

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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: 0553)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2011

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2011 (the “**EGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 28 December 2011, at the Conference Room, Workers’ Union, 301 Zhongshan Road East, Nanjing, the People’s Republic of China, to consider and, if thought fit, pass the following resolutions (with or without modification):

ORDINARY RESOLUTIONS

1. **“THAT**

- (1) the Supplemental Sub-contracting Agreement (as defined in the announcement of the Company dated 21 October 2011, a copy of which was marked “A” and has been produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;
- (2) the Revised Annual Cap (as defined in the said announcement) for the Supplemental Sub-contracting Agreement dated 21 October 2011 for the period from the date of the EGM to 31 December 2012 be and is hereby approved; and

(3) the Board of the Company be and is hereby authorised to take all steps necessary or expedient in its opinion to implement and/or give effect to the Supplemental Sub-contracting Agreement.”

2. **“THAT**

(1) the Supplemental Sale Agreement (as defined in the announcement of the Company dated 21 October 2011, a copy of which was marked “B” and has been produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;

(2) the Revised Annual Cap (as defined in the said announcement) for the Supplemental Sale Agreement dated 21 October 2011 for the period from the date of the EGM to 31 December 2012 be and is hereby approved; and

(3) the Board of the Company be and is hereby authorised to take all steps necessary or expedient in its opinion to implement and/or give effect to the Supplemental Sale Agreement.”

3. **“THAT**

(1) the Supplemental Purchase Agreement (as defined in the announcement of the Company dated 21 October 2011, a copy of which was marked “C” and has been produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;

(2) the Revised Annual Cap (as defined in the said announcement) for the Supplemental Purchase Agreement dated 21 October 2011 for the period from the date of the EGM to 31 December 2012 be and is hereby approved; and

(3) the Board of the Company be and is hereby authorised to take all steps necessary or expedient in its opinion to implement and/or give effect to the Supplemental Purchase Agreement.”

4. **“THAT**

- (1) the Supplemental Lease Agreement (as defined in the announcement of the Company dated 21 October 2011, a copy of which was marked “D” and has been produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;
- (2) the Revised Annual Cap (as defined in the said announcement) for the Supplemental Lease Agreement dated 21 October 2011 for the period from the date of the EGM to 31 December 2012 be and is hereby approved; and
- (3) the Board of the Company be and is hereby authorised to take all steps necessary or expedient in its opinion to implement and/or give effect to the Supplemental Lease Agreement.”

5. **“THAT**

- (1) the New Continuing Connected Transaction (as defined in the said announcement of the Company dated 21 October 2011) contemplated under the Lease Agreement (as defined in the said announcement, a copy of which was marked “E” and has been produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;
- (2) the proposed annual cap of RMB2,000,000.00 for the New Continuing Connected Transaction contemplated under the Lease Agreement dated 21 October 2011 for the period from the date of the EGM to 31 December 2012 be and is hereby approved; and
- (3) the Board of the Company be and is hereby authorised to take all steps necessary or expedient in its opinion to implement and/or give effect to the Lease Agreement.”

6. **“THAT** a corporate guarantee to be provided by the Company to Nanjing Panda Information Industry Co., Ltd (南京熊貓信息產業有限公司), a subsidiary of the Company, for financing in the sum of not exceeding RMB120,000,000 until 30 June 2013 be and is hereby approved.”

7. “**THAT** a corporate guarantee to be provided by the Company to Nanjing Panda Electronics Equipment Co., Ltd (南京熊貓電子裝備有限公司), a subsidiary of the Company, for financing in the sum of not exceeding RMB70,000,000 until 30 June 2013 be and is hereby approved.”

8. “**THAT:**

- (1) To consider and approve the amendments to Rule 3 of the Rules of the Board Meeting of the Company (公司董事會議事規則) of the Company;
- (2) To consider and approve the amendments to Rule 11 of the Rules of the Board Meeting of the Company of the Company; and
- (3) To consider and approve the amendments to Rule 13 of the Rules of the Board Meeting of the Company of the Company.”

9. “**THAT:**

- (1) To consider and approve the amendments to Rule 18 the Regulations for the Independent Directors of the Company (公司獨立董事制度) of the Company;
- (2) To consider and approve the amendments to Rule 19 the Regulations for the Independent Directors of the Company of the Company; and
- (3) To consider and approve the amendments to Rule 21 the Regulations for the Independent Directors of the Company of the Company.”

SPECIAL RESOLUTIONS

10. **“THAT** the Articles of Association of the Company be amended in the following manner:

(1) The original Article 159 be amended as follows:

“The Supervisory Committee shall comprise three members, of whom one member shall act as the chairman of the Supervisory Committee. The term of office for the Supervisors shall be three years and all Supervisors shall be eligible for re-election.

In the event that the re-election of a Supervisor fails to take place on a timely basis upon expiry of the term of office or a Supervisor resigns during his term of office which results in the number of members of the Supervisory Committee falling below the quorum, the original Supervisor shall continue to perform his duty as a Supervisor in accordance with the laws, administrative rules and the Articles of Association before a new Supervisor is elected and assumes office.

The appointment and removal of the chairman of the Supervisory Committee shall be made by a resolution passed by more than two-third of the members of the Supervisory Committee.”

(2) The original Article 160 be amended as follows:

“The Supervisory Committee shall comprise at least two representatives of the employees, and the rest being representatives of the Shareholders. Employees’ representatives shall be elected and removed by the employees while Shareholders’ representatives shall be elected and removed at the general meeting.”

By Order of the Board
Nanjing Panda Electronics Company Limited
Lai Weide
Chairman

Nanjing, the People’s Republic of China

10 November 2011

As at the date of this announcement, the Board comprises: Non-executive Directors: Mr. Lai Weide, Mr. Xu Guofei, Mr. Zhu Lifeng, Mr. Deng Weiming, Mr. Lu Qing and Mr. Jason Hsuan; and Independent Non-executive Directors: Mr. Cai Lianglin, Mr. Ma Chung Lai, Lawrence and Mr. Tang Yousong.

Notes:

1. All shareholders of the Company whose names appear in the Company’s register of members at the close of business on Monday, 28 November 2011 are entitled to attend the Company’s second EGM in 2011. Holders of A Shares of the Company whose names appear in the register of members in the Shanghai branch of China Securities Depository and Clearing Corporation Limited at the close of business on 28 November 2011 can bring along with their identity cards or shareholder account cards to attend the EGM. Holders of A Shares or their proxies (if any) shall bring their identity cards, shareholder account cards and the proxy forms (if any) to complete the procedures for attending the EGM at the secretarial office of the Board of the Company at 301 Zhongshan Road East, Nanjing at 9:00 a.m. to 4:00 p.m. from 28 November 2011 to 8 December 2011. Overseas shareholders can register by post or by fax.
2. All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 28 November 2011 to 28 December 2011, both days inclusive, during which period no transfer of H Shares can be registered. Holders of H Shares whose names appear in the Company’s register of member at the close of business on 28 November 2011, or their representatives or proxies are entitled to attend the EGM with their identity certificates or passports. If a shareholder appoints a proxy to attend the EGM on his behalf, his proxy must bring along with the proxy form.

3. Shareholder who has the right to attend and vote at the EGM is entitled to appoint one proxy or several proxies, whether a member of the Company or not, to attend and vote at the EGM.
4. If more than one proxy are appointed, the rights of voting may only be exercised when a poll is taken.
5. 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 office of the Company 24 hours before the time appointed for the holding of the EGM.
6. Shareholders who intend to attend the EGM should send a reply in writing to the office of the Company in person or by post or by fax before to 8 December 2011. The written reply would not preclude the shareholders to attend the EGM.
7. The EGM is expected to last for a half day. Shareholders and their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
8. The Company's office and correspondence address:

301 Zhongshan Road East,
Nanjing,
the People's Republic of China
Postal code: 210002
Telephone: (8625) 8480 1144
Fax: (8625) 8482 0729