
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jiangsu NandaSoft Technology Company Limited* (江蘇南大蘇富特科技股份有限公司), you should at once hand this supplemental circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 PRC)
(Stock Code: 8045)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 22 MAY 2014

**(1) REVISION TO PROPOSED RESOLUTION REGARDING THE
APPOINTMENT OF MR. GAO PENG AS DIRECTOR;
AND
(2) REVISED NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the initial circular of the Company dated 22 May 2014 in relation to the annual general meeting of the Company to be held on 27 June 2014 (Friday) at 10:00 a.m. at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China (“AGM”).

A revised notice convening the AGM is set out on pages 8 to 11 of this supplemental circular. A revised form of proxy for use at the AGM (or any adjournment thereof) is also enclosed.

If you intend to appoint a proxy to attend the AGM and have not returned the first form of proxy, you are required to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon and returning the first form of proxy is not required. Shareholder(s) who have returned the first form of proxy are also required to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon. The first form of proxy will then be superseded by the revised form of proxy. For holders of Domestic Shares, the revised form of proxy should be returned to the Company at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China; and for holders of H Shares, the revised form of proxy should be returned to the office of the Company’s H Shares registrar, Hong Kong Registrars Limited, at 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The revised form of proxy should be returned as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

This supplemental circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting, and on the Company’s website at <http://www.nandasoft.com>.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this supplemental circular, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM”	means the annual general meeting of the Company to be convened and held for the Shareholders (who are allowed to vote under the GEM Listing Rules) on 27 June 2014 (Friday) at 10:00 a.m. at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China;
“Board”	means the board of Directors;
“Company”	means 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 PRC and whose H Shares are listed on GEM (stock code: 8045);
“Director(s)”	means the director(s) of the Company;
“Domestic Share(s)”	means the ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB;
“Domestic Shareholder(s)”	means the holder(s) of Domestic Share(s);
“First Form of Proxy”	means the form of proxy despatched with the Initial Circular to the Shareholders by the Company on 22 May 2014;
“GEM”	means the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	means the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars;
“H Shareholder(s)”	means the holder(s) of H Share(s);
“Initial Circular”	means the circular of the Company in relation to the AGM dated 22 May 2014;

DEFINITIONS

“Initial Notice”	means of the notice convening the AGM published by the Company on 22 May 2014;
“Latest Practicable Date”	means 11 June 2014, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular;
“PRC”	means the People’s Republic of China which excludes Hong Kong and Macau Special Administrative Regions for the purpose of this supplemental circular;
“Revised Form of Proxy”	means the revised form of proxy for use at the AGM (or any adjournment thereof) enclosed to this supplemental circular;
“RMB”	means Renminbi yuan, the lawful currency of the PRC;
“Shareholder(s)”	means Domestic Shareholder(s) or H Shareholder(s); and
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited.

* *for identification purpose only*

LETTER FROM THE BOARD



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 PRC)
(Stock Code: 8045)

Executive Directors:

Mr. LIU Jian (alias, LIU Jian Bang) (*Chairman*)
Mr. PAN Jian Xiang (*Vice Chairman*)

Chief Executive Officer:

Mr. XU Zhi Huai

Non-executive Directors:

Mr. CHEN Zheng Rong
Mr. LIU Winson Wing Sun
Mr. WONG Wei Khin

Independent non-executive Directors:

Dr. LI Daxi
Ms. XIE Hong
Mr. XIE Man Lin

*Registered Office and Principal
place of business in China:*

NandaSoft Tower
8 Jinyin Street
Shanghai Road
Nanjing, China

*Principal place of business
in Hong Kong:*

Room 212
Photonics Centre
No.2 Science Park East Avenue
Hong Kong Science Park
Shatin
Hong Kong

13 June 2014

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 22 MAY 2014

- (1) REVISION TO PROPOSED RESOLUTION REGARDING THE
APPOINTMENT OF MR. GAO PENG AS DIRECTOR;
AND
(2) REVISED NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the Initial Circular dated 22 May 2014 which sets out matters to be transacted at the AGM. This supplemental circular should be read together with the Initial Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with the details of the revision made to the proposed resolution regarding the appointment of Mr. Gao Peng as Director. The revised resolution as proposed is set out in the revised notice of AGM on pages 8 to 11 of this supplemental circular.

II. REVISION TO PROPOSED RESOLUTION REGARDING THE APPOINTMENT OF MR. GAO PENG AS DIRECTOR

Mr. Gao Peng was originally being proposed for the appointment as an executive Director at the AGM. Due to Mr. Gao's desire to devote more time on pursuing his other business commitments and as approved by the Board, he is now re-designated to be proposed for appointment as a **non-executive Director** at the AGM. Mr. Gao has confirmed that he does not have any disagreement with the Board and that there is no other matter relating to the re-designation in his proposed appointment that needs to be brought to the attention of the Shareholders.

Subject to the approval of the Shareholders at the AGM, it is proposed that Mr. Gao enter into a service agreement with the Company for a term of three years commencing on the date of approval of his appointment at the AGM. The emolument to Mr. Gao for his acting as non-executive Director will be determined by the Board with reference to his duties and level of responsibilities in the Company, the Company's performance and the prevailing market condition.

