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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 2018**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2018 (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 28 December 2018, to consider and, if thought fit, pass the following resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. “**THAT** the Sub-contracting Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the board of directors of the Company (“**Board**”) is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Sub-contracting Agreement.”
2. “**THAT** the Sale Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Sale Agreement.”
3. “**THAT** the Financial Services Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Financial Services Agreement.”

4. “**THAT** the CEC Subcontracting Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the CEC Subcontracting Agreement.”
5. “**THAT** the Purchase Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Purchase Agreement.”
6. “**THAT** the Lease Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Lease Agreement.”
7. “**THAT** the NEIIC Group Lease Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the NEIIC Group Lease Agreement.”
8. “**THAT** the Trademark License Agreement (as defined in the announcement of the Company dated 7 November 2018), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Trademark License Agreement.”

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

Nanjing, the People’s Republic of China
12 November 2018

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. Zhang Chun and Mr Gao Yajun.

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 28 November 2018. Holders of H shares whose names appear in the Company's register of members at the close of business on 28 November 2018, 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 29 November 2018 to 28 December 2018, 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 28 November 2018, 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 8 December 2018. 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