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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)

**SUPPLEMENTAL NOTICE OF  
THE FIRST EXTRAORDINARY GENERAL MEETING IN 2017**

This notice is supplemental to the notice dated 13 October 2017 (the “**Former EGM Notice**”) of the first extraordinary general meeting in 2017 of Nanjing Panda Electronics Company Limited (the “**Company**”) to be held at the Conference Room, 7 Jingtian Road, Nanjing, the People's Republic of China at 2:30 p.m. on Thursday, 30 November 2017 (the “**EGM**”), to consider and, if thought fit, approve the following resolutions (with or without modification) in addition to the resolutions set out in the Former EGM Notice. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 14 November 2017 (the “**Circular**”).

**SPECIAL RESOLUTION**

3. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association.
4. To consider and approve the resolution in relation to the proposed amendments to the Procedural Rules of General Meetings.
5. To consider and approve the resolution in relation to the proposed amendments to the Procedural Rules of the Board of Directors.

(For details of the Proposed Amendments, please refer to the appendix of the Circular.)

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

Nanjing, the People's Republic of China  
14 November 2017

*As at the date of this notice, 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. Chu Wai Tsun, Vincent and Mr. Zhang Chun.*

*Notes:*

1. Apart from the proposed supplemental resolutions set out above, all other matters of the EGM remain unchanged. For details of other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, registration procedures, closure of register of members and other relevant matters, please refer to the Former EGM Notice of the Company dated 13 October 2017.
2. A supplemental form of proxy for the EGM (the “**Supplemental Form of Proxy**”) is enclosed with this supplemental notice. Supplemental Form of Proxy together with notarially certified power of attorney or other authorization documents (if any) 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 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 EGM.
3. 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. 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. Shareholders who intend to appoint a proxy to attend the EGM but have not returned the form of proxy (the “**First Form of Proxy**”) sent together with the Former Notice of the EGM shall only return the Supplemental Form of Proxy while the First Form of Proxy needs not to be returned.
5. A Shareholder who has already lodged the First Form of Proxy should note that:
  - (a) If the Supplemental Form of Proxy is yet to be returned 24 hours before the time designated for holding the EGM or any adjournment thereof, the duly completed and returned First Form of Proxy will be deemed as a valid form of proxy. Other than those resolutions contained in the Former EGM Notice and the First Form of Proxy, the proxy/proxies so appointed by the Shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions properly put forward at the EGM, including the supplemental resolutions set out in the supplemental notice of the EGM.
  - (b) If the Supplemental Form of Proxy has been returned 24 hours before the time designated for the holding the EGM or any adjournment thereof, the First Form of Proxy previously returned by the Shareholder shall be revoked and superseded by the Supplemental Form of Proxy. The duly completed Supplemental Form of Proxy will be deemed as a valid form of proxy.

6. 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.
7. 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