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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 PROPOSED (1) RE-ELECTION OF DIRECTORS (2) RE-ELECTION OF SUPERVISOR (3) RESIGNATION OF SUPERVISOR AND (4) CLOSURE OF REGISTER OF MEMBERS**

#### **PROPOSED RE-ELECTION OF DIRECTOR**

The board of directors (“Board”) of Jiangsu NandaSoft Technology Company Limited\* (江蘇南大蘇富特科技股份有限公司) (“Company”) would like to announce that given that the term of office of the non-executive directors, Mr. Xu Hao (the “Mr. Xu”) (徐浩) and Mr. Yin Jian Kang (the “Mr. Yin”) (尹建康), have expired on 14 October 2021 and 27 June 2022 respectively, Mr. Xu and Mr. Yin, being eligible, will offer themselves for re-election at the AGM in accordance with the articles of association of the Company.

#### **PROPOSED RE-ELECTION OF SUPERVISOR**

The board would like to announce that given that the term of office of the supervisor, Mr. Yao Gen Yuan (the “Mr. Yao”) (姚根元) have expired on 27 June 2022, Mr. Yao, being eligible, will offer themselves for re-election at the AGM in accordance with the articles of association of the Company

#### **DISPATCH OF CIRCULAR TO SHAREHOLDERS**

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to an annual general meeting of the Company (“AGM”) (which is scheduled to be held on 30 June 2022 (Thursday)), for consideration and approval.

A circular containing, among other things, notice of the AGM, information of the above proposed matters and other information as required under the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) will be dispatched to the shareholders of the Company in due course.

### **CLOSURE OF THE REGISTER OF MEMBERS**

For the purpose of the AGM, the register of members of the Company will be closed from 25 June 2022 to 30 June 2022 (both dates inclusive) during which no transfer of shares will be registered.

### **RESIGNATION OF SUPERVISOR**

The Board would like to further announce that Mr. Xu Bin (徐斌) has resigned as supervisor representing the shareholders of the Company with effect from 26 May 2022, due to his desire to devote more time on his personal affairs.

### **PROPOSED RE-ELECTION OF MR. XU HAO (徐浩) AS NON-EXECUTIVE DIRECTOR**

Given that the term of office of the non-executive director of the Company, of Mr. Xu Hao (徐浩), has expired on 14 October 2021, Mr. Xu, being eligible, will offer himself for re-election at the AGM.

Mr. Xu, (徐浩), aged 57, is a senior economist and currently the President of China Venture Capital Co., Ltd.\* (中國創投資產管理有限公司) and has a Master’s degree in Finance. Mr. Xu has more than 30 years of experience in the financial sector and corporate management. He had served as senior management in national holding banks, National Association of Financial Market Institutional Investors\* (中國銀行間交易商協會) and assets management companies. Mr. Xu has extensive experience in management and finance sectors and published papers in the finance field more than 100 thousand words. Mr. Xu was appointed as a Non-Executive Director of the Company on 15 October 2018.

Subject to the shareholders’ approval at the AGM, it is proposed that Mr. Xu enters into a service agreement with the Company for a term of three years commencing on the date of the passing of the shareholders’ resolution at the AGM. The emolument to Mr. Xu proposed to be re-elected will be recommended by the remuneration committee of the Company and 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.

Save as disclosed herein, as at the date of this announcement, Mr. Xu (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company and its subsidiaries; or (iv) does not have held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Xu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

## **PROPOSED RE-ELECTION OF MR. YIN JIAN KANG (尹建康) AS NON-EXECUTIVE DIRECTOR**

Given that the term of office of the non-executive director of the Company, of Mr. Yin Jian Kang (尹建康), will expire on 27 June 2022, Mr. Yin, being eligible, will offer himself for re-election at the AGM.

Mr. Yin, (尹建康), aged 58, graduated from the Department of Geography of Nanjing University, is a researcher. Mr. Yin once served as the general manager of the Logistics Service Group of Nanjing University and the head of the Capital Construction Office of Nanjing University. Mr. Yin is currently the chairman, legal representative and general manager of Nanjing University Assets Management Co., Ltd. (南京大學資產經營有限公司) and Nanjing University Capital Management Co., Ltd. (南京大學資本運營有限公司), respectively. Mr Yin was appointed as a Non-Executive Director of the Company on 28 June 2019.

Subject to the shareholders' approval at the AGM, it is proposed that Mr. Yin enters into a service agreement with the Company for a term of three years commencing on the date of the passing of the shareholders' resolution at the AGM. Mr. Yin will not receive any remuneration from the Company according to the relevant administrative measures for personnel appointed by state-owned enterprises in the PRC.

Save as disclosed herein, as at the date of this announcement, Mr. Yin (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company and its subsidiaries; or (iv) does not have held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Yin that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

## **PROPOSED RE-ELECTION OF MR. YAO GEN YUAN (THE “MR. YAO”) (姚根元) AS SUPERVISOR**

Given that the term of office of the supervisor of the Company, of Mr. Yao Gen Yuan (姚根元), will expire on 27 June 2022, Mr. Yao, being eligible, will offer himself for re-election at the AGM.

Mr. Yao, (姚根元), aged 58, Graduated from the Department of History of Nanjing University, a deputy researcher. Mr. Yao once served as the deputy officer of the Scientific Technology and Industry Office of the Nanjing University. Mr. Yao is currently the director and deputy general manager of Nanjing University Assets Management Co., Ltd. (南京大學資產經營有限公司) and Nanjing University Capital Management Co., Ltd. (南京大學資本運營有限公司), respectively. Mr Yao was re-appointed as a supervisor and the chairman of the supervisor committee of the Company on 28 June 2019.

Subject to the shareholders' approval at the AGM, it is proposed that Mr. Yao enters into a service agreement with the Company for a term of three years commencing on the date of the passing of the shareholders' resolution at the AGM. The emolument to Mr. Yao proposed to be re-elected will be recommended by the remuneration committee of the Company and 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.

Save as disclosed herein, as at the date of this announcement, Mr. Yao (i) does not have any relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interests in the shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company and its subsidiaries; or (iv) does not have held any directorship in any public listed companies in the last three years preceding the date of this announcement or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Yao that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

## **RESIGNATION OF SUPERVISOR**

The Board would like to announce that Mr. Xu Bin (徐斌) has resigned as supervisor representing the shareholders of the Company with effect from 26 May 2022, due to their desire to devote more time on his personal affairs.

Mr. Xu Bin has confirmed that he does not have any disagreement with the Board and the supervisory committee of the Company and that there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board and the supervisory committee of the Company would like to take this opportunity to express their appreciation to Mr. Xu Bin for his valuable contributions to the Company during his tenure of office.

## DISPATCH OF CIRCULAR TO SHAREHOLDERS

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to the AGM (which is scheduled to be held on 30 June 2022) for consideration and approval. A circular containing, among other things, notice of AGM, information of the above proposed matters and other information as required under the GEM Listing Rules will be dispatched to the shareholders of the Company in due course.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of the AGM, the register of members of the Company will be closed from 25 June 2022 to 30 June 2022 (both dates inclusive) during which no transfer of shares will 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 12/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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holder of H shares) for registration not later than 4:30 p.m. on 24 June 2022.

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 People's Republic of China, 26 May 2022

*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. Xu Zhi Bin, Mr. Sha Min, Mr. Xu Hao and Mr. Yin Jian Kang and three are independent non-executive Directors, namely Mr. Zhou Mei Lin, Ms. Xu Xiao Qin and Mr. Zhang Zheng Tang.*

*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 GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting.*

\* For identification purpose only