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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)

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;

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
- (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).

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 nonexecutive 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 the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for 7 days from the date of its posting and on the Company’s website at www.nandasoft.com.

* *For identification purpose only*