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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)

PROPOSED CHANGE IN AUDITORS & PROPOSED AMENDMENTS TO ARTICLES

PROPOSED CHANGE IN AUDITORS

The board of directors of the Company (the “Board”) proposes to appoint ShineWing Certified Public Accountants (信永中和會計師事務所) (“ShineWing China”) as the auditors for the Company’s financial report for the year 2014 and cease to appoint Ascenda Cachet CPA Limited as its financial report auditors, in light of the acceptance by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of the Mainland accounting and auditing standards and Mainland audit firms for Mainland incorporated companies listed in Hong Kong.

PROPOSED AMENDMENTS TO ARTICLES

The Company further proposes to amend the Articles of the Company to reflect the proposed change in the accounting system of the Company.

EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Company (the “EGM”) will be convened for the shareholders of the Company to, amongst others, consider, and if thought fit, approve the proposed change in auditors and amendments to the Articles of the Company as aforementioned.

A circular containing, amongst others, details of the aforesaid proposed matters, together with a notice convening the EGM will be despatched to the shareholders of the Company as soon as practicable.

(1) PROPOSED CHANGE IN AUDITORS

The Board proposes to appoint ShineWing China as the auditors for the Company's financial report for the year 2014 and cease to appoint Ascenda Cachet CPA Limited as its financial report auditors, in light of the acceptance by the Stock Exchange of the Mainland accounting and auditing standards and Mainland audit firms for Mainland incorporated companies listed in Hong Kong.

According to the "Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong" published by the Stock Exchange in December 2010, Mainland incorporated issuers listed in Hong Kong are allowed to prepare their financial statements in accordance with the PRC Accounting Standards for Business Enterprises (the "PRC Accounting Standards"), and Mainland audit firms approved by the Ministry of Finance of the PRC (the "MOF") and the China Securities Regulatory Commission (the "CSRC") are allowed to audit these financial statements in accordance with the PRC Accounting Standards.

ShineWing China is a Mainland audit firm approved by the MOF and the CSRC to provide auditing services in accordance with the PRC Accounting Standards to Mainland incorporated issuers.

In view of the aforesaid change, in order to improve the disclosure efficiency of the Company's financial information, the Board proposes to amend the Articles of the Company to prepare only one set of financial statements in accordance with the PRC Accounting Standards, effective from the date of approval at the EGM. The Articles of the Company are proposed to be amended accordingly to reflect the proposed change of accounting system, as further discussed below.

In light of the aforesaid, the Board proposes to, subject to the approval by the shareholders of the Company at the EGM, appoint ShineWing China as the auditors for the Company's financial report for the year 2014, and cease the appointment of Ascenda Cachet CPA Limited as its financial report auditors, with effect from the date of approval at the EGM. After the effective appointment of ShineWing China, it will be the only financial report auditors auditing the Company's financial statement for the year ending 31 December 2014 in accordance with the PRC Accounting Standards and undertaking the role of Hong Kong financial report auditors in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules").

The outgoing auditors, Ascenda Cachet CPA Limited, has confirmed that there are no matters regarding the proposed change in auditors as aforesaid that need to be brought to the attention of the shareholders of the Company. The Board and the audit committee of the Company have also confirmed that there is no disagreement between the Company and Ascenda Cachet CPA Limited regarding the proposed change in auditors as aforesaid.

(2) PROPOSED AMENDMENTS TO ARTICLES

As mentioned above, the Company proposes to, subject to the approval by the shareholders of the Company at the EGM by way of special resolution, amend the Articles of the Company to reflect the proposed change of accounting system of the Company. The proposed amendments are as follows:

Article 147

Original Article 147: The financial statements of the Company shall be prepared in accordance with the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas, in addition to the PRC accounting standards and regulations. If there is any material difference between the financial statements prepared respectively in accordance with two accounting standards, such difference shall be explained in the notes to the financial statements. Where the Company distributes its after-tax profits in the relevant accounting year, the lower of the after-tax profits as shown in the two financial statements as mentioned in the previous sentence shall be adopted.

Amended Article 147: The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.

Article 148

Original Article 148: The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.

Amended Article 148: The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.

The aforesaid proposed amendments to the Articles of the Company will be formulated in Chinese. The aforesaid writing in English is for reference purpose only.

(3) EXTRAORDINARY GENERAL MEETING

An EGM will be convened for the shareholders of the Company to, amongst others, consider, and if thought fit, approve the proposed change in auditors and amendments to the Articles of the Company as aforementioned.

A circular containing, amongst others, details of the aforesaid proposed matters, together with a notice convening the EGM will be despatched to the shareholders of the Company as soon as practicable.

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, the PRC, 24 December 2014

As at the date of this announcement, the Board comprises nine Directors, of which two are Executive Directors, namely Mr. LIU Jian (alias, LIU Jian Bang) and Mr. QIAO Ruo Gu, and four are Non-Executive Directors, namely Mr. CHEN Zheng Rong, Mr. WONG Wei Khin, Mr. GAO Peng and Mr. WANG Da Ming, 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 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, 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