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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: 0553)

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2012**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Nanjing Panda Electronics Company Limited (the “Company”) will be held at 9:30 a.m. on Tuesday, 6 March 2012, 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 to consider and approve the proposal on election of the Seventh Session of the Board of Directors of the Company:-
  - (1) To elect Mr. Lai Weide as an executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (2) To elect Mr. Xu Guofei as an executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;

- (3) To re-elect Mr. Zhu Lifeng as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (4) To re-elect Mr. Deng Weiming as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (5) To re-elect Mr. Lu Qing as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (6) To re-elect Mr. Jason Hsuan as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (7) To elect Ms. Zhang Xiuhua as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;
  - (8) To elect Ms. Liu Danping as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect; and
  - (9) To elect Mr. Chu Wai Tsun, Vincent as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect.”
2. “THAT to authorize the Board to fix the remuneration of the Seventh Session of the Board of Directors within the limit of RMB3,500,000.00, being the total sum of annual remuneration payable to the Board, Supervisory Committee and senior management of the Company.”
  3. “THAT to re-elect Ms. Zhang Zhengping as supervisor of the Seventh Supervisory Committee of the Company for a term of 3 years with immediate effect.”

4. “THAT to authorize the Board to fix the remuneration of the Seventh Supervisory Committee within the limit of RMB3,500,000.00, being the total sum of annual remuneration payable to the Board, Supervisory Committee and senior management of the Company.”
  
5. “THAT
  - (1) To consider and approve the amendments to Rule 3 of the Rules of Procedures for the Supervisory Committee of the Company pursuant to Article 159 of the Articles of Association of the Company;
  - (2) To consider and approve the amendments to Rule 5 of the Rules of Procedures for the Supervisory Committee of the Company pursuant to Article 160 of the Articles of Association of the Company.; and
  - (3) To consider and approve the amendments to Rule 14 of the Rules of Procedures for the Supervisory Committee of the Company pursuant to Article 162 of the Articles of Association of the Company.”
  
6. “THAT
  - (1) To consider and approve the amendments to Rule 3 of the Rules of Procedures for Shareholders’ General Meeting of the Company pursuant to Article 69 of the Articles of Association of the Company;
  - (2) To consider and approve the amendments to Rule 7 of the Rules of Procedures for Shareholders’ General Meeting of the Company pursuant to Article 81 of the Articles of Association of the Company;
  - (3) To consider and approve the amendments to Rule 30 of the Rules of Procedures for Shareholders’ General Meeting of the Company pursuant to Article 105 of the Articles of Association of the Company; and

- (4) To consider and approve the amendments to Rule 31 of the Rules of Procedures for Shareholders' General Meeting of the Company pursuant to Article 106 of the Articles of Association of the Company.”

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

Nanjing, the People's Republic of China  
18 January 2012

*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. Ma Chung Lai, Lawrence and Mr. Tang Yousong.*

*Notes:*

1. Details of the resolutions to be considered at the EGM are set out in the announcements of the Company dated 17 and 18 January 2012 respectively, including details of Directors and Supervisors nominated by the Board, the remuneration calculations for the Directors and Supervisors of the Seventh Board of Directors of the Company and the Seventh Supervisory Committee, and the proposed amendments to Rules of Procedures for the Supervisory Committee of the Company and the Rules of Procedures for Shareholders' General Meeting of the Company.
2. All shareholders of the Company whose names appear in the Company's register of members at the close of business on Monday, 6 February 2012 are entitled to attend the EGM. 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 6 February 2012 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 6 February 2012 to 16 February 2012. Overseas shareholders can register by post or by fax.

3. All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 6 February 2012 to 6 March 2012, both days inclusive, during which period no transfer of H Shares can be registered. Shareholders of H Shares who intend to attend the EGM of 2012 must deposit the share certificate together with the transfer documents at the H-Share registrar of the Company, Hong Kong Registrars Limited, on or before 4:30 p.m. on 3 February 2012. The address of Hong Kong Registrars Limited is 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. Holders of H Shares whose names appear in the Company's register of member at the close of business on 6 February 2012, 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.
4. 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.
5. If more than one proxy are appointed, the rights of voting may only be exercised when a poll is taken.
6. 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.
7. 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 16 February 2012. The written reply would not preclude the shareholders to attend the EGM.
8. 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.
9. 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