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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)

**NOTICE OF  
THE SECOND EXTRAORDINARY GENERAL MEETING IN 2021**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting in 2021 (the “**EGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at the Conference Room, 7 Jingtian Road, Nanjing, the People’s Republic of China at 2:30 p.m. on Tuesday, 28 December 2021, to consider and, if thought fit, pass the following resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT** the Sale Agreement (as defined in the announcement of the Company dated 15 November 2021), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Sale Agreement;”
2. “**THAT** the Financial Services Agreement (fund settlement service) (as defined in the announcement of the Company dated 15 November 2021), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Financial Services Agreement (fund settlement service);” and

3. Election of director of the tenth session of the board of directors of the Company (the “**Board**”)

“**THAT** the Election of Mr. Yi Guofu as a non-executive director of the tenth session of the Board, whose term is in line with the term of the tenth session of the Board and becomes effective upon the resolution being considered and approved at the general meeting of the Company.”

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

Nanjing, the People’s Republic of China  
7 December 2021

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

*Notes:*

1. All holders of H shares of the Company should pay attention that the register of members of the Company will be closed from 22 December 2021 to 28 December 2021, both days inclusive, during which period no transfer of H shares can be registered. Holders of H shares who intend to attend the EGM must deposit the share certificates together with the transfer documents at the H-Share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, on or before 4:30 p.m. on 21 December 2021. Holders of H shares whose names appear in the Company’s register of members at the close of business on 22 December 2021, or their representatives or proxies are entitled to attend the EGM with their identity certificates or passports. If a shareholder appoints a proxy to attend the EGM on his behalf, his proxy must bring along the proxy form.
2. A shareholder who has the right to attend and vote at the EGM is entitled to appoint one proxy or several proxies, whether a member of the Company or not, to attend and vote at the EGM.
3. If more than one proxy is appointed by a shareholder, the proxies can exercise their voting rights only in the case of a poll.
4. 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.

5. The proxy form together with the notarially certified power of attorney or other authority must be delivered to the office of the Company (in respect of A shares) or to the H-Share registrar of the Company, Hong Kong Registrars Limited at 17M 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 EGM.
6. The Company's office and correspondence address:  
  
7 Jingtian Road, Nanjing,  
The People's Republic of China  
Postal code: 210033  
Telephone: (8625) 8480 1144  
Fax: (8625) 8482 0729
7. For details on the resolutions set out in this notice, please refer to the circular of the Company to be despatched to shareholders on or before 13 December 2021.