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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)

SUPPLEMENTAL NOTICE OF 2017 AGM

Reference is made to the notice (the “**Original Notice**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) dated 11 May 2018 in relation to the 2017 annual general meeting (the “**AGM**”) to be held on Friday, 29 June 2018, containing the resolutions to be considered at the AGM.

Supplemental notice is hereby given that apart from the resolutions set out in the Original Notice, the AGM to be held as scheduled at the Conference Room, 7 Jingtianlu, Nanjing, the People’s Republic of China on Friday, 29 June 2018 at 2:30 p.m. proposes to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

10. To consider and approve to fix the remuneration of the members of the ninth session of the Board within the limit of RMB6.8 million, being the aggregate annual remuneration of the directors, supervisors and senior management;
11. To consider and approve to fix the remuneration of the members of the ninth session of the supervisory committee within the limit of RMB6.8 million, being the aggregate annual remuneration of the directors, supervisors and senior management;

12.00 Resolutions in relation to election of directors of the ninth session of the Board:

12.01 To consider the election of Mr. Xu Guofei as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

12.02 To consider the election of Mr. Chen Kuanyi as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

12.03 To consider the election of Mr. Xia Dechuan as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

12.04 To consider the election of Mr. Lu Qing as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

12.05 To consider the election of Mr. Deng Weiming as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

12.06 To consider the election of Mr. Gao Gan as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

13.00 Resolutions in relation to election of independent non-executive directors of the ninth session of the Board of the Company:

13.01 To consider the election of Ms. Du Jie as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

13.02 To consider the election of Mr. Zhang Chun as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

13.03 To consider the election of Mr. Gao Yajun as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;

14.00 Resolution in relation to election of non-employee supervisor of the ninth session of the supervisory committee of the Company:

14.01 To consider the election of Mr. Tu Changbai as the non-employee supervisor of the ninth session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.

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

Nanjing, the People's Republic of China
24 May 2018

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.

Notes:

1. For biographical details of the directors and supervisors proposed in resolutions 12, 13 and 14 to be elected at the AGM, please refer to the announcement published on The Stock Exchange of Hong Kong Limited on 24 May 2018 by the Company.
2. A supplemental proxy form is enclosed with this supplemental notice. The supplemental proxy form will replace the proxy form despatched with the Original Notice (the “**Original Proxy Form**”).
3. Shareholders who have already lodged the Original Proxy Form should note that the Original Proxy Form will not be applicable to the AGM, and the shareholders are requested to lodge the supplemental proxy form in accordance with the instructions printed therein not less than 24 hours before the time fixed for the holding of the AGM.
4. Please refer to the Original Notice and the Clarification Announcement dated 18 May 2018 for details of other resolutions to be proposed at the AGM, qualifications of attending the AGM, authorization of proxy(ies), registration procedure, closure of register of members and other relevant matters. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as defined in the Original Notice.