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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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share Class Meeting of Jiangsu NandaSoft Technology Company Limited* (“**Company**”) will be held at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC on 29 December 2020 (Tuesday) at 10:30 a.m. (or immediately after the EGM) for the purpose of, amongst others, considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms defined in the circular dated 10 December 2020 issued by the Company shall have the same meanings when used herein unless otherwise specified):

SPECIAL RESOLUTION

THE PLACING

“THAT:

- (a) the terms and conditions of the Placing Agreement (a copy of which has been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* *for identification purpose only*

- (b) conditional upon the Stock Exchange granting the listing of and permission to deal in the Placing Shares on the Stock Exchange, the Directors be and are hereby granted a specific mandate to issue and allot the Placing Shares in accordance with the terms of the Placing Agreement during the period from the passing of this resolution to and including 6 January 2021 (“**Period**”), provided that this specific mandate shall (i) be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution, and (ii) not extend beyond the Period; and
- (c) any one of the Directors be and is hereby authorized to, during the Period, take any action for and on behalf of the Company as he or she considers necessary, desirable or expedient to carry out or give full effect to or otherwise in connection with the Placing Agreement and the transactions contemplated thereunder, including without limitation, to allot and issue the Placing Shares in accordance with the Placing Agreement, to make all relevant applications, registrations and filings with the Stock Exchange or other relevant regulatory authorities (including without limitation the CSRC), to sign and execute such further documents and to do any other matters incidental thereto and/or as contemplated thereunder.”

By order of the Board of
Jiangsu NandaSoft Technology Company Limited*
江蘇南大蘇富特科技股份有限公司
Mr. ZHU Yong Ning
Chairman

Nanjing, the PRC, 10 December 2020

Principal place of business in Hong Kong:
9E, Phase 1,
Kaiser Estate,
41 Man Yue Street,
Hung Hom, Kowloon,
Hong Kong

*Registered office and principal place of
business in the PRC:*
SoftTech Innovation Park,
No. 19 South Qingjiang Road,
Gulou District,
Nanjing,
PRC

Notes:

(1) Voting arrangements

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no holder of H Shares has a material interest in the Placing which is different from that of the other holders of H Shares. Accordingly, no Shareholder is required to abstain from voting in respect of the resolution to approve the Placing Agreement and the transactions contemplated thereunder, and the grant of specific mandate for the allotment and issue of the Placing at the H Share Class Meeting.

(2) Registration procedures for the H Share Class Meeting

Holders of H Shares shall note that pursuant to article 45 of the Articles of Association of the Company and Rule 17.78(1) of the GEM Listing Rules, the register of members of the Company will be closed on 29 December 2020 (Tuesday) on which no transfer of H Shares will be registered. In order to qualify for attending and voting at the H Share Class Meeting, all transfers of H Shares accompanied by the relevant Share certificates and transfer forms must be lodged with 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 registration not later than 4:30 p.m. on 28 December 2020 (Monday).

(3) Proxy

- (a) Any Shareholder entitled to attend and vote at the H Share Class Meeting shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company's H Share registrar not less than 24 hours before the time scheduled for holding the H Share Class Meeting or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to 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.
- (d) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the H Share Class Meeting or any adjournment thereof (as the case may be) should they so wish and, in such event, the form of proxy will be deemed to have been revoked.
- (e) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the H Share Class Meeting.

(4) Miscellaneous

- (a) The H Share Class Meeting is expected to last for 30 minutes. Shareholders and their proxies attending the H Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.
- (b) In compliance with the laws and regulations in Hong Kong in relation to the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement precautionary measures at the H Share Class Meeting. Shareholders are advised to read the cover page of the Circular for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19 and to the extent permitted under law, the Company may implement further changes and precautionary measures at the H Share Class Meeting.
- (c) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the H Share Class Meeting, the H Share Class Meeting will be postponed. The Company will post an announcement on the website of the Company at www.nandasoft.com and on the GEM website at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (d) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises seven Directors, of which two are executive Directors, namely Mr. ZHU Yong Ning (Chairman) and Mr. WU Qing An; two are non-executive Directors, namely Mr. XU Hao and Mr. YIN Jian Kang; and three are independent non-executive Directors, namely Mr. XIE Man Lin, Ms. XU Xiao Qin and Mr. SHI Zhong Hua.

This notice, for which the directors of the Company 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 notice 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 notice misleading; and (iii) all opinions expressed in this notice (if any) have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the Stock Exchange of Hong Kong Limited website at www.hkexnews.hk on the “Latest Listed Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.nandasoft.com.