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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 2014 ANNUAL GENERAL MEETING;
APPOINTMENT OF DIRECTORS;
APPOINTMENT OF CHAIRMAN OF THE BOARD, MEMBERS
OF THE STRATEGY COMMITTEE, MEMBERS OF THE
AUDIT COMMITTEE, MEMBERS OF THE NOMINATION
COMMITTEE, MEMBERS OF THE REMUNERATION AND
EVALUATION COMMITTEE;
APPOINTMENT OF SUPERVISOR;
APPOINTMENT OF CHAIRMAN OF THE SUPERVISORY
COMMITTEE**

RESOLUTIONS PASSED AT THE 2014 ANNUAL GENERAL MEETING

The 2014 annual general meeting (the “AGM”) of Nanjing Panda Electronics Company Limited (the “Company”) was held at 2:30 p.m. on Tuesday, 30 June 2015 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 15 May 2015 and the supplemental notice of the AGM dated 5 June 2015.

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. No Shareholders were entitled to attend and vote only against the resolutions at the AGM.

Altogether 13 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 614,792,531 shares in total (including 373,950,962 A shares and 240,841,569 H shares) or 67.28% in the Company's total issued share capital.

The AGM was chaired by Mr. Xia Dechuan, the director of the Company. Certain 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 and approve the work report of the board of directors of the Company (the “ Board ”) for the year 2014.	379,902,614 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2014.	379,902,614 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the audited financial reports prepared by the Company's international and PRC auditors for the year 2014.	379,902,614 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the financial budget report of the Company for the year 2015.	379,902,614 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the profit appropriation plan of the Company for the year 2014.	379,902,614 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the reappointment of Baker Tilly Hong Kong Limited and Baker Tilly China (Special General Partnership) as the Company's international auditor and PRC auditor as well as internal control auditor respectively for the year 2015, and authorize the Board to determine their remunerations within the limit of RMB1.90 million.	379,530,614 (99.90%)	372,000 (0.10%)	0 (0%)

Resolutions of Non-cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
7.	To consider and approve the 2014 annual report of the Company and its summary.	379,902,614 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the report of the independent directors of the Company for the year 2014.	379,902,614 (100%)	0 (0%)	0 (0%)
SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
9.	To consider and approve the amendments to the articles of association of the Company.	379,706,614 (99.95%)	196,000 (0.05%)	0 (0%)
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
10.	To consider and approve the new Rules of Procedures for Shareholders' General Meeting of the Company (《南京熊貓股東大會議事規則》).	379,902,614 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the new System of Related Party Transactions Management of the Company (《南京熊貓關聯交易管理制度》).	5,968,328 (99.94%)	3,600 (0.06%)	0 (0%)
12.	To consider and approve to authorize the Board to fix the remuneration of the members of the eighth session of the Board within the limit of RMB4.50 million, being the total amount of the annual remuneration of the directors, supervisors and senior management of the Company.	379,902,614 (100%)	0 (0%)	0 (0%)
13.	To consider and approve to authorize the Board to fix the remuneration of the members of the eighth session of the supervisory committee within the limit of RMB4.50 million, being the total amount of the annual remuneration of the directors, supervisors and senior management of the Company.	379,902,614 (100%)	0 (0%)	0 (0%)
14.	To consider and approve the provision of a guarantee for the new credit of RMB60,000,000 to Panda Electronics Manufacturing Co., Ltd., a controlling subsidiary of the Company, with a term expiring on 30 June 2016.	379,902,614 (100%)	0 (0%)	0 (0%)

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes representing of the voting rights at the AGM (%)	Elected or not
15.	Resolutions in relation to election of directors:			
	(1) To consider the re-election of Mr. Lai Weide as an executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,899,014	99.99%	Yes
	(2) To consider the re-election of Mr. Xu Guofei as an executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,899,014	99.99%	Yes
	(3) To consider the election of Mr. Yu Yanqiu as a non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,899,014	99.99%	Yes
	(4) To consider the re-election of Mr. Deng Weiming as a non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	378,779,362	99.70%	Yes
	(5) To consider the re-election of Mr. Lu Qing as a non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	378,779,362	99.70%	Yes
	(6) To consider the election of Mr. Xia Dechuan as an executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,319,373	99.85%	Yes

