



# 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 Annual General Meeting to be held on 30 June 2023 (or any adjournment thereof)

No. of Shares to which this Proxy relates <sup>2</sup>	
Type of Shares to which this Proxy relates	Domestic Shares/H Shares <sup>3</sup>

I/We<sup>1</sup> \_\_\_\_\_  
(of \_\_\_\_\_)  
being the registered holder(s) of Domestic Share(s)/H Share(s)<sup>3</sup> in Jiangsu NandaSoft Technology Company Limited (the “Company”)  
**HEREBY APPOINT** the Chairman of the AGM or<sup>4</sup> \_\_\_\_\_  
(of \_\_\_\_\_)  
as my/our proxy at the Annual General Meeting (the “AGM”) (and at any adjournment thereof) of the Company to be held at 12/F., SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, China on 30 June 2023 (Friday) at 10:00 a.m. for the purposes of considering and if thought fit, passing the ordinary and special resolutions as set out in the notice convening the AGM dated 31 May 2023, and at the AGM (and at any adjournment thereof) to vote for my/our behalf in respect of the resolutions as directed below:

		For <sup>5</sup>	Against <sup>5</sup>
<b>I. Ordinary Resolutions</b>			
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 authorise 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-appointment of Ms. Xu Xiao Qin as independent non-executive Director for a term of three years from the date of passing of this resolution;		
8.	To approve the re-appointment of Mr. Wu Qing An as executive director for a term of three years from the date of passing of this resolution;		
<b>II. Special Resolutions</b>			
9.	To consider and grant a general mandate (“General Mandate”) 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”);		
10.	To consider and authorise the board of directors of the Company to make such amendments to clause 20 of the articles 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 (please see Resolution 9 above).		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s): \_\_\_\_\_  
Holder(s) of Domestic Shares or H Shares

\* For identification purposes only

Notes:

1. 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**.
2. Please insert the number of Domestic Shares or H Shares relates to this proxy form. 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 names(s).
3. Please delete as appropriate.
4. A proxy need not be a member of the Company. A holder of Domestic Shares or H Shares is entitled to appoint one or more than one proxy to attend and vote in his stead. If such appointment is made, you may delete the words "the Chairman of the AGM 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 INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf on a poll. 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 AGM other than those referred to in the Notice convening the AGM.
6. 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.
7. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized.
8. 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., 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 Shares registrar, Hong Kong Registrars Limited, at **17M Floor, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG** (for holder of H Shares) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.
10. The description of Resolutions (9) and (10) is by way of summary only. The full text appears in the Notice of AGM dated 31 May 2023.