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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
PROFIT WARNING**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited consolidated accounts of the Group for the year ended 31 December 2012, the Group is expected to record a drop in profit for the year ended 31 December 2012 as compared with the profit for the corresponding period in 2011.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares in the Company.

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of 江蘇南大蘇富特科技股份有限公司 (Jiangsu NandaSoft Technology Company Limited*) (“**Company**”) wishes to inform the shareholders of the Company and potential investors that, based on the information currently available, the final financial year results of the Group (i.e. the Company together with its subsidiaries) for the twelve months ended 31 December 2012 are expected to record a drop in profit attributable to the owners of the Company as compared with the profit in the corresponding period in 2011.

Reference is made to the annual report of the Company for the year 2011. Such expected lower profit is primarily attributable to the fact that in the financial year ended 31 December 2011, (i) there was a re-valuation of a property located in Shenzhen, the PRC owned by an associated company of the Company, 深圳南大研究院有限公司 (in which the Company held 30% shareholding interest) and thereby resulting in a significant re-valuation income; and (ii) there was also a gain on the indirect disposal of 3.37% equity interest in an associated company of the Company, 天健醫療科技(蘇州)有限公司 (Promed Medical Technology (Suzhou) Company Limited*) ((i) and (ii) collectively as “**Extraordinary Items**”), whereas for the year ended 31 December 2012, as a result of the absence of the Extraordinary Items, the Group’s profit is expected to drop.

This announcement is made based on a preliminary review of the unaudited consolidated accounts of the Group for the year ended 31 December 2012 and is not based on any figures or information which has/have been audited or reviewed by the Company’s auditors. The Company is in the process of finalizing the final results of the Group for the twelve months ended 31 December 2012. Details of the Group’s financial information and performance will be disclosed when the Group’s final results for the twelve months ended 31 December 2012 are announced in due course.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares in the Company.

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
Liu Jian (alias, Liu Jian Bang)
Chairman

Nanjing, 8 February 2013

As at the date of this announcement, the Board comprises nine directors, of which three are executive directors, namely Mr. LIU Jian (alias LIU Jian Bang), Mr. PAN Jian Xiang and Mr. CHEN Zheng Rong, three are non-executive directors, namely Mr. LIU Winson Wing Sun, Mr. WONG Wei Khin and Mr. LI Cheng, and three are independent non-executive directors, namely Dr. LI Daxi, Ms. XIE Hong and Mr. XIE Man Lin.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (3) 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*