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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 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (“**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at the Conference Room, 301 Zhongshan Road East, Nanjing, the People’s Republic of China (the “**PRC**”) on Thursday, 31 May 2012 at 9:30 a.m., for the following purposes:

1. to consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2011.
2. to consider and approve the report of the supervisory committee of the Company for the year 2011.
3. to consider and approve the audited financial reports prepared by the Company’s international and PRC auditors for the year 2011.
4. to consider and approve the profit appropriation plan for the financial year of 2011.

5. to consider and approve the appointment of Baker Tilly Hong Kong Limited as the Company's international auditors and Baker Tilly International Limited as the Company's PRC and internal control auditors for the year 2012, and authorize the Board to determine their remunerations within the limit of RMB1,700,000.00.
6. to consider and approve the provision of a guarantee in favour of Nanjing Panda Information Industry Co., Ltd., a controlled subsidiary of the Company, in respect of financing guarantee(s) for the sum of RMB180,000,000.00 until 30 June 2013.

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

Nanjing, the People's Republic of China
13 April 2012

As at the date of this notice, the Board comprises Executive Directors: Mr. Lai Weide and Mr. Xu Guofei; Non-executive Directors: Mr. Zhu Lifeng, Mr. Deng Weiming, Mr. Lu Qing and Mr. Jason Hsuan; and Independent Non-executive Directors: Ms. Zhang Xiuhua, Ms. Liu Danping and Mr. Chu Wai Tsun, Vincent.

Notes:

1. Matters related to withholding and payment of Enterprise Income Tax for Non-resident Enterprise Shareholder

In accordance with the Enterprise Income Tax Law of the People's Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China, both with effect from 1 January 2008, the Company shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of H Shares of the Company. As such, any H Shares of the Company which are not registered in the name(s) of individual(s) (which, for this purpose, includes shares registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups) shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Shareholders are recommended to consult their taxation advisors if they are in doubt as to the implications of the said withholding.

2. Closure of register of members

All shareholders of the Company whose names appear in the Company's register of members at the close of business on Wednesday, 2 May 2012 are entitled to attend the AGM. 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 2 May 2012 can bring along with their identity cards or shareholder account cards to attend the AGM. 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 AGM 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 3 May 2012 to 11 May 2012. Overseas shareholders can register by post or by fax.

All holders of H Shares of the Company should pay attention that the register of members of the Company will be closed from 3 May 2012 to 31 May 2012, both days inclusive, during which period no transfer of H Shares can be registered. Holders of H Shares who intend to attend the AGM must deposit the share certificates together with the transfer documents at the H-Share registrar of the Company, Hong Kong Registrars Limited, on or before 4:30p.m. on 2 May 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 2 May 2012, or their representatives or proxies are entitled to attend the AGM with their identity certificates or passports. If a shareholder appoints a proxy to attend the AGM on his behalf, his proxy must bring along with the proxy form.

Further announcement regarding the book closure period and further information relating to the payment of final dividends will be made by the Company in due course.

3. Proxy

Shareholder who has the right to attend and vote at the AGM is entitled to appoint one proxy or several proxies, whether a member of the Company or not, to attend and vote at the AGM.

If more than one proxies are appointed by a shareholder, the proxies can exercise their voting rights only in the case of a poll.

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 AGM.

4. Notice of attendance

Shareholders who intend to attend the AGM should send a reply in writing to the office of the Company in person or by post or by fax on or before 11 May 2012. Completion and return of the written reply shall not preclude the shareholders from attending the AGM.

5. Other businesses

The AGM is expected to last for a half day. Shareholders and their proxies attending the AGM are responsible for their own transportation and accommodation expenses.

The Company's office and correspondence address:

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Postal code: 210002
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