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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)

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE
2022 ANNUAL GENERAL MEETING;
APPOINTMENT OF
NON-EXECUTIVE DIRECTOR AND NON-EMPLOYEE
REPRESENTATIVE SUPERVISOR;
CHANGE OF MEMBERS OF RELEVANT
COMMITTEES UNDER THE TENTH SESSION OF THE BOARD;
APPOINTMENT OF THE CHAIRMAN OF
THE SUPERVISORY COMMITTEE; AND
PAYMENT OF FINAL DIVIDEND**

RESOLUTIONS PASSED AT THE 2022 ANNUAL GENERAL MEETING

The 2022 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Tuesday, 27 June 2023 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 24 May 2023 and the supplemental notice of the AGM dated 9 June 2023.

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 14 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 247,725,630 shares in total (including 233,957,630 A shares and 13,768,000 H shares) or 27.11% in the Company’s total issued share capital.

The AGM was chaired by Mr. Xia Dechuan, Chairman of the board of directors 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				
SPECIAL RESOLUTION		Number of votes cast (%)		
		For	Against	Abstain
1.	To consider the resolution on the absorption and merger of Nanjing Panda Electronics Technology Development Company Limited.	247,725,630 (100%)	0	0
ORDINARY RESOLUTIONS		Number of votes cast (%)		
		For	Against	Abstain
2.	To consider the work report of the board of directors of the Company for the year 2022;	247,725,630 (100%)	0	0
3.	To consider the work report of the supervisory committee of the Company for the year 2022;	247,725,630 (100%)	0	0
4.	To consider the final financial report of the Company for the year 2022;	247,725,630 (100%)	0	0
5.	To consider the financial budget report of the Company for the year 2023;	247,725,630 (100%)	0	0
6.	To consider the profit appropriation plan of the Company for the year 2022;	247,725,630 (100%)	0	0
7.	To consider the resolution on the appointment of audit firms for the year 2023, 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 2023, and determine their remuneration within the limit of RMB2,480,000;	247,725,630 (100%)	0	0
8.	To consider the 2022 annual report of the Company and its summary;	247,725,630 (100%)	0	0
9.	To consider the report of the independent directors of the Company for the year 2022;	247,725,630 (100%)	0	0
10.	To consider the resolution on the purchase of liability insurance for directors for the year 2023;	247,725,630 (100%)	0	0

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes cast (%)		
		For	Against	Abstain
11.	To consider the Company's provision of guarantee for the financing amount of no more than RMB100,000,000 in total of Nanjing Panda Information Industry Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;	247,725,630 (100%)	0	0
12.	To consider the Company's provision of guarantee for the financing amount of no more than RMB120,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;	247,725,630 (100%)	0	0
13.	To consider the Company's provision of guarantee for the financing amount of no more than RMB10,000,000 in total of Nanjing Panda Mechatronics Instrument Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Mechatronics Instrument Technology Co., Ltd. within the validity period;	247,725,630 (100%)	0	0

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes cast (%)		
		For	Against	Abstain
14.	To consider the Company's provision of guarantee for the financing amount of no more than RMB20,000,000 in total of Nanjing Panda Communications Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Communications Technology Co., Ltd. within the validity period;	247,725,630 (100%)	0	0
15.	To consider the Company's provision of guarantee for the financing amount of no more than RMB30,000,000 in total of Nanjing Huage Appliance and Plastic Industrial Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Appliance and Plastic Industrial Co., Ltd. within the validity period;	247,725,630 (100%)	0	0
16.	To consider the Company's provision of guarantee for the financing amount of no more than RMB88,000,000 in total of Chengdu Panda Electronic Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;	247,725,630 (100%)	0	0
17.	To consider the resolution on the adjustment of the estimated quota of the ordinary related party transactions for the year 2023.	247,725,630 (100%)	0	0

