
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Nanjing Panda Electronics Company Limited**, you should at once hand this circular and the accompanying supplemental form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED ELECTION OF SUPERVISOR
AND
(3) SUPPLEMENTAL NOTICE OF
THE 2022 ANNUAL GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 1 to 6 of this circular. The annual general meeting is to be held on Tuesday, 27 June 2023 at 2:30 p.m. at the Company's Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China. This circular should be read in conjunction with the Notice of AGM. A supplemental notice of the AGM, which should be read in conjunction with the Notice of AGM, is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the supplemental notice of the AGM and to complete and return the enclosed new proxy form, in accordance with the instructions printed thereon to the Company's H share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or the office of the Company as soon as possible and in any event not less than 24 hours before the time of the AGM. Completion and return of the new proxy form will not preclude you from attending and voting at the AGM if you so wish.

9 June 2023

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“A Share(s)”	the domestic ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi, and which are listed on the Shanghai Stock Exchange
“A Shareholders”	holders of the A Shares of the Company
“AGM”	the 2022 annual general meeting of the Company to be held on Tuesday, 27 June 2023 to consider and approve the resolutions
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of Directors
“Company”	Nanjing Panda Electronics Company Limited (南京熊猫电子股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange and A shares are listed on the Shanghai Stock Exchange
“Directors”	the directors of the Company
“H Share(s)”	the ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice of AGM”	A notice convening the 2022 AGM dated 24 May 2023
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Xia Dechuan (*Chairman*)

Mr. Hu Huichun

Registered Address:

7 Jingtianlu

Nanjing, the PRC

Non-executive Directors

Mr. Shen Jianlong

Mr. Deng Weiming

Mr. Yi Guofu

Office Address:

7 Jingtianlu

Nanjing, the PRC

Postal Code: 210033

Independent Non-executive Directors

Mr. Dai Keqin

Ms. Xiong Yanren

Mr. Chu Wai Tsun, Baggio

9 June 2023

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

(2) PROPOSED ELECTION OF SUPERVISOR

AND

(3) SUPPLEMENTAL NOTICE OF

THE 2022 ANNUAL GENERAL MEETING

I. INTRODUCTION

References are made to the announcement of the Company dated 24 May 2023 in relation to the resolutions to be considered and approved at the AGM. This circular should be read in conjunction with the Notice of AGM.

LETTER FROM THE BOARD

The purpose of this circular, of which this letter forms part, is to give you supplemental notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the new resolutions to be proposed at the AGM.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As nominated by Nanjing Electronics Information Industrial Corporation, a shareholder of the Company and reviewed and approved by the nomination committee of the board of directors (the “**Board**”), Mr. Liu Jianfeng has been appointed by the Board as a candidate for non-executive director of the tenth session of the Board of the Company, with effect from the date of passing the relevant resolution at the general meeting of the Company.

At the seventeenth meeting of the tenth session of the Board of the Company convened on 6 June 2023, the nomination of Mr. Liu Jianfeng as a candidate for non-executive director of the tenth session of the Board of the Company, for a term of office until the expiry of that of the tenth session of the Board of the Company was considered and approved, and the submission of the same to the general meeting of the Company for consideration was approved.

The biographical details of Mr. Liu Jianfeng is as follows:

Mr. Liu Jianfeng, born in 1977, graduated from the School of Electro-Optics of Nanjing University of Science and Technology, majoring in communication and information system, with a doctoral degree in engineering, and a senior engineer at researcher level. He successively served as a deputy chief engineer, deputy director of system department, assistant to the director of Science and Technology Committee, assistant to the general manager, and deputy general manager of Nanjing Panda Handa Technology Co., Ltd.. From March 2021 to May 2022, he served as a deputy chief engineer of Nanjing Electronics Information Industrial Corporation, deputy general manager and assistant to the director of Science and Technology Committee of Nanjing Panda Handa Technology Co., Ltd. (from June 2021 to April 2022, he was temporarily employed as the assistant to the director of military industry department and director of system department of China Electronics Corporation); from May 2022 to August 2022, he served as the assistant to general manager of Nanjing Electronics Information Industrial Corporation. Since August 2022 until present, he has been as the deputy general manager of Nanjing Electronics Information Industrial Corporation and concurrently the deputy general manager of CEC Defense Technology Co., Ltd. Mr. Liu Jianfeng has long been engaged in the research and development and management of the electronic information technology and has extensive professional knowledge and management experience.

