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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)

CLARIFICATION ANNOUNCEMENT

References are made to the notice of the first extraordinary general meeting in 2017 dated 13 October 2017 (the “**EGM Notice**”) and the supplemental notice of the first extraordinary general meeting in 2017 dated 14 November 2017 (the “**Supplemental EGM Notice**”) of Nanjing Panda Electronics Company Limited (the “**Company**”), the circular dated 13 October 2017 (the “**Circular**”) of the Company and the accompanying form of proxy (the “**Proxy Form**”) for use at the extraordinary general meeting to be held on Thursday, 30 November 2017 (the “**EGM**”) and the circular dated 14 November 2017 (the “**Supplemental Circular**”) of the Company and the accompanying supplemental form of proxy (the “**Supplemental Proxy Form**”) for use at the EGM. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the EGM Notice, Supplemental EGM Notice, the Circular, the Supplemental Circular, Proxy Form and the Supplemental Proxy Form.

As stated in the EGM Notice, the ordinary resolution items 1(a) and (b) are one resolution (the “**Resolution**”). The Company hereby clarifies that the ordinary resolution items 1 (a) and (b) as stated in the Proxy Form and the Supplemental Proxy Form, in line with the EGM Notice, are one resolution, and they will be voted at the EGM by way of one single resolution.

Save as disclosed in this announcement, other contents of the Proxy Form and the Supplemental Proxy Form are correct and remain unchanged. This announcement is supplemental to, and shall be read in conjunction with, the EGM Notice, the Supplemental EGM Notice, the Circular, the Supplemental Circular, the Proxy Form and the Supplemental Proxy Form.

The Proxy Form and the Supplemental Proxy Form which have been dispatched for the purpose of the EGM will remain valid, and will be available for use for the EGM. For the avoidance of doubt, the Proxy Form or the Supplemental Proxy Form lodged by the Shareholders prior to the date hereof shall continue to be valid and effective to the fullest extent applicable, if correctly completed. In the event any Shareholders voted differently toward the relevant items of the Resolution in the Proxy Form or the Supplemental Proxy Form, then such votes will be deemed invalid.

Shareholders could resubmit a fresh proxy form (the “**Resubmitted Proxy Form**”) not later than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (the “**Proxy Closing Time**”), in such case, the Resubmitted Proxy Form will revoke and supersede the original Proxy Form or Supplemental Proxy Form (the “**Original Proxy Form**”) lodged by him/her. The Resubmitted Proxy Form will then be treated as a valid proxy form lodged by the Shareholder if correctly stated.

However, if the Resubmitted Proxy Form is lodged after the Proxy Closing Time, the Resubmitted Proxy Form will be deemed invalid, and it will not revoke the Original Proxy Form previously lodged by the Shareholder.

Shareholders may contact the Company’s share registrar, Hong Kong Registrars Limited, enquiry hotline at (852)2862 8555 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays if they have any questions regarding the Proxy Form.

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

Nanjing, the People’s Republic of China
17 November 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.