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**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)

**ANNOUNCEMENT OF RESOLUTIONS  
PASSED AT THE 2020 ANNUAL GENERAL MEETING;  
APPOINTMENT OF DIRECTORS AND CHAIRMAN OF THE  
BOARD;  
CHANGE OF COMPOSITION OF BOARD COMMITTEES AND  
AUTHORIZED REPRESENTATIVE;  
APPOINTMENT OF SUPERVISORS  
AND CHAIRMAN OF THE SUPERVISORY COMMITTEE;  
AND PAYMENT OF FINAL DIVIDEND**

**RESOLUTIONS PASSED AT THE 2020 ANNUAL GENERAL MEETING**

The 2020 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Tuesday, 29 June 2021 at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China (the “**PRC**”), for the purpose of voting on the proposed resolutions as set out in the notice of the AGM dated 28 May 2021 and the supplemental notice of the AGM dated 10 June 2021.

As at the date of the AGM, the issued share capital of the Company comprised 913,838,529 shares, of which 671,838,529 were A shares and 242,000,000 were H shares, representing the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Altogether 15 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 311,044,721 shares in total (including 297,276,721 A shares and 13,768,000 H shares) or 34.04% in the Company's total issued share capital.

The AGM was chaired by Mr. Zhou Guixiang, Chairman of the board of directors of the Company. Directors, supervisors, senior management, PRC accountants and PRC lawyers of the Company attended the AGM. The AGM was convened in accordance with the requirements of the PRC laws and regulations and the articles of association of the Company (the “**Articles of Association**”).

The following resolutions were considered and approved by way of poll at the meeting:

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider the work report of the board of directors of the Company (the “ <b>Board</b> ”) for the year 2020;	311,044,121 (99.9998%)	600 (0.0002%)	0
2.	To consider the work report of the supervisory committee of the Company for the year 2020;	311,044,121 (99.9998%)	600 (0.0002%)	0
3.	To consider the final financial report of the Company for the year 2020;	311,044,121 (99.9998%)	600 (0.0002%)	0
4.	To consider the financial budget report of the Company for the year 2021;	311,044,121 (99.9998%)	600 (0.0002%)	0
5.	To consider the profit appropriation plan of the Company for the year 2020;	311,044,121 (99.9998%)	600 (0.0002%)	0
6.	To consider the appointment of audit firms for the year 2021, i.e. 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 2021, and determine their remuneration within the limit of RMB2,480,000;	311,044,121 (99.9998%)	600 (0.0002%)	0
7.	To consider the 2020 annual report of the Company and its summary;	311,044,121 (99.9998%)	600 (0.0002%)	0
8.	To consider the report of the independent directors of the Company for the year 2020;	311,044,121 (99.9998%)	600 (0.0002%)	0
9.	To consider the resolution on the purchase of liability insurance for directors for the year 2021;	311,044,121 (99.9998%)	600 (0.0002%)	0

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
10.	To consider the Company's provision of guarantee for the financing amount of no more than RMB200,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, 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;	311,044,121 (99.9998%)	600 (0.0002%)	0
11.	To consider the Company's provision of guarantee for the financing amount of no more than RMB250,000,000 in total of Nanjing Panda Information Industry Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, 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;	311,044,121 (99.9998%)	600 (0.0002%)	0
12.	To consider the Company's provision of guarantee for the financing amount of no more than RMB60,000,000 in total of Nanjing Panda Electronic Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, 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;	311,044,121 (99.9998%)	600 (0.0002%)	0
13.	To consider the Company's provision of guarantee for the financing amount of no more than RMB50,000,000 in total of Nanjing Huage Electronics Plastic Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, 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 Co., Ltd. during the period;	311,044,121 (99.9998%)	600 (0.0002%)	0

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
14.	To consider the Company's provision of guarantee for the financing amount of no more than RMB15,000,000 in total of Nanjing Panda Machine and Electrical Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, 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 and Electrical Manufacture Co., Ltd. during the period;	311,044,121 (99.9998%)	600 (0.0002%)	0
15.	To consider the Company's provision of guarantee for the financing amount of no more than RMB100,000,000 in total of Chengdu Panda Electronic Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2020 AGM until the date of the 2021 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Chengdu Panda Electronic Technology Co., Ltd. during the period;	311,044,121 (99.9998%)	600 (0.0002%)	0
16.	To consider the cap of RMB8,000,000 for the total annual remuneration of the directors, supervisors and senior management of the Company, and within the cap, to authorize the Board to determine the remuneration of the relevant directors of the tenth session of the Board, the relevant supervisors of the tenth session of the supervisory committee, and the senior management (whose term is the same as the term of the tenth session of the Board).	311,044,121 (99.9998%)	600 (0.0002%)	0

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not
17	Resolutions in relation to election of directors of the tenth session of the Board			
17.01	To consider the election of Mr. Zhou Guixiang as an executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,022	99.9994	Yes
17.02	To consider the election of Mr. Li Renzhi as an executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,022	99.9994	Yes
17.03	To consider the election of Mr. Xia Dechuan as an executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,025	99.9994	Yes
17.04	To consider the election of Mr. Shen Jianlong as a non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,021	99.9994	Yes
17.05	To consider the election of Mr. Deng Weiming as a non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,021	99.9994	Yes
17.06	To consider the election of Mr. Li Changjiang as a non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	311,043,021	99.9994	Yes

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not
18	Resolutions in relation to election of independent non-executive directors of the tenth session of the Board of the Company			
18.01	To consider the election of Mr. Dai Kegin as an independent non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,022	99.9994	Yes
18.02	To consider the election of Ms. Xiong Yanren as an independent non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,022	99.9994	Yes
18.03	To consider the election of Mr. Chu Wai Tsun, Vincent as an independent non-executive director of the tenth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	311,043,022	99.9994	Yes
19	Resolution in relation to election of non-employee supervisor of the tenth session of the supervisory committee of the Company			
19.01	To consider the election of Mr. Zhao Ji as the non-employee supervisor of the tenth session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	311,043,021	99.9994	Yes
19.02	To consider the election of Ms. Fu Yuanyuan as the non-employee supervisor of the tenth session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	311,043,021	99.9994	Yes

Gu Xin (顧欣) of BDO China Shu Lun Pan Certified Public Accountants LLP was appointed as the scrutineer for the vote-taking at the AGM.

As shares represented by the votes in favour of the resolutions were more than the number of effective votes <sup>(Note 1)</sup> required for approval of the relevant resolutions under the Articles of Association, the resolutions were duly passed.

*Notes:*

1. The effective number of votes for the resolutions at the AGM totaled 311,044,721 shares (including 297,276,721 A shares and 13,768,000 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the AGM.
3. Mr. Jing Zhong (景忠) and Mr. Sun Xianchao (孫憲超), the PRC lawyers from Grandall Law Firm (Nanjing) (國浩律師(南京)事務所), attended and witnessed the AGM, and issued a PRC legal opinion, certifying that the convening and the procedures of the AGM were in accordance with the PRC laws and regulations and the Articles of Association, and the eligibility of those attending the AGM and the voting results were lawful and valid (the “**Legal Opinion**”).
4. Documents available for inspection: (i) Resolutions passed at the AGM; and (ii) the Legal Opinion.

**APPOINTMENT OF MEMBERS OF THE TENTH SESSION OF THE BOARD (“THE BOARD”) AND THE TENTH SESSION OF THE SUPERVISORY COMMITTEE**

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 29 June 2021, Mr. Zhou Guixiang (周貴祥), Mr. Li Renzhi (李韜之) and Mr. Xia Dechuan (夏德傳) have been appointed as executive directors of the Board, Mr. Shen Jianlong (沈見龍), Mr. Deng Weiming (鄧偉明) and Mr. Li Changjiang (李長江) have been appointed as non-executive directors of the Board, and Mr. Dai Kebin (戴克勤), Ms. Xiong Yanren (熊焰韜) and Mr. Chu Wai Tsun, Vincent (朱維馴) have been appointed as independent non-executive directors of the Board.

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 29 June 2021, Mr. Zhao Ji (趙冀) and Ms. Fu Yuanyuan (傅園園) have been appointed as the non-employee supervisors of the tenth session of the supervisory committee of the Company. Meanwhile, as elected at the joint online conference of the members of labor union committee and the leaders of employees’ representative team of the Company, Mr. Zhou Yuxin (周玉新) has been appointed as the employee representative supervisor of the tenth session of the supervisory committee of the Company.