Save as disclosed above, Mr. Liu Jianfeng did not hold any position in the Company or any of its subsidiaries, did not hold any directorship in any other listed public company during the past three years and has no other major appointments and professional qualifications.

LETTER FROM THE BOARD

The term of service of Mr. Liu Jianfeng will expire at the end of the term of office of the tenth session of the Board of the Company. Mr. Liu Jianfeng will not receive remuneration for his position as a non-executive director of the Company.

Save as disclosed above, Mr. Liu Jianfeng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Liu Jianfeng does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Liu Jianfeng which needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

III. PROPOSED ELECTION OF SUPERVISOR

In view of the resignation of Mr. Zhao Ji as a supervisor of the Company, the Company is required to elect a supervisor in accordance with the provisions of the Articles of Association of the Company. As nominated by Nanjing Electronics Information Industrial Corporation, a shareholder of the Company, and considered and approved at the tenth meeting of the tenth session of the supervisory committee of the Company held on 6 June 2023, Mr. Fan Laiying has been nominated as a candidate for non-employee representative supervisor of the tenth session of the supervisory committee of the Company for a term of office to coincide with that of the tenth session of the supervisory committee, with effect from the approving of the resolution at the general meeting of the Company. The appointment of Mr. Fan Laiying is subject to approval at the general meeting of the Company.

The biographical details of Mr. Fan Laiying is as follows:

Mr. Fan Laiying: born in 1971, a university degree holder and an accountant. He once served as the head of finance department of Xianyang IRICO Thermoelectricity Co., Ltd., the head of finance department of Hefei IRICO Epilight Technology Co., Ltd, the financial controller of IRICO (Hefei) Photovoltaic Technology Company Limited and Hefei IRICO New Energy Co., Ltd., the financial controller of IRICO Display Devices Co., Ltd., the deputy chief economist and the deputy chief accountant of IRICO Group, the chief accountant of IRICO Group Company Limited, the chief accountant of Xianyang Zhongdian IRICO Group Holdings Ltd., the deputy director of the finance department of China Electronics Corporation, and has been the chief accountant of Nanjing Electronics Information Industrial Corporation since August 2022. Mr. Fan Laiying has been involved in corporate finance management for long and has extensive financial expertise and management experience.

LETTER FROM THE BOARD

Mr. Fan Laiying has confirmed that, save as disclosed above, as of the date of this announcement, Mr. Fan Laiying does not hold any directorships in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the past three years, has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company, and does not hold any other positions in the Company or any of its subsidiaries. As of the date of this announcement, Mr. Fan Laiying does not have, or is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, the Company is not aware that there is any other information relating to the proposed election of Mr. Fan Laiying that is required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no matter that needs to be brought to the attention of the shareholders.

The tenure of office of Mr. Fan Laiying will commence from the date of approval at the general meeting of the Company until the expiry of the term of the tenth session of the supervisory committee of the Company. Mr. Fan Laiying will not receive remuneration for his position as a non-employee representative supervisor of the Company.

IV. AGM AND NEW PROXY FORM

A supplemental notice of the AGM, which will be held as originally scheduled at the Company's Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China on Tuesday, 27 June 2023 at 2:30 p.m., is set out on pages 7 to 8 of this circular.

Please refer to the Notice of AGM for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM and other relevant matters.

Since the proxy form for the AGM (the "**Old Proxy Form**") sent together with the Notice of AGM does not contain the newly added resolutions to be approved at the AGM, as set out in this circular, a new proxy form for the AGM (the "**New Proxy Form**") has been prepared and is enclosed with this circular.

You are requested to complete and return the New Proxy Form in accordance with the instructions printed thereon to the Company's H share registrar, Hong Kong Share Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in case of holders of H Shares) or the Company's address (in case of holders of A Shares) as soon as possible and in any event not less than 24 hours before the time stipulated for convening the AGM. Completion and return of the new proxy form will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

A holder of H Shares who has not yet lodged the Old Proxy Form with the Company's H share registrar is requested to lodge the New Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf. In this case, the Old Proxy Form should not be lodged with the Company's H share registrar.

Holders of H Shares who have already lodged the Old Proxy Form with the Company's H share registrar should note that:

- (i) If the Old Proxy Form is lodged with the Company's H share registrar, the Old Proxy Form will be treated as invalid. A holder of H Shares is requested to lodge the New Proxy Form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf.
- (ii) If the New Proxy Form is lodged with the Company's H share registrar not later than 24 hours before the time stipulated for convening the AGM, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.
- (iii) If the New Proxy Form is lodged with the Company's H share registrar less than 24 hours before the time stipulated for convening the AGM, the New Proxy Form will be invalid. However, it will revoke the Old Proxy Form previously lodged by the holder of H Shares, and any vote that may be cast by the purported proxy (whether appointed under the Old Proxy Form or the New Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H Shares are advised not to lodge the New Proxy Form less than 24 hours before the time stipulated for convening the AGM.

If such holders of H Shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H Shares are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude holders of H Shares from attending and voting in person at the AGM should they so wish.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors consider that the appointment of Mr. Liu Jianfeng as non-executive director of the tenth session of the Board of the Company and the appointment of Mr. Fan Laiying as non-employee representative supervisor of the tenth session of the supervisory committee of the Company are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

南京熊猫电子股份有限公司
NANJING PANDA ELECTRONICS COMPANY LIMITED

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(Stock Code: 00553)

**SUPPLEMENTAL NOTICE OF
THE 2022 ANNUAL GENERAL MEETING**

Reference is made to the notice of the 2022 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) dated 24 May 2023 (the “**Notice**”) which sets out the time and venue of the AGM and contains details of the resolutions to be proposed at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN by the board (the “**Board**”) of directors of the Company that the AGM, which will be held as originally scheduled at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China on Tuesday, 27 June 2023 at 2:30 p.m., will consider and, if thought fit, pass the resolutions set out in the Notice and the following resolutions:

ORDINARY RESOLUTIONS

18. Election of director of the tenth session of the board of directors of the Company
- 18.1 “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.”
19. Election of non-employee representative supervisor of the tenth session of the supervisory committee of the Company

SUPPLEMENTAL NOTICE OF THE 2022 ANNUAL GENERAL MEETING

19.1 “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.”

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

Nanjing, the People’s Republic of China

9 June 2023

As at the date of this notice, the Board comprises Executive Directors: Mr. Xia Dechuan and Mr. Hu Huichun; Non-executive Directors: 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.

Notes:

1. A new proxy form for the AGM is enclosed with the circular of the Company dated 9 June 2023.
2. Cumulative voting mechanism will be adopted with respect to resolutions numbered 18 and 19. A total of one non-executive director, and one non-employee representative supervisor will be elected at the AGM. For each of the resolutions of cumulative voting (i.e. resolutions numbered 18 and 19 of the abovementioned resolutions), the total number of votes to which you are entitled for each share held by yourself shall be equal to the number of directors or supervisors to be elected under that particular group of resolutions. Your voting shall be confined to the number of votes to which you are entitled in respect of each group of resolutions. You may cast your votes on one candidate or on different candidates in any combination. Failure to mark numbers in any relevant boxes will entitle your proxy to cast your vote at his/her discretion.
3. Please refer to the Notice for details of the other resolutions to be tabled before the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
4. For biographical details of the director and supervisor proposed in resolutions 18 and 19 to be elected at the AGM, please refer to the respective announcements published on the website of The Stock Exchange of Hong Kong Limited on 6 June 2023 by the Company.