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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors of Nanjing Panda Electronics Company Limited (the “**Company**”) hereby announces that the Board proposes to make amendments to certain articles of the articles of association (the “**Articles of Association**”) (the “**Proposed Amendments**”) in order to implement the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers (with effect from 31 December 2023), taking into account the actual situation of the Company.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

An extraordinary meeting of the tenth session of the Board was convened on 7 March 2024, at which the resolution in relation to the Amendments to the Certain Articles of the Articles of Association was approved and the Articles of Association of the Company to be amended correspondingly. The Proposed Amendments to the Articles of Association are as follows:

No.	Before amendment	After amendment
1.	<p>Article 86 Notice of a general meeting shall <u>be served on the shareholders (whether or not entitled to vote at the meeting), by personal delivery or by prepaid mail, the address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be given by way of announcement.</u></p> <p><u>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority of the State Council. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of relevant general meeting.</u></p>	<p>Article 86 Notice of a general meeting shall <u>be served on the shareholders (whether or not entitled to vote at the meeting) by a notice in the manner provided for in the Articles of Association or in such other manner as may be permitted by the stock exchange on which the shares of the Company are listed.</u></p>
2.	<p>Article 203 The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every shareholders’ annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall <u>deliver or send to each shareholder of foreign-invested shares by prepaid mail at the address registered in the register of shareholders</u> the said reports not later than twenty-one (21) days before the date of every annual general meeting.</p>	<p>Article 203 The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every shareholders’ annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall <u>send, electronically or otherwise, to</u> the shareholders of foreign-invested shares the said reports not later than twenty-one (21) days before the date of every annual general meeting.</p>

No.	Before amendment	After amendment
3.	<p>Article 226 Prior notice should be given to the auditor if the Company decides to remove such auditor or not to renew the appointment thereof. Such auditor shall be entitled to make representations at the general meeting. Where the auditor resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>.....</p> <p>The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. <u>The Company should also send a copy of such statement by prepaid mail to each holder of overseas-listed foreign-invested shares at the address registered in the register of shareholders.</u></p> <p>.....</p>	<p>Article 226 Prior notice should be given to the auditor if the Company decides to remove such auditor or not to renew the appointment thereof. Such auditor shall be entitled to make representations at the general meeting. Where the auditor resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>.....</p> <p>The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection.</p> <p>.....</p>

No.	Before amendment	After amendment
4.	<p>Article 235 In the event of the merger or division of the Company, a plan shall be proposed by the Company’s board of directors and shall be approved in accordance with the procedures stipulated in the Articles of Association and the Company shall go through the relevant approval process. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan of merger or division to purchase their shares at a fair price.</p> <p>The contents of the resolution of merger or division of the Company shall be written into special documents which shall be available for inspection by the shareholders of the Company. <u>Such special documents shall be sent by mail to holders of overseas-listed foreign-invested shares.</u></p>	<p>Article 235 In the event of the merger or division of the Company, a plan shall be proposed by the Company’s board of directors and shall be approved in accordance with the procedures stipulated in the Articles of Association and the Company shall go through the relevant approval process. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan of merger or division to purchase their shares at a fair price.</p> <p>The contents of the resolution of merger or division of the Company shall be written into special documents which shall be available for inspection by the shareholders of the Company.</p>
5.	Chapter 24 Notices	Chapter 24 Notices <u>and Announcements</u>

No.	Before amendment	After amendment
6.		<p>Newly added:</p> <p><u>Article 249 Notices of the Company shall be given in any of the following forms:</u></p> <p><u>(1) By hand;</u></p> <p><u>(2) By mail;</u></p> <p><u>(3) By way of announcement;</u></p> <p><u>(4) By any other forms as may be permitted by the stock exchange on which it is listed.</u></p> <p><u>Any notice of the Company given by way of announcement shall be deemed to be received by all relevant persons once the announcement is made.</u></p>
7.	<p>Article 249 Unless as otherwise provided for in the Articles of Association, <u>all the notices, materials or written statements issued by the Company to holders of overseas-listed foreign-invested shares shall be delivered by hand or by post to the registered address of each holder of such shares.</u></p>	<p>Replaced with:</p> <p>Article 250 Unless as otherwise provided for in the Articles of Association, <u>notices, materials or other written documents issued by the Company shall be delivered electronically.</u></p> <p><u>Holders of overseas-listed foreign-invested shares of the Company may also elect in writing to receive printed copies of the aforesaid documents by post.</u></p>
8.	<p>Article 250 A notice sent by post shall be deemed as <u>having been served 48 hours after the envelope containing such notice was dispatched, provided that the address was clearly written and postage fee pre-paid.</u></p>	<p>Deleted</p>

Save for the Proposed Amendments set out above, other provisions in the Articles of Association remain unchanged.

GENERAL MATTERS

The aforementioned Proposed Amendments to the Articles of Association are subject to the approval of the shareholders of the Company at the general meeting. A circular containing, among other things, relevant details will be dispatched to the shareholders as soon as practicable.

By Order of the Board
Nanjing Panda Electronics Company Limited
Xia Dechuan
Chairman

Nanjing, the People's Republic of China
7 March 2024

As at the date of this announcement, the Board comprises Executive Directors: Mr. Xia Dechuan and Mr. Hu Huichun; Non-executive Directors: Mr. Liu Jianfeng, Mr. Deng Weiming, Mr. Yi Guofu and Mr. Lv Song; and Independent Non-executive Directors: Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio.