Limited (開元信德會計師事務所有限公司) was appointed as scrutineer at the EGM and the respective Class Meetings for the purpose of vote-taking.

A. POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results in respect of the resolutions proposed at the EGM, which were voted by way of poll. The full text of the resolutions is contained in the relevant Notice in respect of the EGM.

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	The resolution in relation to approving the Placing Agreement and the grant of specific mandate to issue and allot the Placing Shares as set out in the Circular.	376,940,000 (100%)	0 (0%)	376,940,000
2.	The resolution in relation to approving the Subscription Agreements and the grant of specific mandate to issue and allot the Subscription Shares as set out in the Circular.	376,940,000 (100%)	0 (0%)	376,940,000
3.	The resolution in relation to approving the amendment to article 20 of the Articles as set out in the Circular.	376,940,000 (100%)	0 (0%)	376,940,000
Ordinary Resolution				
4.	The resolution in relation to approving the appointment of Mr. Xu Hao (徐浩) as a non-executive Director for a term of three years from the date of the passing of this resolution.	735,740,000 (100%)	0 (0%)	735,740,000

As more than two-thirds of the total number of the votes held by the Shareholders (or their authorized proxies) who attended and voted at the EGM were cast in favour of Resolutions A1, A2 and A3 above, such resolutions were duly passed by the Shareholders as special resolutions of the Company. As more than one half of the total number of the votes held by the Shareholders (or their authorized proxies) who attended and voted at the EGM were cast in favour of Resolution A4 above, such resolution was duly passed as an ordinary resolution of the Company.

Notes to Resolutions A1, A2 and A3:

- (i) As at the date of the EGM, Jiangsu Keneng, Anhui Jiuxi and Oriental Petroleum respectively held 358,800,000 Domestic Shares, 83,661,016 Domestic Shares and 84,200,000 H Shares (representing approximately 24.11%, 5.62% and 5.66% of the entire issued share capital (comprising H Shares and Domestic Shares) of the Company). Furthermore, Jiangsu Jintao Investment Holding Company Limited* (金濤投資控股有限公司) (“**Jiangsu Jintao**”), by virtue of itself being owned as to 90% by Mr. Zhu Yong Ning, Chairman and Executive Director of the Company and the 90% shareholder of Jiangsu Keneng, is an associate of Jiangsu Keneng according to the GEM Listing Rules. As at the date of the EGM, Jiangsu Jintao held 11,983,735 Domestic Shares, representing 0.81% of the entire issued share capital (comprising H Shares and Domestic Shares) of the Company. As set out in the Circular, Jiangsu Keneng, Anhui Jiuxi and Oriental Petroleum and their respective associates (if any) were required to abstain from voting on Resolutions A1, A2 and A3 under the GEM Listing Rules. The Board confirmed that Jiangsu Keneng, Anhui Jiuxi, Oriental Petroleum and Jiangsu Jintao had abstained from voting on all such resolutions at the EGM.
- (ii) Total number of Shares (comprising H Shares and Domestic Shares) entitling the holders to attend and vote on Resolutions A1, A2 and A3 at the EGM: 949,355,249 Shares.
- (iii) Total number of Shares (comprising H Shares and Domestic Shares) entitling the holders to attend and abstain from voting in favour of Resolutions A1, A2 and/or A3 at the EGM as required under Rule 17.47A of the GEM Listing Rules: Nil.
- (iv) Save and except for the parties disclosed under (i) above, none of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on Resolutions A1, A2 and/or A3 at the EGM.

Notes to Resolution A4:

- (v) Total number of Shares (comprising H Shares and Domestic Shares) entitling the holders to attend and vote on Resolution A4 at the EGM: 1,488,000,000 Shares.
- (vi) There were no restrictions on any Shareholders to cast vote on Resolution A4 at the EGM:
 - (a) Total number of Shares (comprising H Shares and Domestic Shares) entitling the holders to attend and abstain from voting in favour of Resolution A4 at the EGM as required under Rule 17.47A of the GEM Listing Rules: Nil.
 - (b) Total number of Shares (comprising H Shares and Domestic Shares) which holders that were required under the GEM Listing Rules to abstain from voting on Resolution A4 at the EGM: Nil.
- (vii) None of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on Resolution A4 at the EGM.

