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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) PROPOSED CHANGE OF AUDITORS
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES**

PROPOSED CHANGE OF AUDITORS

The Board proposes to appoint Elite Partners CPA Limited (開元信德會計師事務所有限公司) as the auditors for the Company's financial report for the year ended 31 December 2017 to fill the casual vacancy following the resignation of ShineWing China as its auditors, in light of the failure between the Company and ShineWing China on reaching a consensus on the audit fee for the financial year ended 31 December 2017.

PROPOSED AMENDMENTS TO ARTICLES

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

EGM

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

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

(1) PROPOSED CHANGE OF AUDITORS

This announcement on the proposed change of auditors is made by the Board pursuant to Rule 17.50(4) of the GEM Listing Rules.

The Board announces that ShineWing China resigned as the auditors of the Company with effect from 5 January 2018. The Board proposes to, subject to the approval by the Shareholders at the EGM, appoint Elite Partners CPA Limited (開元信德會計師事務所有限公司) as the auditors for the Company's financial report for the financial year ended 31 December 2017 with effect from the date of approval at the EGM to fill the casual vacancy following the resignation of ShineWing China.

The main reason for ShineWing China's resignation is that the Company and ShineWing China could not reach a consensus on the audit fee for the financial year ended 31 December 2017.

The Board and the audit committee of the Company confirm that there is no disagreement between ShineWing China and the Company (save for the said audit fee), and there is no other matter in respect of the proposed change of auditors that needs to be brought to the attention of the Shareholders. In addition, ShineWing China has issued a confirmation that there are no matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to ShineWing China for its professional and quality services rendered to the Company during the past years.

(2) PROPOSED AMENDMENTS TO ARTICLES

This announcement on the proposed amendments to the Articles is made by the Board pursuant to Rule 17.50(1) of the GEM Listing Rules.

In order to fit into better the compliance framework of the GEM Listing Rules and improve the quality of disclosure of the Company's financial information, the Board proposes to amend the Articles to allow the financial statements, results and information of the Company to be prepared in accordance with international or Hong Kong accounting standards, in addition to the PRC accounting standards and regulations.

As mentioned above, the Board proposes to, subject to the approval by the Shareholders at the EGM by way of special resolution, amend the Articles to reflect the proposed change in the 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 PRC accounting standards and regulations.

Amended 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.

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.

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 as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.

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

(3) EGM

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

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

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles” the articles of association of the Company, as amended from time to time

“Board” the board of Directors

“Company”	Jiangsu NandaSoft Technology Company Limited* 江蘇南大蘇富特科技股份有限公司 (stock code: 8045), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the GEM
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering, and if thought fit, approving the proposed change of auditors and amendments to the Articles
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the GEM and subscribed for and traded in Hong Kong dollars
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	the ordinary domestic shares of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB and the H Shares
“Shareholders”	holders of the Shares
“ShineWing China”	ShineWing Certified Public Accountants (信永中和會計師事務所)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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, PRC, 5 January 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 Xiaojin and Mr. Shi Zhonghua.

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 Growth Enterprise Market 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*