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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)**

### **SUPPLEMENTAL ANNOUNCEMENT**

Reference is made to the annual report of the Company for the year ended 31 December 2014 published on 1 April 2015.

In compliance with Rules 18.32 and 18.41 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), the Company makes this supplemental announcement to disclose further details in relation to the issuance of 136,000,000 domestic shares in the Company under general mandate as referred to in the announcements of the Company respectively dated 13 August 2014 and 17 November 2014:

**Reason for making the issuance:** to raise additional capital for the Company and its subsidiaries (collectively, the “Group”) to enhance its general working capital base for developing its existing businesses.

**Shares issued:** an aggregate of 136,000,000 new domestic shares in the Company of nominal value of RMB0.10 each.

**Issue price:** RMB0.20 per share, making up a total amount of RMB27,200,000.00, being both the gross and net issue price.

The issue price was arrived at after arm’s length negotiations between the Company and the relevant subscribers with reference to the nominal value of the domestic shares in the Company (being RMB0.10 per share) and the prevailing market price of the H shares in the Company, which was determined based on the average closing price of approximately HK\$0.249 per H share as quoted on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for the last 20 consecutive trading days prior to the date of approval of the relevant subscriptions by the board of directors of the Company (“Board”) (i.e. 8 August 2014).

The issue price represents:

- a discount of approximately 14.58% to the closing price of HK\$0.295 per H share in the Company as quoted on the Stock Exchange on the date of the relevant share subscription agreements (i.e. 13 August 2014);
- a discount of approximately 8.70% to the average closing price of approximately HK\$0.276 per H share in the Company as quoted on the Stock Exchange for the last 5 consecutive trading days prior to the date of approval of the relevant subscriptions by the Board (i.e. 8 August 2014);
- a premium of approximately 1.20% to the average closing price of approximately HK\$0.249 per H share in the Company as quoted on the Stock Exchange for the last 20 consecutive trading days prior to the date of approval of the relevant subscriptions by the Board;
- a discount of approximately 7.69% to the average closing price of approximately HK\$0.273 per H share in the Company as quoted on the Stock Exchange for the last 5 consecutive trading days prior to the date of the relevant share subscription agreements; and
- a premium of approximately 2.86% to the average closing price of approximately HK\$0.245 per H share in the Company as quoted on the Stock Exchange for the last 30 consecutive trading days prior to the date of the relevant share subscription agreements.

\*the adopted exchange rate is RMB0.79366 to HK\$1.00 as quoted by The People's Bank of China as at 12 August 2014, being the last trading day of the H shares in the Company on the Stock Exchange prior to the date of the relevant share subscription agreements.

**Subscribers/Allottees:**

- BO Xiaolan (薄曉蘭), a PRC national, subscribing for 15,000,000 domestic shares.
- Baoying (Beijing) Fund Management Co., Ltd. (中創寶盈(北京)投資基金管理有限公司), a limited liability company incorporated under the laws of the PRC, subscribing for 121,000,000 domestic shares.

**Use of proceeds:**

The proceeds arising from the issuance (being RMB27,200,000.00 in total) were applied in the following manner:

- approximately RMB15,500,000.00 towards repayment of revolving bank loan facilities owed by the Group;
- approximately RMB9,540,000.00 towards payment for purchase of goods and payment of security deposits in respect of such transactions in the ordinary course of business of the Group;
- approximately RMB1,370,000.00 towards payment of wages to employees of the Group; and
- approximately RMB790,000.00 towards reimbursements of expenses incurred by the employees of the Group.

In the announcement of the Company dated 13 August 2014, it was stated that the proceeds were intended to be used general working capital of the Group. It is hereby confirmed that the proceeds had been applied in accordance with such intended purpose.

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, 12 August 2015

*As at the date of this announcement, the Board comprises nine directors, of which three are Executive Directors, namely Mr. ZHU Yong Ning, Mr. QIAO Ruo Gu and Mr. LIU Jian (alias, LIU Jian Bang), three are Non-Executive Directors, namely Mr. WONG Wei Khin, Mr. GAO Peng and Mr. WONG Wa Tak, 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](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).*

\* for identification purpose only