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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)

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Announcement in Relation to Completion of the Plan on Increase in Shareholding of the Company by the Controlling Shareholder of Nanjing Panda Electronics Company Limited (the “**Company**”) published on the website of the Shanghai Stock Exchange of the People's Republic of China by Nanjing Panda Electronics Company Limited is set out herein for reference only.

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

Nanjing, the People's Republic of China  
4 January 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.*

**NANJING PANDA ELECTRONICS COMPANY LIMITED**  
**ANNOUNCEMENT IN RELATION TO COMPLETION OF THE**  
**PLAN ON INCREASE IN SHAREHOLDING OF THE COMPANY BY**  
**THE CONTROLLING SHAREHOLDER**

The board of directors of the Company and all its members warrant that this announcement does not contain any false representations, misleading statements or material omissions, and accept several and joint responsibilities for the truthfulness, accuracy and completeness of the contents of this announcement.

**Important Notice:**

- From 23 November 2016 to 30 December 2016, NEIIC increased its shareholding in the Company by purchasing an additional 3,595,600 A shares and 5,122,000 H shares in aggregate from the secondary market through the directional assets management plan established in securities companies.
- After the increase in shareholding, the plan on increase in shareholding of the Company by NEIIC has been completed.
- From 17 July 2015 to 30 December 2016, NEIIC increased its shareholding in the Company by purchasing an additional 10,318,925 A shares in aggregate from the secondary market through the directional assets management plan established in securities companies with a consideration of RMB150,045,600.00, representing 1.13% of the total share capital of the Company. NEIIC increased its shareholding in the Company by purchasing an additional 13,768,000 H shares in aggregate with a consideration of HK\$92,565,000.00, representing 1.51% of the total share capital of the Company. The increased shares in aggregate account for 2.64% of the total share capital after increase in shareholding.

On 4 January 2017, Nanjing Panda Electronics Company Limited (the “**Company**” or “**Nanjing Panda**”) received a notice from Nanjing Electronics Information Industrial Corporation (hereinafter referred to as “**NEIIC**”), holding 100% shares in Panda Electronics Group Limited (hereinafter referred to as “**PEGL**”, the controlling shareholder of the Company), hence being the controlling shareholder of PEGL, stating that NEIIC increased its shareholding in the shares of the Company from the secondary

market through the directional assets management plan established in securities companies. After the increase in shareholding, NEIIC completed its plan on increase in shareholding of the Company. Details of which are set out as follows:

## **I. INCREASE IN SHAREHOLDING**

From 23 November 2016 to 30 December 2016, NEIIC increased its shareholding in the Company by purchasing an additional 3,595,600 A shares and 5,122,000 H shares in aggregate from the secondary market through the directional assets management plan established in securities companies, with a consideration of RMB51,508,400.00 and HK\$36,473,900.00 respectively. The increased shares in aggregate account for 0.95% of the total share capital of the Company.

From 17 July 2015 to 30 December 2016, NEIIC increased its shareholding in the Company by purchasing an additional 10,318,925 A shares in aggregate from the secondary market through the directional assets management plan established in securities companies with a consideration of RMB150,045,600.00, representing 1.13% of the total share capital. NEIIC increased its shareholding in the Company by purchasing an additional 13,768,000 H shares in aggregate with a consideration of HK\$92,565,000.00, representing 1.51% of the total share capital. The increased shares in aggregate account for 2.64% of the total share capital of the Company.

Before implementing the plan on increase in shareholding, NEIIC directly held 39,215,686 A shares of the Company, representing 4.29% of the total share capital of the Company, and did not hold any H shares of the Company; at present, NEIIC indirectly holds, through PEG, 210,661,444 A shares of the Company, representing 23.05% of the total share capital of the Company.

After the increase in shareholding, NEIIC directly held 49,534,611 A shares of the Company through the assets management plan, representing 5.42% of the total share capital of the Company, and held 13,768,000 H shares of the Company through the offshore assets management plan, representing 1.51% of the total share capital of the Company; in addition, NEIIC indirectly held, through PEG, 210,661,444 A shares of the Company, representing 23.05% of the total share capital of the Company. Therefore, the total shares held account for 29.98% of the total share capital of the Company in aggregate.

## **II. COMPLETION OF THE PLAN ON INCREASE IN SHAREHOLDING**

### **(I) Details of the plan on increase in shareholding**

#### **1. *Plan on increase in shareholding of A Shares***

NEIIC proposes to appoint securities company(ies) and fund management company(ies) to increase its shareholding in A Share of Nanjing Panda through directional asset management. The consideration involved in such increase is expected to be no less than RMB150 million and for a term of no more than 12 months.

#### **2. *Plan on increase of shareholding of H Shares***

To increase shareholding in H Share of Nanjing Panda according to the securities market situation in the following 12 months in a timely manner pursuant to the related regulations of CSRC and SFC.

For details about the plan on increase in shareholding, please refer to the Announcement of Nanjing Panda in relation to the Plan on Increase in Shareholding of the Company by the Controlling Shareholder (Lin 2015–043) and the Announcement of Nanjing Panda in Relation to the Increase in Shareholding of the Company by the Controlling Shareholder (Lin 2015–046) published by the Company on China Securities Journal, Shanghai Securities News and the website of the Shanghai Stock Exchange on 10 July and 21 July 2015 respectively.

### **(II) Extension of the plan on increase in shareholding**

On 27 July 2016, the Company received a notice from NEIIC stating as NEIIC was confident about the future development of Nanjing Panda, NEIIC would extend the plan on the increase of shareholding by six months.

For details about the extension of the plan on the increase of shareholding, please refer to the Announcement of Nanjing Panda in Relation to the Extension of the Plan on Increase in Shareholding of the Company by the Controlling Shareholder (Lin 2016–042) published by the Company on China Securities Journal, Shanghai Securities News and the website of the Shanghai Stock Exchange on 28 July 2016.

### **(III) Completion of the plan on increase in shareholding**

According to the aforementioned plan on increase in shareholding and the arrangement regarding the extension of the increase in shareholding, from 17 July 2015 to 30 December 2016, NEIIC increased its shareholding in Nanjing Panda by purchasing an additional 10,318,925 A shares in

aggregate from the secondary market through the directional assets management plan established in securities companies with a consideration of RMB150,045,600.00, representing 1.13% of the total share capital of the Company. NEIIC increased its shareholding in Nanjing Panda by purchasing an additional 13,768,000 H shares in aggregate with a consideration of HK\$92,565,000.00, representing 1.51% of the total share capital of the Company. The increased shares in aggregate account for 2.64% of the total share capital after increase in shareholding.

As of the date of this announcement, the plan on increase in shareholding of the Company by NEIIC has been completed.

- III. The increase in shareholding complies with the relevant provisions of the Securities Law of the PRC and other laws, regulations and departmental rules as well as the operational rules of the Shanghai Stock Exchange.
- IV. NEIIC did not reduce its shareholding in the Company during the implementation of the increase in shareholding and within the statutory period.
- V. The Company will continue to oversee relevant matters in respect of the increase of shareholding by NEIIC in the Company and fulfill its information disclosure obligations in a timely manner, in accordance with relevant provisions under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Measures for the Administration of the Takeover of Listed Companies and the Guidelines on the Increase in Shareholding by Shareholders and Their Parties Acting in Concert in Companies Listed on the Shanghai Stock Exchange.

Announcement is hereby given.

**The board of directors of Nanjing Panda Electronics Company Limited**  
4 January 2017

- Documents for inspection
- (I) The Notice on the Completion of the Plan on Increase in Shareholding from NEIIC