



**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)

**Form of Proxy for use at the Extraordinary General Meeting  
(or any adjournment thereof)**

No. of Existing Shares to which this Proxy relates <sup>1</sup>	
Type of Existing Shares to which this Proxy relates	Existing Domestic Shares/ Existing H Shares <sup>2</sup>

Form of proxy for the Extraordinary General Meeting (“GM”) of Jiangsu NandaSoft Technology Company Limited\* (“Company”) to be held at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 13 May 2022 (Friday) at 10:00 a.m.

I/We<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of Existing Domestic Share(s)/Existing H Share(s)<sup>2</sup> in the Company **HEREBY APPOINT THE CHAIRMAN OF THE GM** or<sup>4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy at the GM of the Company to be held at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 13 May 2022 (Friday) at 10:00 a.m. (or any adjournment thereof) for the purpose of, amongst others, considering, and if thought fit, passing the resolutions as set out in the notice convening the GM dated 14 April 2022, and at the GM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as directed below:

SPECIAL RESOLUTIONS <sup>6</sup>		FOR <sup>5</sup>	AGAINST <sup>5</sup>
1.	To approve the Capital Reorganisation as set out in the circular of the Company dated 14 April 2022.		
2.	To approve the Placing Agreement and the transactions contemplated thereunder, and the grant of specific mandate to issue and allot the Placing Shares as set out in the circular of the Company dated 14 April 2022.		
3.	To approve the amendment to article 20 of the Articles of Association of the Company as set out in the circular of the Company dated 14 April 2022.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature(s)<sup>7</sup>: \_\_\_\_\_  
Shareholder(s)

**Notes:**

- Please insert the number of Existing Domestic Shares or Existing H Shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all such shares in the capital of the Company registered in your name(s).
- Please delete as appropriate.
- Full name(s) (in Chinese and English) and registered address(es) (as shown in the register of members) are to be inserted in **BLOCK LETTERS**.
- A Shareholder is entitled to appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company. If any proxy other than the Chairman is preferred, you may delete the words “THE CHAIRMAN OF THE GM or” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** If this form is returned duly signed, but without any such indication, the proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the GM other than those referred to in the notice convening the GM.
- The full text of the resolutions appears in the notice of the GM dated 14 April 2022.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its seal or under the hand of an officer or attorney duly authorized to sign the same.
- To be valid, this proxy form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC (for holders of Existing Domestic Shares) or the Company’s Hong Kong share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of Existing H Shares) not less than 24 hours before the time appointed for holding the GM or any adjournment thereof (as the case may be).
- In the case of joint holders, the vote of the senior, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the GM or any adjournment thereof if you so wish.

\* For identification purpose only