
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this 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, you should at once hand this 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 People's Republic of China)

(Stock Code: 8045)

(1) GENERAL MANDATE TO ISSUE SHARES AND AUTHORITY TO AMEND ARTICLES (2) PROPOSED RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

The notice dated 31 May 2023 convening an AGM of the Company to be held at 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 30 June 2023 (Friday) at 10:00 a.m. is set out on pages 9 to 11 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) of the Company is enclosed. If you are unable to attend the AGM in person, please complete and sign, and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company at 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China (for holders of Domestic Shares), or to the office of the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) 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 form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish and in such event any form of proxy shall be deemed revoked.

This 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 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 (if any) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for at least 7 days from the date of its posting, and on the Company's website at <http://www.nandasoft.com>.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will implement the following measures at the AGM to prevent and control the spread of the coronavirus disease 2019 ("COVID-19") and to safeguard the health and safety of the attending Shareholders, staff members of the Company and other participants:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- appropriate seating arrangement in line with the relevant laws and regulations in Hong Kong

Depending on the COVID-19 situation in Hong Kong, the Company reserves the right to change the arrangements in respect of the AGM or take further measures as appropriate in order to minimise any risk to the Shareholders and other participants attending the AGM. The Company also encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person. To the extent permitted under law, the Company reserves the right to deny entry into the venue at which the AGM is to be held or require any person to leave the venue at which the AGM is to be held, or implement other precautionary measures for the AGM in order to ensure the safety of the attendees at the AGM.

31 May 2023

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of AGM	9

DEFINITIONS

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

“AGM”	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 30 June 2023 at 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	江蘇南大蘇富特科技股份有限公司 (Jiangsu NandaSoft Technology Company Limited*), a joint stock limited company incorporated in the PRC and whose H Shares are listed on GEM (stock code: 8045)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“H Share(s)”	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 HK\$
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining information contained herein

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DEFINITIONS

“PRC” or “China”	People’s Republic of China which excludes Hong Kong and Macau Special Administrative Region for the purpose of this circular
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholders”	holders of the Shares
“Shares”	the Domestic Shares and the H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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 People's Republic of China)

(Stock Code: 8045)

Executive Directors:

Mr. ZHU Yong Ning (*Chairman*)

Mr. WU Qing An

Non-executive Directors:

Mr. XU Zhi Bin

Mr. SHA Min

Mr. XU Hao

Mr. YIN Jian Kang

Independent non-executive Directors:

Mr. ZHOU Mei Lin

Mr. ZHANG Zheng Tang

Ms. XU Xiao Qin

*Principal place of business
in China:*

Block 1, No.19
South Qingjiang Road
Gulou District
Nanjing The PRC

*Principal place of business
in Hong Kong:*

9E, Phase 1
Kaiser Estate
41 Man Yue Street
Hungghom, Kowloon
Hong Kong

31 May 2023

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES AND
AUTHORITY TO AMEND ARTICLES
(2) PROPOSED RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on 30 June 2023 (Friday) at 10:00 a.m. to approve (i) the proposed renewal of the existing general mandate to issue Shares; (ii) the proposed grant of

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LETTER FROM THE BOARD

authority to the Board to amend the Articles as required by the exercise of the mandate under (i); (iii) the proposed re-election of Ms. Xu Xiao Qin (the “**Ms. Xu**”)(徐小琴) as independent non-executive director and Mr. Wu Qian An (the “**Mr. Wu**”)(吳清安) as executive director, to give you notice of the AGM and to seek your approval of all the resolutions to be proposed thereat.

GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 30 June 2022, a special resolution was passed to, grant a general mandate authorizing the Board to allot, issue and deal with Domestic Shares and H Shares with aggregate nominal value not exceeding 20% of the respective aggregate nominal value of the Domestic Shares and H Shares in issue at that date (“**Existing Mandate**”).

The Existing Mandate will expire at the conclusion of the forthcoming AGM. The Board considers that the Existing Mandate increases the flexibility in the Company’s affairs and is in the interests of the Shareholders, and that the same shall continue to be adopted by the Company.

Renewal of the Existing Mandate, giving rise to a new general mandate to allot, issue and deal with Domestic Shares and H Shares with aggregate nominal value not exceeding 20% of the respective aggregate nominal value of the Domestic Shares and H Shares in issue as at the date of the passing of the relevant Shareholders’ resolution as set out in the notice of the AGM (“**New Mandate**”) will be proposed at the AGM.

AUTHORITY TO AMEND ARTICLES

Subject to the passing of the resolution approving the grant of the New Mandate at the AGM, the Board further proposes to seek approval of the Shareholders at the AGM to, pursuant to clause 193 of the Articles, authorize the Board to amend clause 20 of the Articles (which specifies the amount of the Company’s registered capital) in such manner as it may consider 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 New Mandate by the Board.

PROPOSED RE-ELECTION OF MS. XU XIAO QIN (徐小琴) AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Given that the term of office of the independent non-executive director of the Company, of Ms. Xu Xiao Qin, has expired on 9 February 2022, Ms. Xu, being eligible, will offer herself for re-election at the AGM.

LETTER FROM THE BOARD

Ms. Xu Xiao Qin (徐小琴), aged 67, is a senior accountant with a postgraduate degree and extensive experience in finance and corporate management. Ms. Xu had served as Deputy Manager of the third branch of Nanjing Dajian transport Co., Ltd (南京市大件起重運輸公司) and Deputy Finance Director, Assistant to General Manager and Vice General Manager of the Headquarters of the same company, Deputy General Manager of Nanjing Jingang Education Training Centre (南京金港教育培訓中心), and Deputy General Manager of Nanjing Jianghai Group (南京江海集團). She had also served as Deputy Director, Assistant to the Head of Department and Deputy Head of Department of the Finance Department of 南京市港務管理處. Additionally, she acted as the Deputy General Manager, General Manager, and Party Branch Secretary of Nanjing Highway Development (Group) Co., Ltd. (南京公路發展(集團)有限公司). Further, she was the Deputy Chief Accountant, Chief Accountant, member of the Party Committee and Representative Director of Nanjing Communications Group (南京市交通集團). She had been the Chairman of Nanjing Ningma Expressway Company Limited (南京寧馬高速公路有限責任公司). Ms. Xu was re-appointed as an Independent Non-Executive Director of the Company on 10 February 2020.

Subject to the shareholders' approval at the AGM, it is proposed that Ms. 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 Ms. Xu proposed to be re-elected will be recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and level of responsibilities in the Company, the Company's performance and the prevailing market condition.

Save as disclosed herein, as at the Latest Practicable Date, Ms. 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 Latest Practicable Date or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Ms. 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 her that needs to be brought to the attention of the shareholders of the Company.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF MR. WU QING AN (吳清安) AS EXECUTIVE DIRECTOR

Given that the term of office of the executive director of the Company, of Mr. Wu Qing An, has expired on 11 May 2023, Mr. Wu, being eligible, will offer himself for re-election at the AGM.

Mr. Wu Qing An (吳清安), aged 66, is a senior engineer and a senior economist. Mr. Wu graduated from the Shanghai University of Electric Power (上海電力學院) with a professional degree in power plants and electric power systems, and subsequently obtained a postgraduate degree from the Faculty of Economics and Management of the Tsinghua University (清華大學). Mr. Wu has served as General Manager of Suyuan Group (蘇源集團), Chairman of Jiangsu Electric Fuel Group Co., Limited* (江蘇省電力燃料集團有限公司), and Chairman and General Manager of The State Power Investment Jiangsu Corporation* (國家電投江蘇公司). He has been serving as the Vice President of the Company since 24 March 2017. Mr. Wu was re-appointed as an Executive Director on 12 May 2020.

Subject to the shareholders' approval at the AGM, it is proposed that Mr. Wu enters into a service agreement with the Company for a term of three years commencing on the date immediately following the expiration of his current term of office. The emolument to Mr. Wu 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 Latest Practicable Date, Mr. Wu (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 Latest Practicable Date or any other major appointments or professional qualifications.

Save as disclosed above, there is no information relating to Mr. Wu 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.

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LETTER FROM THE BOARD

AGM

The notice of the AGM is set out on pages 9 to 11 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, to approve, amongst others, (i) the grant of the New Mandate to the Board to issue shares; (ii) the grant of authority to the Board to amend clause 20 of the Articles as required by the exercise of the New Mandate; (iii) the proposed re-election of Ms. Xu Xiao Qin (徐小琴) as independent non-executive director and Mr. Wu Qian An (吳清安) as executive director. Voting at the AGM shall be taken by poll.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of the AGM, the register of members of the Company will be closed from 24 June 2023 to 30 June 2023 (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 Shops 1712-1716, 17/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 23 June 2023 (Friday).

ACTION TO BE TAKEN

The form of proxy for use at the AGM is enclosed. If you are not able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to 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 holders of H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

RECOMMENDATION

The Directors including the Independent Non-Executive Directors are of the opinion that the proposed resolutions set out above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

As at the Latest Practicable Date, 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, Mr. Zhang Zheng Tang and Ms. Xu Xiao Qin.

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

* *For identification purposes only*

NOTICE OF AGM



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)

NOTICE OF ANNUAL GENERAL MEETING

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 at 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 30 June 2023 (Friday) at 10:00 a.m. for the following purposes:

1. To consider and approve the reports of the directors of the Company for the year 2022;
2. To consider and approve the reports of the supervisory committee of the Company for the year 2022;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year 2022;
4. To consider and approve allotments of statutory surplus reserve of the Company for the year 2022;
5. To consider and approve the re-appointment of Elite Partners CPA Limited (開元信德會計師事務所) as auditors of the Company for the year 2023 and to authorize 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 2023;
7. To approve the re-election of Ms. Xu Xiao Qin as independent non-executive director;
8. To approve the re-election of Mr. Wu Qing An as executive director;

* *For identification purposes only*

NOTICE OF AGM

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

“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 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

NOTICE OF AGM

(iii) the date on which the General Mandate is revoked or varied by special resolutions of the Company in a general meeting.”

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

“**THAT** subject to the passing of special resolutions 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.”

11. 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
Zhu Yong Ning
Chairman

Nanjing, 31 May 2023

Notes:

1. Any member 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 member of the Company.
2. To be valid, the 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 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC (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 holders of H Shares) not less than 24 hours before the time for holding of the AGM or any adjourned meeting.
3. Shareholders or their proxies shall present proof of identities upon attending the AGM.
4. The register of members of the Company will be closed from 24 June 2023 to 30 June 2023 (both days 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, the PRC (for holders of domestic shares) or the Company’s H share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/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 23 June 2023 (Friday).

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