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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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (“**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at the Conference Room, 7 Jingtianlu, Nanjing, the People’s Republic of China (the “**PRC**”) on Monday, 29 June 2020 at 2:30 p.m., to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider the work report of the board of directors of the Company (the “**Board**”) for the year 2019;
2. To consider the work report of the supervisory committee of the Company for the year 2019;
3. To consider the final financial report of the Company for the year 2019;
4. To consider the financial budget report of the Company for the year 2020;
5. To consider the profit appropriation plan of the Company for the year 2019;
6. To consider the appointment of audit firms for the year 2020. i.e. 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 respectively for the year 2020, and authorize the Board to determine their remuneration within the limit of RMB2,100,000;
7. To consider the cap of RMB8,000,000 for the total annual remuneration of the directors, supervisors and senior management of the Company, and within the cap, to determine the remuneration of directors and supervisors of the Company for the period from 1 January 2020 to the expiry of the term of the ninth session of each of the Board and the supervisory committee, and of the senior management (whose term is the same as the term of the ninth session of the Board) for the same period;

8. To consider the 2019 annual report of the Company and its summary;
9. To consider the report of the independent directors of the Company for the year 2019;
10. To consider the Company's provision of guarantee for the financing amount of no more than RMB290,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, 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;
11. 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., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, 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;
12. To consider the Company's provision of guarantee for the financing amount of no more than RMB170,000,000 in total of Nanjing Panda Electronic Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, 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;
13. To consider the Company's provision of guarantee for the financing amount of no more than RMB90,000,000 in total of Nanjing Huage Electronics Plastic Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, 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 Co., Ltd. during the period;
14. To consider the Company's provision of guarantee for the financing amount of no more than RMB15,000,000 in total of Nanjing Panda Machine and Electrical Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, 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 and Electrical Manufacture Co., Ltd. during the period;

15. To consider the Company's provision of guarantee for the financing amount of no more than RMB60,000,000 in total of Chengdu Panda Electronic Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Chengdu Panda Electronic Technology Co., Ltd. during the period; and
16. Election of non-employee representative supervisor of the ninth session of the supervisory committee of the Company

To elect Ms. Fu Yuanyuan as a non-employee representative supervisor of the ninth session of the supervisory committee of the Company, whose term is in line with the term of the ninth session of the supervisory committee and shall become effective upon the resolution being considered and approved at the general meeting of the Company.

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

Nanjing, the People's Republic of China
22 May 2020

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. Li Changjiang; and Independent Non-executive Directors: Ms. Du Jie, Mr. Zhang Chun and Mr. Gao Yajun.

Notes:

1. For details of the above resolutions 1 to 9, please refer to (i) annual report 2019; and (ii) the relevant announcements dated 30 March 2020. For details of the above resolutions 10 to 15, please refer to the announcement dated 11 May 2020. For resolution 16, biographical details of the supervisor for the proposed election as non-employee representative supervisor to be elected at the AGM, please refer to the relevant announcement dated 30 March 2020.
2. All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 19 June 2020 to 29 June 2020, both days inclusive, during which period no transfer of H Shares can be registered. Holders of H Shares who intend to attend the AGM must deposit the share certificates together with the transfer documents at the H-Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m. on 18 June 2020. Holders of H Shares whose names appear in the Company's register of members at the close of business on 18 June 2020, or their representatives or proxies are entitled to attend the AGM with their identity documents.

Further announcement regarding the book closure period and further information relating to the payment of final dividends will be made by the Company in due course.

3. Proxy

A shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy or several proxies, whether a member of the Company or not, to attend and vote at the AGM.

If more than one proxy is appointed by a shareholder, the proxies can exercise their voting rights only in the case of a poll.

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. The proxy form together with the notarially certified power of attorney or other authority must be delivered to the H-Share registrar of the Company, Hong Kong Registrars Limited at 17M 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 AGM.

4. Other businesses

The AGM is expected to last for a half day. Shareholders and their proxies attending the AGM are responsible for their own transportation and accommodation expenses.

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