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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 FIRST EXTRAORDINARY GENERAL MEETING IN 2017**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2017 (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 Thursday, 30 November 2017, to consider and, if thought fit, pass the following resolutions (with or without modification):

### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the Agreement dated 21 September 2017 entered into among the Company, Panda Electronics Group Limited (熊猫电子集团有限公司) and Nanjing Panda Investment Development Company Limited (南京熊猫投资发展有限公司), a copy of which was marked “A” and has been produced at the meeting and initialed by the chairman of this meeting for identification purpose, be and is hereby approved, confirmed and rectified; and
- (b) the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Agreement.”

2. To consider and approve the “Proposal in relation to Appointment of Auditors for the Year 2017”. (For details of this resolution, please refer to the announcement of the Company dated 13 October 2017)

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

Nanjing, the People's Republic of China  
13 October 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. 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m. on 30 October 2017. Holders of H shares whose names appear in the Company's register of members at the close of business on 30 October 2017, 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. All holders of H shares of the Company should pay attention that the register of members of the Company will be closed from 31 October 2017 to 30 November 2017, both days inclusive, during which period no transfer of H shares can be registered. Holders of H shares whose names appear in the Company's register of member at the close of business on 30 October 2017, or their representatives or proxies are entitled to attend the EGM with their identity certificates or passports.
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.
4. If more than one proxy is appointed by a Shareholder, the proxies can exercise their voting rights only in the case of a poll.
5. 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.
6. 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 EGM.
7. Shareholders who intend to attend the EGM should send a reply in writing to the office of the Company in person or by post or by fax on or before 10 November 2017. The written reply shall not preclude the shareholders from attending the EGM.
8. 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