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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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 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, 30 June 2017 at 2:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year 2016;
2. to consider and approve the work report of the supervisory committee of the Company for the year 2016;
3. to consider and approve the audited financial reports of the Company for the year 2016;
4. to consider and approve the financial budget report of the Company for the year 2017;
5. to consider and approve the profit appropriation plan of the Company for the year 2016;
6. to consider and approve 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 2017, and authorize the Board to determine their remunerations within the limit of RMB2.10 million;
7. to consider and approve the 2016 annual report of the Company and its summary;

8. to consider and approve the report of the independent directors of the Company for the year 2016;
9. to consider and approve the Resolution in Relation to the Termination of Proceeds Investment Projects and Allocation of the Surplus Amount for Permanent Supplement of Working Capital (《關於募集資金投資項目結項並將節餘募集資金永久補充流動資金的議案》):
 - (1) to terminate the automation equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital;
 - (2) to terminate the communication equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital.

(For definitions and relevant content, please refer to the announcement of the Company dated 29 March 2017.)

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

Nanjing, the People's Republic of China
12 May 2017

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. Chu Wai Tsun, Vincent and Mr. Zhang Chun.

Notes:

1. For details of the abovementioned resolution 9 in relation to the termination of certain Proceeds Investment Projects and allocation of the surplus amount for permanent supplement of working capital, please refer to the announcement of the Company dated 29 March 2017.
2. Closure of register of members

All shareholders of the Company whose names appear in the Company's register of members at the close of business on Wednesday, 31 May 2017 are entitled to attend the AGM. Holders of A Shares of the Company whose names appear in the register of members in the Shanghai branch of China Securities Depository and Clearing Corporation Limited at the close of business on 31 May 2017 can bring along with their identity cards or shareholder account cards to attend the AGM. Holders of A Shares or their proxies (if any) shall bring their identity cards, shareholder account cards and the proxy forms (if any) to complete the procedures for attending the AGM at the secretarial office of the Board of the Company at 7 Jingtianlu, Nanjing. Overseas shareholders can register by post or by fax.

All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 31 May 2017 to 30 June 2017, 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 31 May 2017. Holders of H Shares whose names appear in the Company's register of members at the close of business on 31 May 2017, or their representatives or proxies are entitled to attend the AGM with their identity certificates or passports. If a shareholder appoints a proxy to attend the AGM on his behalf, his proxy must bring along the proxy form.

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 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 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 10 June 2017. 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:

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