Mr. Gao, aged 58, a graduate of Physics in Nanjing University, with a master degree in Low Temperature Physics. Mr. Gao is currently the general manager of Nanjing University Asset Administration Company Limited. From 1992 till now, he has been an associate professor and researcher of Nanjing University, deputy dean of the Institute of Science and Technology Development of Nanjing University, director of industry office of Nanjing University, deputy head of the Institute of Accelerator of Nanjing University and the secretary and vice president of Nanjing University Alumni Association.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Gao did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) did not hold other positions with the Company and its subsidiaries; and (iv) had not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date. Save as disclosed above, as at the Latest Practicable Date, there was no information relating to Mr. Gao that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor was there any matter about him that needed to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

III. REVISED NOTICE OF AGM AND REVISED FORM OF PROXY

In view of Section II above, the Company shall withdraw the originally proposed resolution regarding the appointment of Mr. Gao as executive Director (as contained in the Initial Notice as agenda item (11)) in its entirety from the agenda of the AGM, and shall replace and supersede the same with the newly proposed resolution set out below:

“To approve (i) the appointment of Mr. Gao Peng as *non-executive director* of the Company for a term of three years from the date of this resolution; and (ii) Mr. Gao to receive emolument for acting as *non-executive director* of the Company in such sum as determined by the board of directors of the Company with reference to his duties and level of responsibilities in the Company, the Company’s performance and the prevailing market condition.”

The revised notice of the AGM setting out the entire revised agenda of the AGM is contained on pages 8 to 11 of this supplemental circular.

Please refer to the Initial Circular and the Initial Notice for details of the other resolutions to be proposed and businesses to be transacted at the AGM, the voting arrangements, arrangements of closure of register of members and other related matters.

The Company has also prepared a revised form of proxy, which is enclosed to this supplemental circular.

IV. REVISED NOTICE OF AGM AND REVISED FORM OF PROXY

If you intend to appoint a proxy to attend the AGM but have not yet lodged the First Form of Proxy, you are required to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon. In such case, the First Form of Proxy should not be lodged with the Company. Shareholder(s) who have returned the first form of proxy are also required to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon. The First Form of Proxy will then be superseded by the Revised Form of Proxy. For holders of Domestic Shares, the Revised Form of Proxy should be returned to the Company at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China; and for holders of H Shares, the Revised Form of Proxy should be returned to the office of the Company’s H Shares registrar, Hong Kong Registrars Limited, at 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Revised Form of Proxy should be returned as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof) (“**Closing Time**”). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

LETTER FROM THE BOARD

Any Shareholder who has already lodged the First Form of Proxy with the Company should note that:

- (i) if no Revised Form of Proxy is lodged with the Company, the returned First Form of Proxy will be treated as a valid proxy form lodged by him/her, if correctly completed, but no poll will be taken for the ordinary resolution (11) under the Initial Notice and the First Form of Proxy. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the Initial Notice, including the revised ordinary resolution (11) as set out in Section III above regarding the proposed appointment of Mr. Gao Peng as non-executive Director;
- (ii) if the duly completed Revised Form of Proxy is lodged with the Company before the Closing Time, the First Form of Proxy previously lodged by the Shareholder will be revoked and superseded. The Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed; and
- (iii) if the Revised Form of Proxy is lodged with the Company after the Closing Time, the Revised Form of Proxy will be invalid. The First Form of Proxy previously lodged by the Shareholder (if any) will also be revoked. The purported proxy so appointed by invalid or revoked proxy form (whether appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM by themselves.

V. ADDITIONAL INFORMATION AND RESPONSIBILITY STATEMENT

As at the Latest Practicable Date, the Board comprised eight Directors, of which two were executive Directors, namely Mr. LIU Jian (alias, LIU Jian Bang) and Mr. PAN Jian Xiang, three were non-executive Directors, namely, Mr. CHEN Zheng Rong, Mr. LIU Winson Wing Sun and Mr. WONG Wei Khin, and three were independent non-executive Directors, namely Dr. LI Daxi, Ms. XIE Hong and Mr. XIE Man Lin.

LETTER FROM THE BOARD

This supplemental circular, 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 supplemental circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no matters the omission of which would make any statement herein or this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

* *for identification purpose only*

REVISED NOTICE OF ANNUAL GENERAL MEETING



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 PRC)
(Stock Code: 8045)

REVISED NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Jiangsu NandaSoft Technology Company Limited* (江蘇南大蘇富特科技股份有限公司) (“Company”) will be held, as originally scheduled, on **27 June 2014 (Friday) at 10:00 a.m. at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China**, for the following purposes:

1. To consider and approve the reports of the directors of the Company for the year 2013;
2. To consider and approve the reports of the supervisory committee of the Company for the year 2013;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year 2013;
4. To consider and approve allotments of statutory surplus reserve of the Company for the year 2013;
5. To consider and approve the re-appointment of Ascenda Cachet CPA Limited (formerly known as Cachet Certified Public Accountants Limited) as auditors of the Company for the year 2014 and to authorise the board of directors of the Company to fix their remunerations;
6. To consider and approve the proposed remuneration of all directors (including executive directors, non-executive directors and independent non-executive directors) and supervisors of the Company for the year 2014;
7. To consider and if thought fit, pass with or without modifications, the following resolutions as special resolution:

“THAT

- A. a general mandate (“**General Mandate**”) be and is hereby unconditionally given to the board of directors of the Company during the Relevant Period to allot, issue or otherwise deal with additional ordinary domestic shares of nominal value of RMB0.10 each in the share capital of the Company (“**Domestic Shares**”) and/or overseas-listed foreign invested shares of

REVISED NOTICE OF ANNUAL GENERAL MEETING

nominal value of RMB0.10 each in the share capital of the Company (“**H Shares**”), and to make or grant offers, agreements and options which would or might require the exercise of such power, subject to the following conditions:

- (i) the General Mandate shall not extend beyond the Relevant Period save that the board of directors of the Company may, during the Relevant Period, make or grant offers, agreements and options which would or might require the exercise of such power at any time during or after the end of the Relevant Period;
- (ii) the aggregate nominal value of Domestic Shares and H Shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the board of directors of the Company pursuant to such mandate shall not exceed 20% of the respective aggregate nominal value of the Domestic Shares and H Shares in issue as at the date of the passing of this resolution; and
- (iii) the General Mandate shall be exercised in accordance with the Company Law of the People’s Republic of China, and such exercise shall be conditional upon the approval of the China Securities Regulatory Commission and/or other relevant authorities in the People’s Republic of China and/or the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

B. For the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until, whichever is the earliest:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period of 12 months following the passing of this resolution; or
- (iii) the date on which the General Mandate is revoked or varied by special resolution of the Company in a general meeting.”

8. To consider and if thought fit, pass with or without modifications, the following resolution as special resolution:

“**THAT** subject to the passing of special resolution approving the grant of the General Mandate, the board of directors of the Company be and is hereby authorised to make such amendments to clause 20 of the articles of association of the Company as it may deem necessary and expedient to increase the registered capital of the Company and reflect its new capital structure necessitated by/ consequent on the exercise of the General Mandate by the board of directors of the Company.”

REVISED NOTICE OF ANNUAL GENERAL MEETING

9. To approve the appointment of Mr. Li Cheng as supervisor representing the shareholders of the Company for a term of three years from the date of this resolution;
10. To approve the appointment of Mr. Dong Liang as supervisor representing the shareholders of the Company for a term of three years from the date of this resolution;
11. **[Revised] To approve (i) the appointment of Mr. Gao Peng as non-executive director of the Company for a term of three years from the date of this resolution; and (ii) Mr. Gao to receive emolument for acting as non-executive director of the Company in such sum as determined by the board of directors of the Company with reference to his duties and level of responsibilities in the Company, the Company's performance and the prevailing market condition.**
12. To handle any other matters.

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, 13 June 2014

Notes:

1. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. To be valid, the **Revised** Form of Proxy of the AGM and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be delivered to the Company at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China (for holders of domestic shares) or the Company's H share registrar, Hong Kong Registrars Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time for holding of the AGM or any adjourned meeting ("**Closing Time**").
3. Shareholders or their proxies shall present proof of identities upon attending the AGM.
4. The register of members of the Company is closed from 7 June 2014 (Saturday) to 27 June 2014 (Friday) (both days inclusive) during which no transfer of shares should be registered. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 16/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China (for holders of domestic shares) or the Company's H share registrar, Hong Kong Registrars Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) for registration not later than 4:30 p.m. on 6 June 2014 (Friday).
5. **IMPORTANT: SHAREHOLDERS WHO HAVE ALREADY LODGED THE FIRST FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE INITIAL CIRCULAR AND THE INITIAL NOTICE OF THE AGM BOTH DATED 22 MAY 2014 SHOULD NOTE THAT:**
 - (a) if no Revised Form of Proxy is lodged with the Company, the returned First Form of Proxy will be treated as a valid proxy form lodged by him/her, if correctly completed, but no poll will be taken for the ordinary resolution (11) under the Initial Notice and the First Form of Proxy. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting

REVISED NOTICE OF ANNUAL GENERAL MEETING

on any resolution properly put to the AGM other than those referred to in the Initial Notice, including the revised ordinary resolution (11) as set out in this revised notice of meeting above regarding the proposed appointment of Mr. Gao Peng as non-executive Director;

- (b) if the duly completed Revised Form of Proxy is lodged with the Company before the Closing Time, the First Form of Proxy previously lodged by the Shareholder will be revoked and superseded. The Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed; and
 - (c) if the Revised Form of Proxy is lodged with the Company after the Closing Time, the Revised Form of Proxy will be invalid. The First Form of Proxy previously lodged by the Shareholder (if any) will also be revoked. The purported proxy so appointed by invalid or revoked proxy form (whether appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM by themselves.
6. Shareholders are advised to read the initial circular dated 22 May 2014 together with the supplemental circular dated 13 June 2014 of the Company, which contain information concerning the resolutions to be proposed in this revised notice of meeting.

* *For identification purpose only.*