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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)

ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE 2016 ANNUAL GENERAL MEETING; AND PAYMENT OF FINAL DIVIDEND

RESOLUTIONS PASSED AT THE 2016 ANNUAL GENERAL MEETING

The 2016 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2 p.m. on Friday, 30 June 2017 at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China (the “**PRC**”), for the purpose of voting on the proposed resolutions as set out in the notice of the AGM dated 12 May 2017 and the announcement dated 14 June 2017 on withdrawal of a resolution to be considered at the AGM.

As at the date of the AGM, the issued share capital of the Company comprised 913,838,529 shares, of which 671,838,529 were A shares and 242,000,000 were H shares, representing the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as required by Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Altogether 18 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 599,994,143 shares in total (including 358,620,573 A shares and 241,373,570 H shares) or 65.65% in the Company's total issued share capital.

The AGM was chaired by Mr. Xu Guofei, the chairman of the Company. Certain directors, supervisors, senior management, PRC accountants and PRC lawyers of the Company attended the AGM. The AGM was convened in accordance with the requirements of the PRC laws and regulations and the articles of association of the Company (the “**Articles of Association**”).

The following resolutions were considered and approved by way of poll at the meeting:

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the work report of the board of directors of the Company (the “ Board ”) for the year 2016.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2016.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
3.	To consider and approve the audited financial reports of the Company for the year 2016.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
4.	To consider and approve the financial budget report of the Company for the year 2017.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
5.	To consider and approve the profit appropriation plan of the Company for the year 2016.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
6.	To consider and approve the reappointment of BDO China Shu Lun Pan Certified Public Accountants (Special General Partnership) 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 RMB2,100,000.00.	This ordinary resolution has been withdrawn		
7.	To consider and approve the 2016 annual report of the Company and its summary.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)
8.	To consider and approve the report of the independent directors of the Company for the year 2016.	369,421,625 (99.63%)	1,371,379 0.37%	0 (0%)

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
9.	<p>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》):</p> <p>(1) To terminate the automation equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital;</p> <p>(2) To terminate the communication equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital.</p> <p>(For definitions and relevant content, please refer to the announcement of the Company dated 29 March 2017.)</p>	<p>369,421,625 (99.63%)</p>	<p>1,371,379 0.37%</p>	<p>0 (0%)</p>

Mr. Meng Qingxiang (孟慶祥) of BDO China Shu Lun Pan Certified Public Accountants (Special General Partnership) was appointed as the scrutineer for the vote-taking at the AGM.

As shares represented by the votes in favour of the resolutions were more than the number of effective votes ^(Note 1) required for approval of the relevant resolutions under the Articles of Association, the resolutions were duly passed.

Notes:

1. The effective number of votes for all resolutions at the AGM totaled 370,793,004 shares (including 358,620,573 A shares and 12,172,431 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the AGM.
3. Jing Zhong (景忠) and Wang Zhuyi (王住義), the PRC lawyers from Grandall (Nanjing) Law Firm (國浩律師(南京)事務所), attended and witnessed the AGM, and issued a PRC legal opinion that the convening and the procedures of the AGM were in accordance with the PRC laws and regulations and the Articles of Association, and the eligibility of those attending the AGM and the voting results of the resolutions were lawful and valid (the “**Legal Opinion**”).
4. Documents available for inspection: (i) Resolutions passed at the AGM; and (ii) the Legal Opinion.

PAYMENT OF FINAL DIVIDEND

References are made to the 2016 preliminary results announcement of the Company dated 29 March 2017 (the “**Announcement**”) in relation to, among others, the proposed payment of a final dividend of RMB0.70 (tax inclusive) for every ten shares for the year ended 31 December 2016 (the “**Final Dividend**”). As mentioned above, the profit appropriation plan of the Company for the year 2016 and Final Dividend were approved at the general meeting.

Details of the Final Dividend are set out in the Announcement. The Company wishes to notify Shareholders of further details of the payment of the Final Dividend as follows:

The relevant exchange rate for converting Renminbi to Hong Kong dollars for the purpose of payment of the Final Dividend is the average exchange rate for Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the week prior to 30 June 2017 (being the date on which the Final Dividend was declared at the AGM), being RMB0.873684 equivalent to HK\$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK\$0.080121 (tax inclusive).

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

Nanjing, the People’s Republic of China
30 June 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.