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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)**

## **ANNOUNCEMENT ON PROPOSED RE-ELECTION OF DIRECTORS AND CLOSURE OF REGISTER OF MEMBERS**

### **PROPOSED RE-ELECTION OF DIRECTOR**

The board of directors (“**Board**”) of Jiangsu NandaSoft Technology Company Limited\* (江蘇南大蘇富特科技股份有限公司) (“**Company**”) would like to announce that given that the term of office of the independent non-executive director, Ms. Xu Xiao Qin (the “**Ms. Xu**”) (徐小琴) and the executive director, Mr. Wu Qing An (the “**Mr. Wu**”) (吳清安) have expired on 9 February 2023 and 11 May 2023 respectively, Ms. Xu and Mr. Wu, being eligible, will offer themselves for re-election at the AGM in accordance with the articles of association of the Company.

### **DISPATCH OF CIRCULAR TO SHAREHOLDERS**

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to an annual general meeting of the Company (“**AGM**”) (which is scheduled to be held on 30 June 2023 (Friday)), for consideration and approval.

A circular containing, among other things, notice of the AGM, information of the above proposed matters and other information as required under the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) will be dispatched to the shareholders of the Company in due course.

### **CLOSURE OF THE 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.

## **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 (徐小琴), has expired on 9 February 2023, Ms. Xu, being eligible, will offer herself for re-election at the AGM.

Ms. Xu, (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 immediately following the expiration of her current term of office. 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 date of this announcement, 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 date of this announcement 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.

## **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 date of this announcement, 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 date of this announcement 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.

## **DISPATCH OF CIRCULAR TO SHAREHOLDERS**

The above proposed matters are subject to the approval of the shareholders of the Company, and the same will be submitted to the AGM (which is scheduled to be held on 30 June 2023) for consideration and approval. A circular containing, among other things, notice of AGM, information of the above proposed matters and other information as required under the GEM Listing Rules will be dispatched to the shareholders of the Company in due course.

## 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 Shop 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holder of H shares) for registration not later than 4:30 p.m. on 23 June 2023.

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, the People's Republic of China, 25 May 2023

*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 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, 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 GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

\* For identification purpose only