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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 2023 ANNUAL GENERAL MEETING;
APPOINTMENT OF DIRECTORS AND CHAIRMAN OF THE
BOARD;
COMPOSITION OF BOARD COMMITTEES; AND
APPOINTMENT OF SUPERVISORS
AND CHAIRMAN OF THE SUPERVISORY COMMITTEE**

RESOLUTIONS PASSED AT THE 2023 ANNUAL GENERAL MEETING

The 2023 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Friday, 21 June 2024 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 21 May 2024 and the supplemental notice of the AGM dated 3 June 2024.

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 17 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 247,117,730 shares in total (including 233,349,730 A shares and 13,768,000 H shares) or 27.04% 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				
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 2023;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
2.	To consider the work report of the supervisory committee of the Company for the year 2023;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
3.	To consider the final financial report of the Company for the year 2023;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
4.	To consider the financial budget report of the Company for the year 2024;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
5.	To consider the profit appropriation plan of the Company for the year 2023;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
6.	To consider the resolution on the appointment of audit firm for the year 2024;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
7.	To consider the 2023 annual report of the Company and its summary;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
8.	To consider the report of the independent directors of the Company for the year 2023;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
9.	To consider the resolution on the purchase of liability insurance for directors for the year 2024;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)

Resolutions of Non-cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
10.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB10,000,000 of Nanjing Panda Communications Technology Co., Ltd.;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
11.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB30,000,000 of Nanjing Huage Appliance and Plastic Industrial Co., Ltd.;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
12.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB55,000,000 of Chengdu Panda Electronic Technology Co., Ltd.;	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
13.	To consider the remuneration policy for the directors of the eleventh session of the board of directors, the supervisors of the eleventh session of the supervisory committee and the senior management whose term of office is same as the eleventh session of the board of directors of the Company	247,034,730 (99.9664%)	82,800 (0.0335%)	200 (0.0001%)
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
14.	Resolutions in relation to election of directors of the eleventh session of the Board of the Company	/		
14.01	To consider the election of Mr. Xia Dechuan as an executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
14.02	To consider the election of Mr. Hu Huichun as an executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
14.03	To consider the election of Mr. Liu Jianfeng as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes

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
14.04	To consider the election of Mr. Hu Jin as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
14.05	To consider the election of Mr. Lv Song as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
14.06	To consider the election of Mr. Yi Guofu as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	247,034,732	99.9664%	Yes
15.	Resolutions in relation to election of independent non-executive directors of the eleventh session of the Board of the Company			
15.01	To consider the election of Mr. Dai Keqin as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
15.02	To consider the election of Ms. Xiong Yanren as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes
15.03	To consider the election of Mr. Chu Wai Tsun, Baggio as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	247,034,732	99.9664%	Yes

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	
16.	Resolutions in relation to election of non-employee supervisors of the eleventh session of the supervisory committee of the Company				
16.01	To consider the election of Mr. Fan Laiying as the non-employee supervisor of the eleventh session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	247,034,732	99.9664%	Yes	
16.02	To consider the election of Ms. Fu Yuanyuan as the non-employee supervisor of the eleventh session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	247,034,732	99.9664%	Yes	

Mr. Han Shimin of WUYIGE 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 247,117,730 shares (including 233,349,730 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. Yang Fei, 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.

APPOINTMENT OF MEMBERS OF THE ELEVENTH SESSION OF THE BOARD (“THE BOARD”) AND THE ELEVENTH 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 21 June 2024, Mr. Xia Dechuan and Mr. Hu Huichun have been appointed as executive directors of the Board, Mr. Liu Jianfeng, Mr. Hu Jin, Mr. Yi Guofu and Mr. Lv Song have been appointed as non-executive directors of the Board, and Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio have been appointed as independent non-executive directors of the Board.

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 21 June 2024, Mr. Fan Laiying and Ms. Fu Yuanyuan have been appointed as the non-employee supervisors of the eleventh session of the supervisory committee of the Company. Meanwhile, as elected at the joint online conference of the members of labor union committee and the leaders of employees’ representative team of the Company, Mr. Xue Yuheng has been appointed as the employee representative supervisor of the eleventh session of the supervisory committee of the Company.

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

Please refer to the announcement dated 3 June 2024 for the biographical details of the above directors and supervisors 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 matters.

APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The eleventh session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held on 21 June 2024 following the AGM:

- (1) To appoint executive director Mr. Xia Dechuan as the chairman of the Board with effect from 21 June 2024, the term of such appointment is the same as that of the eleventh session of the Board;
- (2) To appoint executive director Mr. Xia Dechuan, executive director Mr. Hu Huichun, non-executive director Mr. Liu Jianfeng, non-executive director Mr. Yi Guofu and independent non-executive director Mr. Chu Wai Tsun, Baggio as members of the Strategy Committee, and Mr. Xia Dechuan as the chairman of the Strategy Committee, with effect from 21 June 2024, the terms of such appointments are the same as that of the eleventh session of the Board;
- (3) To appoint non-executive directors Mr. Hu Jin and Mr. Lv Song and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio as members of the Audit Committee, and Ms. Xiong Yanren as the chairman of the Audit Committee, with effect from 21 June 2024, the terms of such appointments are the same as that of the eleventh session of the Board;
- (4) To appoint executive director Mr. Xia Dechuan, executive director Mr. Hu Huichun, and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio as members of the Nomination Committee, and Mr. Dai Keqin as the chairman of the Nomination Committee, with effect from 21 June 2024, the terms of such appointments are the same as that of the eleventh session of the Board; and
- (5) To appoint executive director Mr. Xia Dechuan, non-executive director Mr. Liu Jianfeng and independent non-executive directors Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio as members of the Remuneration and Appraisal Committee, and Mr. Chu Wai Tsun, Baggio as the chairman of the Remuneration and Appraisal Committee, with effect from 21 June 2024, the terms of such appointments are the same as that of the eleventh session of the Board.

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 eleventh session of the supervisory committee at its meeting convened on 21 June 2024 following the AGM, with effect from 21 June 2024, whose term is the same as that of the eleventh session of the supervisory committee of the Company.

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

Nanjing, the People's Republic of China
21 June 2024

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. Hu Jin, Mr. Yi Guofu and Mr. Lv Song; and Independent Non-executive Directors: Mr. Dai Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio.