



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)

2021 Third Quarterly Report

CHARACTERISTICS OF THE GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

HIGHLIGHTS

- Achieved a turnover of approximately RMB371,008,000 for the nine months ended 30 September 2021, representing an increase of approximately 3.7% as compared with that of the corresponding period in 2020.
- Incurred a net loss attributable to owners of the Company of approximately RMB9,037,000 for the nine months ended 30 September 2021.
- The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2021.

THIRD QUARTERLY RESULTS

The board of directors (the **"Board"**) of Jiangsu NandaSoft Technology Company Limited (the **"Company"**) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the **"Group"**) for the three months and nine months ended 30 September 2021.

For the three months and nine months ended 30 September 2021, the unaudited turnover of the Group were RMB109,602,000 and RMB371,008,000 respectively, representing an increase of approximately RMB1,452,000 or approximately 1.3% and an increase of RMB13,070,000 or approximately 3.7% respectively as compared with those of the corresponding period in 2020.

The unaudited net loss attributable to the owners of the Company for the three months and nine months ended 30 September 2021 were RMB1,656,000 and RMB9,037,000 respectively, representing a decrease in loss of approximately RMB982,000 or approximately 37.2% and an increase of loss of RMB1,494,000 or approximately 19.8% as compared with the corresponding period in 2020.

The unaudited results of the Group for the three months and nine months ended 30 September 2021, together with the unaudited comparative figures for the corresponding period in 2020 are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the three months and nine months ended 30 September 2021

	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Revenue	2	109,602	108,150	371,008	357,938
Cost of sales		(90,820)	(94,191)	(320,001)	(315,446)
Gross profit		18,782	13,959	51,007	42,492
Other income		268	3,602	1,499	4,559
Selling and distribution expenses		(1,999)	(2,318)	(6,672)	(6,393)
Administrative expenses		(13,063)	(12,715)	(40,926)	(33,978)
Finance costs	3	(2,191)	(2,346)	(6,304)	(7,523)
Sharing result of associated companies		-	-	-	984
Profit/(Loss) before income tax	4	1,797	182	(1,396)	141
Income tax expense	5	(337)	(326)	(1,001)	(1,064)
Profit/(Loss) for the period		1,460	(144)	(2,397)	(923)
Other comprehensive income/(expenses) that may be reclassified subsequently to profit or loss:					
Exchange difference arising on translation of financial statement of foreign operations		6	(966)	(295)	(389)
Total comprehensive profit/(loss) for the period		1,466	(1,110)	(2,692)	(1,312)

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	Notes	For the three months ended 30 September		For the nine months ended 30 September	
		2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Profit/(Loss) for the period attributable to:					
– Owners of the Company		(1,656)	(2,638)	(9,037)	(7,543)
– Non-controlling interests		3,116	2,494	6,640	6,620
Profit/(Loss) for the period		1,460	(144)	(2,397)	(923)
Total comprehensive profit/(loss) for the period attributable to:					
– Owners of the Company		(1,650)	(3,604)	(9,332)	(7,932)
– Non-controlling interests		3,116	2,494	6,640	6,620
		1,466	(1,110)	(2,692)	(1,312)
Loss per share	6				
– Basic and diluted (RMB cents)		(0.05)	(0.08)	(0.27)	(0.23)

Notes

1. COMPANY INFORMATION

Jiangsu NandaSoft Technology Company Limited (the “**Company**”) was incorporated as a company with limited liability in the People’s Republic of China (the “**PRC**”) on 18 September 1998. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 24 April 2001.

The address of the Company’s registered office is 12/F, NandaSoft Softech Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China and its principal place of business in Hong Kong is 9E, Phase 1, Kaiser Estate, 41 Man Yue Street, Hunghom, Kowloon, Hong Kong.

The principal activities of the Company and its subsidiaries (the “**Group**”) are the sales of computer hardware and software products, provision of system integration services, and properties investments.

The consolidated financial statements are presented in thousands of units of Renminbi (“**RMB’000**”), unless otherwise stated, which is also the functional currency of the Company.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited condensed financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the unaudited consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. The consolidated financial statements have been prepared under the historical cost basis except for equity investment at fair value through other comprehensive income and investment properties. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The consolidated financial statements are presented in Renminbi (“**RMB**”) which is also the functional currency of the Company.

The unaudited condensed financial statements do not include all the information and disclosures required in the annual financial statements and thereby should be read in conjunction with the annual financial statements for the year ended 31 December 2020 (“**2020 Financial Statements**”) which have been prepared in accordance with the accounting policies which conforms to the HKFRSs. The details of which have been set out below.

Notes

(a) Adoption of new or revised HKFRSs

In the current period, the Group has applied all of the amendments to HKFRSs issued by the HKICPA that are relevant to its operations and effective for the Group's financial year beginning on 1 January 2021.

The adoption of these amendments to HKFRSs had no material effect on the results and financial position of the Group and/or disclosures set out in these unaudited condensed consolidated financial statements for the current and/or prior accounting periods.

(b) New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRS that have been issued but are not yet effective:

Amendments to HKFRS 3	Definition of a Business ¹
Amendments to HKAS 1 and HKAS 8	Definition of Material ²
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ²

¹ Effective for business combination for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2020

The application of other new and amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

3. REVENUE

Performance obligations for contracts with customers

(i) Sales of computer hardware and software products

Revenue from trading of computer hardware and software products are recognised at a point in time when the goods have been delivered to the customer's specific location.

(ii) Provision of system integration service

The Group provides system integration service to customers. The customers simultaneously receive and consume the benefit provided by the Group, accordingly, the revenue is recognised as a performance obligation satisfied over time.

(iii) Properties management service income

The Group provides properties management service to customers. The customers simultaneously receive and consume the benefit provided by the Group, accordingly, the revenue is recognised as a performance obligation satisfied over time. For contracts that includes both lease and non-lease components (properties management services), the Group applies HKFRS 15 to allocate the consideration to separate lease and non-lease components on a relative stand-alone selling price basis. Advance consideration allocated to the properties management services is recognised as a contract liability and is released over the period of services.

(iv) Transaction allocated to the remaining performance obligation for contracts with customers

Except for the revenue from provision of system integration service, the Group has applied the practical expedient in paragraph 121 of HKFRS 15 to all of its revenue such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contract that had an original expected duration of one year or less. As at 30 September 2021, the aggregated amount of the transaction price allocated to the remaining performance obligation under the Group's existing system integration contracts will be recognized as the expected revenue in future when or as the work is completed which is expected to occur within the next 5 years.

Notes

Disaggregation of revenue from contracts with customers for the period

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Computer hardware and software products	2,074	12,956	5,913	31,265
Provision of system integration services	103,462	90,544	352,752	314,458
Rental and properties management service	849	203	2,139	910
Other business	-	-	-	30
Revenue from contracts with customers	106,385	103,703	360,804	346,663
Revenue from other source:				
Rental income	3,217	4,447	10,204	11,275
Total Revenue	109,602	108,150	371,008	357,938
Timing of revenue recognition				
At a point in time	2,074	12,956	5,913	31,265
Over-time	107,528	95,194	365,095	326,673
	109,602	108,150	371,008	357,938

4. FINANCE COST

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Interest on bank and other borrowings	2,136	2,276	6,127	7,302
Interest on lease liabilities	55	70	177	221
Total	2,191	2,346	6,304	7,523

Notes

5. PROFIT/(LOSS) BEFORE INCOME TAX

	For the three months ended 30 September		For the nine months ended 30 September	
	2021	2020	2021	2020
	RMB'000	RMB'000	RMB'000	RMB'000
<i>Profit/(Loss) before income tax is arrived at after charging:</i>				
Property, plant and equipment	2,006	1,778	6,005	5,251
Amortisation of intangible asset	10	17	38	42
Depreciation of right-of-use asset	256	270	768	817
Cost of inventories recognised as expenses	90,820	94,191	320,001	315,446

6. INCOME TAX EXPENSE

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

On 6 December 2020, one of the subsidiaries of the Group obtained a China High-Tech Enterprise Certificate which is valid for three years. The entities qualifying for the Hi-Tech status could enjoy a PRC Enterprise Income Tax preferential treatment starting from the year of obtaining the Hi-Tech certificate. As a result, this subsidiary was subject to a PRC Enterprise Income Tax of 15% for three years commencing from 2020.

Saved as the subsidiary disclosed above, the tax rate for other subsidiaries in PRC are 25% for this quarter.

Notes

On 2 December 2020, the Company obtained a China High-Tech Enterprise Certificate again which is valid for three years. The entities qualifying for the Hi-tech status could enjoy a PRC Enterprise Income Tax preferential treatment starting from the year obtaining the Hi-tech certificate. As a result, the Company was continuously subject to a PRC Enterprise Income Tax of 15% for three years commencing from 2020.

	For the three months ended 30 September		For the nine months ended 30 September	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
Tax charges comprise:				
PRC income tax	337	326	1,001	1,064

7. LOSS PER SHARE ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the loss attributable to the owners of the Company of RMB1,656,000 (2020: RMB-2,638,000) and RMB9,037,000 (2020: RMB-7,543,000) for the three months and nine months ended 30 September 2021 and the 3,288,000,000 (2020: 3,288,000,000) shares in issue during the period.

Diluted earnings per share is not presented for the three months and nine months ended 30 September 2021 and 2020 as there were no potential dilutive securities during the relevant periods.

8. RESERVE

Item	Equity attributable to owners of the Company							Non-controlling interests	Total equity	
	Share capital	Capital reserve	Revaluation reserve	Surplus reserve	Translation reserve	FVTOCI reserve	Accumulated losses			Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At 1 January 2020	328,800	214,069	81,862	20,277	619	(3,666)	(426,632)	215,329	55,049	270,378
Total comprehensive loss for the period	-	-	-	-	(389)	-	(7,543)	(7,932)	6,620	(1,312)
At 30 September 2020	328,800	214,069	81,862	20,277	230	(3,666)	(434,175)	207,397	61,669	269,066
At 1 January 2021	328,800	214,069	81,862	20,422	(673)	(7,076)	(457,458)	179,946	71,987	251,933
Total comprehensive loss for the period	-	-	-	-	(295)	-	(9,037)	(9,332)	6,640	(2,692)
At 30 September 2021	328,800	214,069	81,862	20,422	(968)	(7,076)	(466,495)	170,614	78,627	249,241

DIVIDEND

The Board does not recommend the payment of an interim dividend for the period (2020: Nil).

FINANCIAL REVIEW

The consolidated turnovers of the Group for the three months and nine months ended 30 September 2021 were RMB109,602,000 and RMB371,008,000, representing an increase of approximately RMB1,451,000 or approximately 1.3% and RMB13,070,000 or approximately 3.7%, respectively as compared with the same periods of last year, which was due to an year-on-year increase of RMB25,457,000 or approximately 7.7% in the revenue recognised for progress payments of the projects undertaken by Jiangsu Changtian Zhiyuan Transportation Technology Company Limited (“**Changtian Zhiyuan**”), a non-wholly owned subsidiary of the Company.

Loss attributable to owners of the Company for the three months and nine months ended 30 September 2021 was approximately RMB1,656,000 and RMB9,037,000 respectively, representing a decrease in loss of approximately RMB982,000 or approximately 37.2% and an increase in loss of RMB1,494,000 or approximately 19.8% as compared with the same periods of last year. Such loss was mainly due to the increase in administrative expenses as a result of the increases in salaries and research and development costs as well as the decrease in other income such as government grants and refund of value-added tax of software as compared with the same periods of last year.

BUSINESS REVIEW

In the first three quarters of 2021, China’s economy gradually showed a steady trend of recovery, with technological innovation playing an increasingly prominent role in driving industrial growth, and the momentum of economic recovery growing stronger. The Company continued to take “Internet Plus” as the core of its business, embraced the trend toward a digital economy, and continuously promoted the stable implementation of its projects, thereby laying a solid foundation for achieving good results for the whole year.

Intelligent Transportation

During the third quarter, Jiangsu Changtian Zhiyuan Transportation Technology Company Limited, a company controlled by the Company, continued to increase its efforts in business development. It has developed new customers such as Yancheng Highway Business Development Center (鹽城市公路事業發展中心) and Zhejiang Jining Expressway Co., Ltd. (浙江吉寧高速公路有限公司), and won the bid for the construction of a dynamic weighing and detection system in Yancheng City and the major construction project of the JD03 tender section of the Anji Xiaoyuan-Tangshu section of Shenjiahu Expressway, with a total contract sum of RMB30 million. Besides, Changtian Zhiyuan continued to enhance its capabilities in technological innovation and research, and obtained the intellectual property management system certification in the period. Meanwhile, Changtian Zhiyuan promoted the steady and orderly implementation of projects in progress.

Intellectual Property Trading Platform of Chinese Colleges and Universities

The intellectual property trading platform of universities and colleges, which is operated by an associated company, Nanjing Zhonggao Intellectual Property Co., Ltd. ("**Nanjing Zhonggao**"), maintained stable operation during the third quarter. As of the third quarter, the platform had over 25,000 registered users thanks to a steady increase in the number of its registered users, with over 200 patents under its custody on a monthly average basis and providing patent fee payment services for over 400 patents. During the period, Nanjing Zhonggao continued to strengthen its in-depth cooperation with the Jiangsu Proprietary Technology Exchange Center to promote the project of "awakening sleeping patents", continued cooperation with major universities on product research and development for intellectual property management, and proactively approached the relevant departments of enterprises and government agencies in Zhongning County, Ningxia for cooperation on project application services in a bid to further expanding its products and business lines.

Smart Education

During the third quarter, Jiangsu Zhiya Online Education Technology Ltd. (“**Zhiya Online**”), a company controlled by the Company, continued to focus on the construction and maintenance of the training base at the Industrial Centre of the Changzhou Science and Education City (“**SE Park**”) and explore in-depth cooperation with the intellectual property trading platform in the commercialization of scientific and technological achievements. Besides, taking the SE Park as the teaching, research and training platform for vocational education, Zhiya Online further explored various possibilities of online vocational education in the future, strived to build an online vocational education ecology at the SE Park, and made active promotion efforts.

PROSPECTS

Heading toward the end of the year, China’s economy has gradually got over the adverse impacts of the COVID-19 epidemic and steadily recovered, while the development of “Internet Plus” technology has shown more advantages in the post-epidemic era. As a high-tech enterprise intensively involved in the “Internet Plus” industry, we have always followed the national innovation-driven strategy and adapted to the trends of economic development, grasping the direction of technological development and taking technological innovation as the core of development. We will, as always, build on the scientific research and technological achievements of Nanjing University and pursue innovations in such areas as intelligent transportation, intellectual property trading platform and remote education so as to seek for more business opportunities and provide a foundation for the long-term stable development of the Company.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the nine months ended 30 September 2021 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director of the Company or their respective spouse or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2021, the following interests and short positions of 5% or more of the shares and underlying shares of the Company held by shareholders (excluding directors, supervisors and chief executives of the Company) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

Shareholder	Nature	Number of	Percentage of	Number of	Percentage	Number of	Percentage
		Domestic shares	domestic shares		H shares	of H shares	domestic and H shares
			(Note 1)		(Note 1)		(Note 1)
Jiangsu Keneng Electricity Technology Co., Ltd. (Note 2)	Beneficial Owner	808,800,000	29.06%	-	-	808,800,000	24.60%
Anhui Jiuxi Property Investment Co. Ltd	Beneficial Owner	577,592,975	20.76%	-	-	577,592,975	17.57%
Fuji Investment Company Limited (Notes 3 and 4)	Beneficial Owner	240,000,000	8.62%	-	-	240,000,000	7.30%
Jiangsu Fuchuang Electronic Business Company Limited	Beneficial Owner	225,000,000	8.09%	-	-	225,000,000	6.84%
Jiangsu Yuchang Modern Agricultural Development Company Limited	Beneficial Owner	225,000,000	8.09%	-	-	225,000,000	6.84%
Jiata'er (Nanjing) Energy Company Limited (Note 4)	Beneficial Owner	210,000,000	7.55%	-	-	210,000,000	6.39%
Oriental Petroleum (Yangtze) Limited (Note 3)	Beneficial Owner	-	-	84,200,000	16.67%	84,200,000	2.56%

Notes:

- As at 30 September 2021, the Company had 2,782,800,000 domestic shares and 505,200,000 H shares in issue, i.e. 3,288,000,000 shares in total.
- 808,800,000 domestic shares were held by Jiangsu Keneng Electricity Technology Co., Ltd. ("**Jiangsu Keneng Electricity**") which was owed as to 90% by Mr. Zhu Yong Ning, and 11,983,735 domestic shares were held by Jiangsu Jintao Investment Holding Company Ltd. ("**Jiangsu Jintao**") which was owed as to 90% by Mr. Zhu Yong Ning. Pursuant to Part XV of the SFO, Mr. Zhu Yong Ning was deemed to be interested in the above shareholdings of Jiangsu Keneng Electricity and Jiangsu Jintao.
- Fuji Investment Company Limited and Oriental Petroleum (Yangtze) Limited were controlled by the same shareholder.
- On 5 February 2021, Fuji Investment Company Limited had transferred 210,000,000 domestic shares it held to Jiata'er (Nanjing) Energy Company Limited (嘉塔爾(南京)能源有限公司) and the above domestic shares had been registered in China Securities Depository and Clearing Company Limited.

Save as disclosed above, as at 30 September 2021, no person, other than the directors, supervisors and chief executives of the Company whose interests are set out in the section headed "Directors', Supervisors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

COMPETING INTERESTS

None of the directors or controlling shareholders of the Company and their respective close associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

SECURITIES TRANSACTIONS OF DIRECTORS AND SUPERVISORS

The Company has adopted a code of conduct regarding directors' and supervisors' securities transactions on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all directors and supervisors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors and supervisors adopted by the Company throughout the nine months ended 30 September 2021.

CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Corporate Governance Code (the "**Corporate Governance Code**") contained in Appendix 15 of the GEM Listing Rules, save for the deviation from CG Code provision A.2.1. The Board has adopted the Corporate Governance Code to ensure greater transparency and quality of disclosure as well as more effective risk control. The Company believes that adopting the highest corporate governance standards will bring long-term value, and finally will create the biggest return for shareholders and equity holders. The management is committed to maximize the long-term interest for shareholders and carries out business with an attitude of honesty. Meanwhile, the Company earnestly fulfills its social responsibility and therefore, the Company has all along gained recognition from the market.

AUDIT COMMITTEE

The Company established an audit committee on 8 December 2000, it currently comprises three independent non-executive directors, namely, Mr. Zhou Mei Lin, Mr. Zhang Zheng Tang and Ms. Xu Xiao Qin. The primary duties of the audit committee are to review and provide supervision over the financial reporting, risk management and internal control systems of the Group. The audit committee has reviewed the third quarter results announcement and third quarterly report for the nine months ended 30 September 2021 and agreed to their contents.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company during the nine months ended 30 September 2021.

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 November 2021

* *For identification purpose only*