B. POLL RESULTS OF THE H SHARE CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolutions proposed at the H Share Class Meeting, which were voted by way of poll. The full text of the resolutions is contained in the relevant Notice in respect of the H Share Class Meeting.

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
	For	Against	
1. The resolution in relation to approving the Placing Agreement and the grant of specific mandate to issue and allot the Placing Shares as set out in the Circular.	42,000 (100%)	0 (0%)	42,000
2. The resolution in relation to approving the Subscription Agreements and the grant of specific mandate to issue and allot the Subscription Shares as set out in the Circular.	42,000 (100%)	0 (0%)	42,000

As more than two-thirds of the total number of the votes held by the holders of H Shares (or their authorized proxies) who attended and voted at the H Share Class Meeting were cast in favour of Resolutions B1 and B2 above, such resolutions were duly passed as special resolutions of the Company in a H Share Class Meeting.

Notes to Resolutions B1 and B2:

- (i) As at the date of the H Share Class Meeting, Oriental Petroleum held 84,200,000 H Shares, representing approximately 16.67% of the entire issued H Shares of the Company. As set out in the Circular, Oriental Petroleum and its associates (if any) were required to abstain from voting on Resolutions B1 and B2 under the GEM Listing Rules. The Board confirmed that Oriental Petroleum had abstained from voting on Resolutions B1 and B2 at the H Share Class Meeting.
- (ii) Total number of H Shares entitling the holders to attend and vote on Resolutions B1 and B2 at the H Share Class Meeting: 421,000,000 H Shares.
- (iii) Total number of H Shares entitling the holders to attend and abstain from voting in favour of Resolutions B1 and/or B2 at the H Share Class Meeting as required under Rule 17.47A of the GEM Listing Rules: Nil.
- (iv) Save and except for Oriental Petroleum, none of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on Resolutions B1 and/or B2 at the H Share Class Meeting.

C. POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolutions proposed at the Domestic Share Class Meeting, which were voted by way of poll. The full text of the resolutions is contained in the relevant Notice in respect of the Domestic Share Class Meeting.

Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	The resolution in relation to approving the Placing Agreement and the grant of specific mandate to issue and allot the Placing Shares as set out in the Circular.	376,940,000 (100%)	0 (0%)	376,940,000
2.	The resolution in relation to approving the Subscription Agreements and the grant of specific mandate to issue and allot the Subscription Shares as set out in the Circular.	376,940,000 (100%)	0 (0%)	376,940,000

As more than two-thirds of the total number of the votes held by the holders of Domestic Shares (or their authorized proxies) who attended and voted at the Domestic Share Class Meeting were cast in favour of Resolutions C1 and C2 above, such resolutions were duly passed as special resolutions of the Company in a Domestic Share Class Meeting.

Notes to Resolutions C1 and C2:

- (i) As at the date of the Domestic Share Class Meeting, Jiangsu Keneng, Anhui Jiuxi and Jiangsu Jintao (being an associate of Jiangsu Keneng) respectively held 358,800,000 Domestic Shares, 83,661,016 Domestic Shares and 11,983,735 Domestic Shares (representing approximately 36.51%, 8.51% and 1.22% of the entire issued Domestic Shares of the Company). As set out in the Circular, Jiangsu Keneng, Anhui Jiuxi and their respective associates (if any) were required to abstain from voting on Resolutions C1 and C2 under the GEM Listing Rules. The Board confirmed that Jiangsu Keneng, Anhui Jiuxi and Jiangsu Jintao had abstained from voting on Resolutions C1 and C2 at the Domestic Share Class Meeting.
- (ii) Total number of Domestic Shares entitling the holders to attend and vote on Resolutions C1 and C2 at the Domestic Share Class Meeting: 528,355,249 Domestic Shares.
- (iii) Total number of Domestic Shares entitling the holders to attend and abstain from voting in favour of Resolutions C1 and/or C2 at the Domestic Share Class Meeting as required under Rule 17.47A of the GEM Listing Rules: Nil.

- (iv) Save and except for the parties disclosed under (i) above, none of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on Resolutions C1 and/or C2 at the Domestic Share Class Meeting.

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, 15 October 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. Yin Shou Rong, Mr. Xu Zhi Bin, Mr. Sha Min and Mr. Xu Hao and three are independent non-executive Directors, namely Mr. Xie Man Lin, Ms. Xu Xiao Qin and Mr. Shi Zhong Hua.

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 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 purpose only