Resolutions of Cumulative Voting					
ORDINARY RESOLUTIONS		Number of votes cast	Number of votes cast as a percentage of valid voting rights present at the AGM (%)	Elected or not	
18.	Election of director of the tenth session of the board of directors of the Company	/			
18.01	To consider the election of Mr. Liu Jianfeng as a non-executive director of the tenth session of the board of directors of the Company with a term of office same as the tenth session of the board of directors, with effect from the passing of the resolution at the general meeting of the Company.	247,725,630	100	Elected	
19.	Election of non-employee representative supervisor of the tenth session of the supervisory committee of the Company	/			
19.01	To consider the election of Mr. Fan Laiying as a non-employee representative supervisor of the tenth session of the supervisory committee of the Company with a term of office same as the tenth session of the supervisory committee, with effect from the passing of the resolution at the general meeting of the Company.	247,725,630	100	Elected	

Li Suyun 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 247,725,630 shares (including 233,957,630 A shares and 13,768,000 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the AGM.
3. Mr. Jing Zhong and Ms. Wang Zanyun, the PRC lawyers from Grandall Law Firm (Nanjing), 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.

APPOINTMENTS OF NON-EXECUTIVE DIRECTOR OF THE TENTH SESSION OF THE BOARD (“THE BOARD”) AND NON-EMPLOYEE REPRESENTATIVE SUPERVISOR OF THE TENTH SESSION OF THE SUPERVISORY COMMITTEE (“THE SUPERVISORY COMMITTEE”)

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 27 June 2023, Mr. Liu Jianfeng has been appointed as a non-executive director of the Board.

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 27 June 2023, Mr. Fan Laiying has been appointed as the non-employee representative supervisor of the supervisory committee.

The above appointments take effect from the conclusion of the AGM until the expiration of the term of the tenth session of the Board or the supervisory committee.

Please refer to the announcement dated 6 June 2023 and circular date 9 June 2023 of the Company for the biographical details of Mr. Liu Jianfeng and Mr. Fan Laiying and other information required to be disclosed under Rule 13.51(2) of the Listing Rules. As at the date of this announcement, no change has occurred in such information.

CHANGE OF MEMBERS OF RELEVANT COMMITTEES UNDER THE TENTH SESSION OF THE BOARD

The tenth session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held on 27 June 2023 following the AGM:

- (1) to appoint Mr. Liu Jianfeng as a member of the Strategy Committee, and chairman of the Board Mr. Xia Dechuan as the director of the Strategy Committee, whose terms of such appointments are the same as that of the tenth session of the Board;
- (2) to appoint chairman of the Board Mr. Xia Dechuan as a member of the Nomination Committee, whose term of such appointment is the same as that of the tenth session of the Board; and
- (3) to appoint Mr. Liu Jianfeng as a member of the Remuneration and Evaluation Committee, whose term of such appointment is the same as that of the tenth session of the Board, and Mr. Deng Weiming ceased to be a member of the Remuneration and Evaluation Committee.

APPOINTMENT OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE

The appointment of Mr. Fan Laiying as the chairman of the supervisory committee of the Company was unanimously approved by the tenth session of the supervisory committee at its meeting convened on 27 June 2023 following the AGM, with effect from 27 June 2023, whose term is the same as that of the tenth session of the supervisory committee of the Company.

PAYMENT OF FINAL DIVIDEND

References are made to the 2022 preliminary annual results announcement of the Company dated 30 March 2023 and the announcements dated 30 March 2023 and 20 June 2023 respectively (the “**Announcements**”) in relation to, among others, the proposed payment of a final dividend of RMB0.14 (tax inclusive) for every ten shares for the year ended 31 December 2022 (the “**Final Dividend**”). As mentioned above, the profit appropriation plan for the financial year of 2022 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 converting Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the calendar week prior to 27 June 2023 (the date at which the Final Dividend was declared at AGM), being RMB0.91 equivalent to HK\$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK\$0.015 (tax inclusive).

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

Nanjing, the People’s Republic of China
27 June 2023

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. Shen Jianlong, Mr. Deng Weiming and Mr. Yi Guofu; and Independent Non-executive Directors: Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio.