南京熊猫電子股份有限公司
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 2018 ANNUAL GENERAL MEETING; APPOINTMENT OF DIRECTORS; APPOINTMENT OF CHAIRMAN OF THE BOARD, MEMBERS OF THE STRATEGY COMMITTEE, MEMBERS OF THE AUDIT COMMITTEE, MEMBERS OF THE NOMINATION COMMITTEE；APPOINTMENT OF SUPERVISOR; APPOINTMENT OF CHAIRMAN OF THE SUPERVISORY COMMITTEE; AND PAYMENT OF FINAL DIVIDEND

RESOLUTIONS PASSED AT THE 2018 ANNUAL GENERAL MEETING

The 2018 annual general meeting (the "**AGM**") of Nanjing Panda Electronics Company Limited (the "**Company**") was held at 2:30 p.m. on Friday, 28 June 2019 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 10 May 2019 and the supplemental notice of the AGM dated 28 May 2019.

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 set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Altogether 16 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 575,116,467 shares in total (including 333,742,997 A shares and 241,373,470 H shares) or 62.93% in the Company's total issued share capital.

The AGM was chaired by Mr. Lu Qing, director of the Company. 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 the work report of the board of directors of the Company (the "**Board**") for the year 2018;	334,662,997 (100%)	0 (0%)	0 (0%)
2.	To consider the work report of the supervisory committee of the Company for the year 2018;	334,662,997 (100%)	0 (0%)	0 (0%)
3.	To consider the audited financial reports of the Company for the year 2018;	334,662,997 (100%)	0 (0%)	0 (0%)
4.	To consider the financial budget report of the Company for the year 2019;	334,662,997 (100%)	0 (0%)	0 (0%)
5.	To consider the profit appropriation plan of the Company for the year 2018;	334,662,997 (100%)	0 (0%)	0 (0%)
6.	To consider the reappointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company's international auditor and PRC auditor as well as internal control auditor for the year 2019, and authorize the Board to determine its remuneration within the limit of RMB2,100,000;	334,662,897 (99.9999%)	0 (0%)	100 (0.001%)
7.	To consider the 2018 annual report of the Company and its summary;	334,662,997 (100%)	0 (0%)	0 (0%)
8.	To consider the report of the independent directors of the Company for the year 2018;	334,662,997 (100%)	0 (0%)	0 (0%)
Resolutions of Non-Cumulative Voting				
SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
9.	To consider the Proposed Amendments to the Articles of Association of the Company;	334,662,997 (100%)	0 (0%)	0 (0%)

Resolutions of Non-Cumulative Voting				
		Number of Votes (%)		
ORDINARY RESOLUTIONS		For	Against	Abstain
10.	To consider the Proposed Amendments to the Procedural Rules for General Meeting of the Company;	334,662,997 (100%)	0 (0%)	0 (0%)
11.	To consider the Shareholder Return Plan of Nanjing Panda (2019–2021);	334,662,997 (100%)	0 (0%)	0 (0%)
12.	To consider the Company's provision of guarantee for the financing amount of no more than RMB360,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019 (the "**Period**"), and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronics Equipment Co., Ltd. during the Period;	334,662,897 (99.9999%)	0 (0%)	100 (0.0001%)
13.	To consider the Company's provision of guarantee for the financing amount of no more than RMB330,000,000 in total of Nanjing Panda Information Industry Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Information Industry Co., Ltd. during the Period;	334,662,997 (100%)	0 (0%)	0 (0%)
14.	To consider the Company's provision of guarantee for the financing amount of no more than RMB200,000,000 in total of Nanjing Panda Electronic Manufacture Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronic Manufacture Co., Ltd. during the Period;	334,662,997 (100%)	0 (0%)	0 (0%)
15.	To consider the Company's provision of guarantee for the financing amount of no more than RMB100,000,000 in total of Nanjing Huage Electronics Plastic Industry Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Huage Electronics Plastic Industry Co., Ltd. during the Period;	334,662,997 (100%)	0 (0%)	0 (0%)
16.	To consider the Company's provision of guarantee for the financing amount of no more than RMB40,000,000 in total of Nanjing Panda Machine Electricity Manufacturing Co., Ltd., with effective term from 1 July 2019 until the date of the annual general meeting of 2019, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Machine Electricity Manufacturing Co., Ltd. during the Period;	334,075,297 (99.83%)	587,700 (0.17%)	0 (0%)

Resolutions of Cumulative Voting				
	ORDINARY RESOLUTIONS	**Number of votes**	**Number of votes as a percentage of the voting rights at the AGM (%)**	**Elected or not**
17.	Resolutions in relation to election of directors of the ninth session of the Board and relevant matters:			
17(1).	To consider the election of Mr. Zhou Guixiang as an executive director of the ninth session of the Board of the Company, whose term is the same as the term of the ninth session of the Board with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	334,650,852	99.99	Yes
17(2).	To consider and approve the position change of Mr. Lu Qing from a non-executive director of the Company to an executive director of the ninth session of the Board of the Company, whose term is the same as the term of the ninth session of the Board with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	333,231,027	99.57	Yes
17(3).	To consider the election of Mr. Shen Jianlong as a non-executive director of the ninth session of the Board of the Company, whose term is the same as the term of the ninth session of the Board with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	334,650,727	99.99	Yes
18.	Resolution in relation to election of non-employee supervisor of the ninth session of the supervisory committee of the Company:			
18(1).	To consider the election of Mr. Zhao Ji as the non-employee supervisor of the ninth session of the supervisory committee of the Company, whose term is the same as the term of the ninth session of the Board with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	333,818,699	99.75	Yes

Mr. Gu Xin (顧欣) of BDO China Shu Lun Pan Certified Public Accountants LLP 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 the resolutions at the AGM totaled 334,662,997 shares (including 333,742,997 A shares and 920,000 H shares).

2. No resolution was voted down or amended and no new resolution was proposed at the AGM.

3. Mr. Sun Xianchao (孫憲超) and Ms. Yin Xi (印希), the PRC lawyers from Grandall Law Firm (Nanjing) (國浩律師(南京)事務所), attended and witnessed the AGM, and issued a PRC legal opinion, certifying 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 were lawful and valid (the "**Legal Opinion**").

4. Documents available for inspection: (i) Resolutions passed at the AGM; and (ii) the Legal Opinion.

APPOINTMENT OF MEMBERS OF THE NINTH SESSION OF THE BOARD ("THE BOARD") AND THE NINTH SESSION OF THE SUPERVISORY COMMITTEE

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 28 June 2019, Mr. Zhou Guixiang has been appointed as an executive director of the Board of the Company, whose term is the same as the term of the ninth session of the Board of the Company, the position of Mr. Lu Qing has been changed from a non-executive director of the Company to an executive director of the Board of the Company, whose term is the same as the term of the ninth session of the Board of the Company, and Mr. Shen Jianlong has been appointed as a non-executive director of the Board of the Company, whose term is the same as the term of the ninth session of the Board of the Company.

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 28 June 2019, Mr. Zhao Ji has been appointed as the non-employee supervisor of the ninth session of the supervisory committee of the Company, whose term is the same as the term of the ninth session of the supervisory committee of the Company.

Biographical details of each of the above directors and supervisors are set out in the announcement of the Company dated 28 May 2019 and remain unchanged as at the date of this announcement.

APPOINTMENT OF CHAIRMAN OF THE BOARD, MEMBERS OF THE STRATEGY COMMITTEE, MEMBERS OF THE AUDIT COMMITTEE AND MEMBERS OF THE NOMINATION COMMITTEE

The ninth session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held on 28 June 2019 following the AGM:

(1) To appoint executive director Mr. Zhou Guixiang as the chairman of the Board and executive director Mr. Lu Qing as the vice-chairman of the Board, with effect from 28 June 2019, whose terms are the same as the term of the ninth session of the Board of the Company;

(2) To appoint chairman of the Board Mr. Zhou Guixiang and non-executive director Mr. Shen Jianlong as members of the Strategy Committee, and Mr. Zhou Guixiang as the chairman of the Strategy Committee, with effect from 28 June 2019, whose terms are the same as the term of the ninth session of the Board of the Company;

(3) To appoint non-executive director Mr. Shen Jianlong as a member of the Audit Committee to replace vice-chairman of the Board Mr. Lu Qing, with effect from 28 June 2019, whose term is the same as the term of the ninth session of the Board of the Company;

(4) To appoint chairman of the Board Mr. Zhou Guixiang and vice-chairman of the Board Mr. Lu Qing as members of the Nomination Committee, with effect from 28 June 2019, whose terms are the same as the term of the ninth session of the Board of the Company.

APPOINTMENT OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE

The appointment of Mr. Zhao Ji as the chairman of the Supervisory Committee of the Company was unanimously approved by the ninth session of the Supervisory Committee at its meeting convened on 28 June 2019 following the AGM, with effect from 28 June 2019, whose term is the same as the term of the ninth session of the supervisory committee of the Company.

PAYMENT OF FINAL DIVIDEND

References are made to the 2018 preliminary annual results announcement of the Company dated 28 March 2019 and the announcement dated 14 June 2019 (the "**Announcements**") in relation to, among others, the proposed payment of a final dividend of RMB0.80 (tax inclusive) for every ten shares for the year ended 31 December 2018 (the "**Final Dividend**"). As mentioned above, the profit appropriation plan of the Company for the financial year of 2018 and declaration of the Final Dividend were approved at the AGM.

Details of the Final Dividend are set out in the Announcements. 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 calendar week prior to 28 June 2019 (the date at which the Final Dividend was declared at AGM), being RMB0.88 equivalent to HK$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK$0.091 (tax inclusive).

By Order of the Board
Nanjing Panda Electronics Company Limited
Zhou Guixiang
Chairman

Nanjing, the People's Republic of China
28 June 2019

As at the date of this announcement, the Board comprises Executive Directors: Mr. Zhou Guixiang, Mr. Lu Qing and Mr. Xia Dechuan; Non-executive Directors: Mr. Shen Jianlong, Mr. Deng Weiming and Mr. Gao Gan; and Independent non-executive Directors: Ms. Du Jie, Mr. Zhang Chun and Mr. Gao Yajun.