The above appointments take effect from the conclusion of the AGM until the expiration of the term of the tenth session of the Board or the supervisory committee of the Company.

Please refer to the announcement dated 10 June 2021 and supplemental announcement date 17 June 2021 for the biographical details of the above directors and supervisors and other information required to be disclosed under Rule 13.51(2) of the Listing Rules. As at the date of this announcement, no change has occurred in such matters.



## **APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The tenth session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held on 29 June 2021 following the AGM:

- (1) To appoint executive director Mr. Zhou Guixiang as the chairman of the Board and executive director Mr. Li Renzhi as the vice-chairman of the Board, with effect from 29 June 2021, the terms of such appointments are the same as that of the tenth session of the Board;
- (2) To appoint chairman of the Board Mr. Zhou Guixiang, vice-chairman Mr. Li Renzhi, non-executive director Mr. Shen Jianlong and executive director Mr. Xia Dechuan and independent non-executive director Mr. Chu Wai Tsun, Vincent as members of the Strategy Committee, and Mr. Zhou Guixiang as the chairman of the Strategy Committee, with effect from 29 June 2021, the terms of such appointments are the same as that of the tenth session of the Board;
- (3) To appoint non-executive directors Mr. Shen Jianlong and Mr. Deng Weiming and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Vincent as members of the Audit Committee, and Ms. Xiong Yanren as the chairman of the Audit Committee, with effect from 29 June 2021, the terms of such appointments are the same as that of the tenth of the Board;
- (4) To appoint chairman of the Board Mr. Zhou Guixiang and vice-chairman of the Board Mr. Li Renzhi, and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Vincent as members of the Nomination Committee, and Mr. Dai Keqin as the chairman of the Nomination Committee, with effect from 29 June 2021, the terms of such appointments are the same as that of the tenth session of the Board; and
- (5) To appoint executive director Mr. Xia Dechuan, non-executive director Mr. Li Changjiang and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Vincent as members of the Remuneration and Evaluation Committee, and Mr. Chu Wai Tsun, Vincent as the chairman of the Remuneration and Evaluation Committee, with effect from 29 June 2021, the terms of such appointments are the same as that of the tenth of the Board.

## **CHANGE OF AUTHORIZED REPRESENTATIVE**

As Mr. Lu Qing has ceased to be an executive director of the Company upon conclusion of the AGM, he has ceased to act as the authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules. The Board further announces that pursuant to Rule 3.05 of the Listing Rules, Mr. Li Changjiang, a non-executive director, has been appointed as the authorized representative of the Company with effect from the date of the AGM.



## APPOINTMENT OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE

The appointment of Mr. Zhao Ji as the chairman of the supervisory committee of the Company was unanimously approved by the tenth session of the supervisory committee at its meeting convened on 29 June 2021 following the AGM, with effect from 29 June 2021, whose term is the same as the term of the tenth session of the supervisory committee of the Company.

## PAYMENT OF FINAL DIVIDEND

References are made to the 2020 preliminary annual results announcement of the Company dated 26 March 2021 and the announcement dated 18 June 2021 (the “**Announcements**”) in relation to, among others, the proposed payment of a final dividend of RMB0.26 (tax inclusive) for every ten shares for the year ended 31 December 2020 (the “**Final Dividend**”). As mentioned above, the profit appropriation plan of the Company for the financial year of 2020 and declaration of the Final Dividend were approved at the AGM.

Details of the Final Dividend are set out in the Announcements. The Company wishes to notify Shareholders of further details of the payment of the Final Dividend as follows:

The relevant exchange rate for converting Renminbi to Hong Kong dollars for the purpose of payment of the Final Dividend is the average exchange rate for Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the calendar week prior to 29 June 2021 (the date at which the Final Dividend was declared at AGM), being RMB0.833 equivalent to HK\$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK\$0.031 (tax inclusive).

By Order of the Board  
**Nanjing Panda Electronics Company Limited**  
**Zhou Guixiang**  
*Chairman*

Nanjing, the People’s Republic of China  
29 June 2021

*As at the date of this announcement, the Board comprises Executive Directors: Mr. Zhou Guixiang, Mr. Li Renzhi and Mr. Xia Dechuan; Non-executive Directors: Mr. Shen Jianlong, Mr. Deng Weiming and Mr. Li Changjiang; and Independent Non-executive Directors: Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Vincent.*