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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“GM”) 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 13 May 2022 (Friday) at 10:00 a.m. for the purpose of, amongst others, considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms defined in the circular dated 14 April 2022 issued by the Company (“**Circular**”) shall have the same meanings when used herein unless otherwise specified):

SPECIAL RESOLUTIONS

1. THE CAPITAL REORGANISATION

“**THAT** subject to and conditional upon the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated H Shares:

- (a) every eight (8) Existing Domestic Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated Domestic Share of nominal value of RMB0.80 each; and every eight (8) Existing H Shares of nominal value of RMB0.10 each be consolidated into one (1) Consolidated H Share of nominal value of RMB0.80 each, such Consolidated Domestic Shares or Consolidated H Shares (as the case may be) shall rank *pari passu* in all respects with each other (in the same class) and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (b) the total number of Consolidated Domestic Shares and Consolidated H Shares respectively in the issued share capital of the Company immediately following the Share Consolidation be and are hereby rounded down to a whole number by cancelling any fraction in the relevant class of shares in the issued share capital of the Company arising from the Share Consolidation (if applicable);

- (c) immediately following the Share Consolidation, the Capital Reduction of the nominal value of each Consolidated Domestic Share and each Consolidated H Share be reduced from RMB0.80 to RMB0.10, such reduction shall comprise a cancellation of the registered capital of the Company to the extent of RMB0.70 per Consolidated Domestic Share and Consolidated H Share respectively so that each Consolidated Domestic Share and each Consolidated H Share shall be of nominal value of RMB0.10 in the share capital of the Company immediately following the Capital Reduction;
- (d) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company for use by the Directors in any manner permitted by the laws of the PRC and the articles of association of the Company; and
- (e) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reorganisation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Capital Reorganisation.”

2. 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;
- (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, provided that this specific mandate shall 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
- (c) any one or more of the Directors be and is/are hereby authorized to take any action for and on behalf of the Company as he/she/they consider(s) 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 China Securities Regulatory Commission), to sign and execute such further documents and to do any other matters incidental thereto and/or as contemplated thereunder.”

3. AMENDMENT TO THE ARTICLES

“**THAT** conditional upon the Capital Reorganisation becoming effective and the specific mandate to allot and issue the Placing Shares having been obtained, the proposed amendment to article 20 of the articles of association of the Company to adjust the registered capital of the Company and reflect the new capital structure of the Company as necessitated by and consequent on the Capital Reorganisation becoming effective and the allotment and issuance of the Placing Shares be and is hereby approved.”

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, 14 April 2022

* *for identification purpose only*

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

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

Notes:

(1) **Voting arrangements**

Jiangsu Keneng and any other Shareholders and their respective associates who are involved or materially interested in the Placing will or will be required to abstain from voting on the resolution to be proposed for approving the Placing Agreement and the transactions contemplated thereunder, and the specific mandate for the allotment and issue of the Placing Shares at the GM. Save as aforesaid, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation, the Placing Agreement, and the proposed amendment to the Articles which is different from that of the other Shareholders. Accordingly, no Shareholder is required to abstain from voting in respect of the resolutions to approve (i) the Capital Reorganisation; (ii) (except for Jiangsu Keneng and its associates) the Placing Agreement and the transactions contemplated thereunder and the grant of specific mandate for the allotment and issue of the Placing Shares; and (iii) the proposed amendment to the Articles at the GM.

(2) Registration procedures for the GM

Shareholders 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 from 5 May 2022 (Thursday) to 13 May 2022 (Friday) (both days inclusive) during which no transfer of Existing Shares will be registered. In order to qualify for attending and voting at the GM, all transfers of Existing Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC (for holders of Existing Domestic Shares) or the Company's Hong Kong share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of Existing H Shares) for registration not later than 4:30 p.m. on 4 May 2022 (Wednesday).

(3) Proxy

- (a) Any Shareholder entitled to attend and vote at the GM 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 Existing 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 (for holders of Existing Domestic Shares) or its Hong Kong share registrar and transfer office (for holders of Existing H Shares) not less than 24 hours before the time scheduled for holding the GM 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 Existing Domestic 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 at 12/F., Block 1, SoftTech Innovation Park, No. 19 South Qingjiang Road, Gulou District, Nanjing, the PRC.
- (d) Holders of Existing 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 Hong Kong share registrar and transfer office, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the GM 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.
- (f) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the GM.

(4) Miscellaneous

- (a) The GM is expected to last for 30 minutes. Shareholders and their proxies attending the GM shall be responsible for the transportation and accommodation expenses on their own.
- (b) In compliance with the relevant laws and regulations in relation to the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement precautionary measures at the GM. 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 GM.
- (c) If the GM is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the GM, the GM may be postponed. In the case of postponement, 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 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.

This notice, 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 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 GEM’s website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting.