

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

南京熊猫电子股份有限公司

NANJING PANDA ELECTRONICS COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00553)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (“**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at the Conference Room, 7 Jingtianlu, Nanjing, the People’s Republic of China (the “**PRC**”) on Friday, 28 June 2019 at 2:30 p.m., to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. the work report of the board of directors of the Company (the “**Board**”) for the year 2018;
2. the work report of the supervisory committee of the Company for the year 2018;
3. the audited financial reports of the Company for the year 2018;
4. the financial budget report of the Company for the year 2019;
5. the profit appropriation plan of the Company for the year 2018;
6. the reappointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company’s international auditor and PRC auditor as well as internal control auditor respectively for the year 2019, and authorize the Board to determine their remuneration within the limit of RMB2,100,000;
7. the 2018 annual report of the Company and its summary;
8. the report of the independent directors of the Company for the year 2018;

SPECIAL RESOLUTIONS

9. the Proposed Amendments to the Articles of Association of the Company;

ORDINARY RESOLUTIONS

10. the Proposed Amendments to the Procedural Rules for General Meeting of the Company;
11. the Shareholder Return Plan of Nanjing Panda (2019–2021);
12. the Company’s provision of guarantee for the financing amount of no more than RMB360,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019 (the “**Period**”), and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronics Equipment Co., Ltd. during the Period;
13. the Company’s provision of guarantee for the financing amount of no more than RMB330,000,000 in total of Nanjing Panda Information Industry Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Information Industry Co., Ltd. during the Period;
14. the Company’s provision of guarantee for the financing amount of no more than RMB200,000,000 in total of Nanjing Panda Electronic Manufacture Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronic Manufacture Co., Ltd. during the Period;
15. the Company’s provision of guarantee for the financing amount of no more than RMB100,000,000 in total of Nanjing Huage Electronics Plastic Industry Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Huage Electronics Plastic Industry Co., Ltd. during the Period; and

16. the Company's provision of guarantee for the financing amount of no more than RMB40,000,000 in total of Nanjing Panda Machine Electricity Manufacturing Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Machine Electricity Manufacturing Co., Ltd. during the Period.

By Order of the Board
Nanjing Panda Electronics Company Limited
Xu Guofei
Chairman

Nanjing, the People's Republic of China
10 May 2019

As at the date of this announcement, the Board comprises Executive Directors: Mr. Xu Guofei, Mr. Chen Kuanyi and Mr. Xia Dechuan; Non-executive Directors: Mr. Lu Qing, Mr. Deng Weiming and Mr. Gao Gan; and Independent Non-executive Directors: Ms. Du Jie, Mr. Zhang Chun and Mr. Gao Yajun.

Notes:

1. Details of the above resolutions are set out in the circular for the AGM of the Company to be issued in due course.
2. All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 29 May 2019 to 28 June 2019, both days inclusive, during which period no transfer of H Shares can be registered. Holders of H Shares who intend to attend the AGM must deposit the share certificates together with the transfer documents at the H-Share registrar of the Company, Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m. on 28 May 2019. Holders of H Shares whose names appear in the Company's register of members at the close of business on 28 May 2019, or their representatives or proxies are entitled to attend the AGM with their identity documents.

Further announcement regarding the book closure period and further information relating to the payment of final dividends will be made by the Company in due course.

3. Proxy

A shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy or several proxies, whether a member of the Company or not, to attend and vote at the AGM.

If more than one proxy is appointed by a shareholder, the proxies can exercise their voting rights only in the case of a poll.

The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing. In the case of a corporation, the proxy form must be under its common seal or under the hand of its director or duly authorized attorney. If the proxy form is signed by an agent on behalf of an appointer, the proxy form or other authority must be notarially certified. The proxy form together with the notarially certified power of attorney or other authority must be delivered to the H-Share registrar of the Company, Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) 24 hours before the time appointed for the holding of the AGM.

4. Notice of attendance

Shareholders who intend to attend the AGM should send a reply in writing to the office of the Company in person or by post or by fax on or before 6 June 2019. Completion and return of the written reply shall not preclude the shareholders from attending the AGM.

5. Other businesses

The AGM is expected to last for a half day. Shareholders and their proxies attending the AGM are responsible for their own transportation and accommodation expenses.

The Company's office and correspondence address:

7 Jingtianlu, Nanjing,
The People's Republic of China
Postal code: 210033
Telephone: (8625) 8480 1144
Fax: (8625) 8482 0729