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes representing of the voting rights at the AGM (%)	Elected or not
16.	Resolutions in relation to election of independent directors:			
	(1) To consider the election of Ms. Du Jie as an independent non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,899,014	99.99%	Yes
	(2) To consider the re-election of Mr. Chu Wai Tsun, Vincent as an independent non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,359,003	99.86%	Yes
	(3) To consider the election of Mr. Zhang Chun as an independent non-executive director of the eighth session of the Board of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,899,014	99.99%	Yes
17.	Resolution in relation to election of supervisor:			
	(1) To consider the re-election of Mr. Zhang Yinqian as the candidate for non-employee supervisor of the eighth session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and approval of the resolution at the general meeting of the Company.	379,319,373	99.85%	Yes

Mr. Li Chenqi of Baker Tilly China (Special General Partnership) 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. In relation to resolution No. 11, pursuant to relevant requirements, Panda Electronics Group Limited and Nanjing Electronics Information Industrial Corporation constitute related parties of the Company and were required to abstain from voting in respect of this resolution. The effective number of votes for resolution No. 11 at the AGM totaled 5,971,928 shares (including 20,276 A shares and 5,951,652 H shares). The effective number of votes for resolutions Nos. 1 to 10 and Nos. 12 to 17 at the AGM totaled 379,902,614 shares (including 373,950,962 A shares and 5,951,652 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the AGM.
3. Mr. Jing Zhong and Mr. Sun Xianchao, the PRC lawyers from Yongheng Partners (江蘇永衡昭輝律師事務所), attended and witnessed the AGM, and issued a PRC legal opinion 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 DIRECTORS

As resolutions Nos. 15 and 16 have been passed, Mr. Lai Weide, Mr. Xu Guofei and Mr. Xia Dechuan have been appointed as executive directors of the eighth session of board of directors (the “**Board**”) of the Company; meanwhile, Mr. Yu Yanqiu, Mr. Deng Weiming and Mr. Lu Qing have been appointed as non-executive directors of the Board; and Ms. Du Jie, Mr. Chu Wai Tsun, Vincent and Mr. Zhang Chun have been appointed as independent non-executive directors of the Board, with effect from 30 June 2015. Biographies of all directors of the eighth session of the Board are as follows:

EXECUTIVE DIRECTORS

LAI Weide

Mr. LAI Weide, born in 1958, is a senior accountant and holds a master’s degree from University of Electronic Science and Technology of China. Mr. Lai has served as Deputy Director-General and Director-General of the Ministry of Machine-Building and Electronics Industry of the PRC, Deputy Head and Head of the Assets and Finance Department of China Electronics Corporation and General Manager of Nanjing Electronics Information Industrial Corporation, etc. He currently serves as Deputy General Manager of China Electronics Corporation, the Chairman of Nanjing Electronics Information Industrial Corporation, the Chairman of Panda Electronics Group Limited, the Chairman of the Company and the Chairman of Nanjing Huadong Electronics Information & Technology Company Limited (南京華東電子信息科技股份有限公司) (a company listed on the Shenzhen Stock Exchange; stock code: 000727). Mr. Lai Weide has engaged in the work of operation and management in central enterprises for a long period and has advanced enterprise management philosophy and experience.

Save as disclosed above, Mr. Lai Weide did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Lai Weide was appointed as an executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Lai Weide will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Lai Weide 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. Lai Weide 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 Mr. Lai Weide which needs to be brought to the attention of the Shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

XU Guofei

Mr. XU Guofei, born in 1962, is a senior post-graduate engineer and holds a master's degree. Mr. Xu has served as standing Deputy Manager of the Communication Equipment Department and General Manager of the Military Communications Department of Panda Electronics Group Limited, Deputy General Manager of Panda Electronics Group Limited and Deputy General Manager of Nanjing Electronic Information Industrial Corporation, etc. Mr. Xu has been the General Manager of Panda Electronics Group Limited since November 2004 until now, the General Manager of Nanjing Electronic Information Industrial Corporation since July 2010 until now, assistant to the General Manager of China Electrics Corporation since June 2013 until now, chairman of Nanjing CEC Panda Flat Panel Display Technology Co., Ltd. since August 2013 until now and chairman of Nanjing CEC Panda LCD Technology Co, Ltd. since December 2013 until now. He is currently the Vice Chairman of the Company and the Vice-chairman of Nanjing Huadong Electronics Information & Technology Company Limited (南京華東電子信息科技股份有限公司) (a company listed on the Shenzhen Stock Exchange; stock code: 000727). Mr. Xu Guofei has engaged in the work of development and management of communication technology for a long period and has extensive knowledge of electronics technology and experience in management.

Save as disclosed above, Mr. Xu Guofei did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Xu Guofei was appointed as an executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Xu Guofei will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Xu Guofei 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. Xu Guofei is deemed to be interested in 2,546 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 Mr. Xu Guofei which needs to be brought to the attention of the Shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

XIA Dechuan

Mr. XIA Dechuan, born in 1970, is a senior engineer at post-graduate level, graduated from Xidian University majoring in Electronic Mechanics and holds a master's degree in business administration from the Southeast University. Mr. Xia has served as Deputy Head and Head of the NFC Design Institute under Panda Electronics Group Limited, a standing Deputy General Manager of Nanjing Panda Information Industry Co., Ltd. He also served as a Deputy General Manager of the Company from July 2008 to September 2011 and a General Manager of Nanjing Panda Information Industry Co., Ltd. from July 2008 to July 2013. He is the General Manager of the Company since October 2011 until now. He concurrently served as the secretary to the Party Committee of the Company from October 2011 to February 2015. Mr. Xia was appointed as a non-executive director of the Company in September 2013. Mr. Xia Dechuan has long been engaged in the management of information technology industry, and has extensive professional knowledge and experience in operation and management.

Save as disclosed above, Mr. Xia Dechuan did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Xia Dechuan was appointed as an executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Xia Dechuan will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Xia Dechuan 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. Xia Dechuan 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 Mr. Xia Dechuan which needs to be brought to the attention of the Shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

NON-EXECUTIVE DIRECTORS

YU Yanqiu

Mr. YU Yanqiu, born in 1959, graduated from Xidian University in 1982 majoring in radar engineering, and is a post-graduate level senior engineer. He currently serves as the deputy general manager of Nanjing Electronics Information Industrial Corporation. Mr. Yu has held several positions including the designer, secretary to the plant office, deputy director of the equipment sub-plant, director of the equipment sub-plant and secretary to the Party Branch of the State-operated Plant No. 772 (國營第七七二廠), and concurrently served as the director of the Applied Complete Machine Business Division. He successively served as the deputy director and director of the State-operated Plant No. 772, the chairman and general manager of Nanjing Sanle Group Co., Ltd. (南京三樂集團有限公司), the deputy general manager of Nanjing Electronics Information Industrial Corporation and the general manager of Nanjing Sanle Electronics Information Industry Group Co., Ltd. (南京三樂電子信息產業集團有限公司), and concurrently served as the vice chairman of Walton Advanced Engineering Inc. (華東科技股份有限公司), the chief engineer and executive deputy general manager of Nanjing Electronics Information Industrial Corporation, and concurrently served as the chairman of Nanjing China Electronics Panda Lighting Co., Ltd. He served as the Vice-chairman of Nanjing Huadong Electronics Information & Technology Company Limited (南京華東電子信息科技股份有限公司) (a company listed on the Shenzhen Stock Exchange; stock code: 000727) from 25 May 2012 to 20 October 2014.

Save as disclosed above, Mr. Yu Yanqiu did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Yu Yanqiu was appointed as a non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Yu Yanqiu will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Yu Yanqiu 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. Yu Yanqiu 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 Mr. Yu Yanqiu which needs to be brought to the attention of the Shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

DENG Weiming

Mr. DENG Weiming, born in 1964, graduated from Huazhong College of Technology (Now known as Huazhong University of Science and Technology) majoring in information engineering and graduated from Nanjing University of Aeronautics and Astronautics with master's degree in Management Science and Engineering. He is a senior engineer and holds a master's degree. Mr. Deng has served in Panda Electronics Group Limited as Office Head, Deputy Head, Head and deputy chief engineer of the First Design Institute, General Manager of Communications Department and Deputy General Manager of Panda Electronics Group Limited. He has been a Deputy General Manager of Panda Electronics Group Limited since July 1999 until now, and the General Manager of Nanjing Zhongdian Panda Home Appliances Co., Ltd. since June 2009 until now and the General Manager of Nanjing Panda Electronics Import/Export Co., Ltd. since January 2011 until now. He has holds the position of a non-executive director of the Company since May 2010. Mr. Deng Weiming has engaged in the work of communication technology development and management for a long period and has extensive knowledge of electronics technology and experience in management.

Save as disclosed above, Mr. Deng Weiming did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Deng Weiming was appointed as a non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Deng Weiming will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Mr. Deng Weiming's spouse is the elder sister of the spouse of Mr. Guo Qing, a deputy general manager of the Company. Save as disclosed above, Mr. Deng Weiming 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. Deng Weiming 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 Mr. Deng Weiming which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

LU Qing

Mr. LU Qing, born in 1965, is a senior engineer at researcher level and holds a master's degree. Mr. Lu has served in Panda Electronics Group Limited as Deputy Head and Head of the Quality Inspection Department of the NFC Production Department, Head of the Quality Inspection Department and the Quality Inspection Department (Second Division) of the Communications Equipment Department, Deputy General Manager, standing Deputy General Manager and General Manager of the Military Communications Department, and Assistant General Manager and Deputy General Manager of Panda Electronics Group Limited etc. He has been a Deputy General Manager of Panda Electronics Group Limited and the General Manager of Nanjing Panda Handa Technology Co., Ltd. since January 2009 until now. He has held the position of a non-executive director of the Company since June 2006. Mr. Lu Qing has engaged in the development and management of communication technology for a long period and has extensive knowledge of electronics profession and experience in operation management.

Save as disclosed above, Mr. Lu Qing did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Lu Qing was appointed as a non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Lu Qing will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Lu Qing 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. Lu Qing 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 Mr. Lu Qing which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

DU Jie

Ms. DU Jie, born in 1955, holds a doctoral degree and a certified accountant qualification. She served as the chief accountant of the First Division of No. 1 Engineering Bureau of Ministry of Electric Power (電力部第一工程局一處) and was a teacher of Jilin School of Commerce (吉林商業專科學校). She is currently a professor of the School of Economics of Jilin University. She currently serves as independent director of Changchun Yidong Clutch Co., Ltd. (長春一東離合器股份有限公司) (stock code: 600148), Changchun Gas Co., Ltd. (長春燃氣股份有限公司) (stock code: 600333) and Changchun Jingkai (Group) Co., Ltd. (長春經開(集團)股份有限公司) (stock code: 600215), all of which are listed on the Shanghai Stock Exchange. As Ms. Du Jie has long been engaged in the research and education of financial management and finance, she has gained a relatively high level of expertise and extensive experience in the field.

Save as disclosed above, Ms. Du Jie did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Ms. Du Jie was appointed as an independent non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Ms. Du Jie will be determined with reference to market conditions, her duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Ms. Du Jie 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, Ms. Du Jie 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 Ms. Du Jie which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

CHU Wai Tsun, Vincent

Mr. CHU Wai Tsun, Vincent, born in 1974, is a Certified Public Accountant in Australia. He obtained a master's degree in finance at the University of New South Wales in 2002. Mr. Chu Wai Tsun, Vincent served as Audit Manager in PricewaterhouseCoopers from April 2005 to December 2009, and Senior Audit Manager in Baker Tilly Hong Kong Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code 1980) from January 2009 to June 2010 and has been appointed as the Financial Controller of Eternal Optical & Perfumery (Far East) Limited since July 2010. He serves as an independent non-executive director of the Company since March 2012. Mr. Chu Wai Tsun, Vincent has engaged in auditing and finance work for a long period and has extensive experience in financial management.

Save as disclosed above, Mr. Chu Wai Tsun, Vincent did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Chu Wai Tsun, Vincent was appointed as an independent non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Chu Wai Tsun, Vincent will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Chu Wai Tsun, Vincent 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. Chu Wai Tsun, Vincent 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 Mr. Chu Wai Tsun, Vincent which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

ZHANG Chun

Mr. ZHANG Chun, born in 1979, is a bachelor's degree holder. He served as a law teacher of Jinling Institute of Technology from June 2000 to April 2004, and works for Jiangsu Liu Hong Law Firm as a full-time lawyer since May 2004. Mr. Zhang Chun has worked for several enterprises and public institutions as a legal adviser for years and has extensive practical experience in legal practice related to corporate operation and management.

Save as disclosed above, Mr. Zhang Chun did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Zhang Chun was appointed as an independent non-executive director of the eighth session of the Board for a term of three years. The remuneration payable to Mr. Zhang Chun will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that the total annual remuneration of the directors, supervisors and senior management of the Company shall not exceed the limit of RMB4,500,000.00.

Save as disclosed above, Mr. Zhang Chun 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. Zhang Chun 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 Mr. Zhang Chun which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The appointment of the Chairman of the Board, members of the Strategy Committee, Audit Committee, Nomination Committee, Remuneration and Evaluation Committee

The eighth session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held after the AGM on 30 June 2015:

- (1) To appoint executive director Mr. Lai Weide as the Chairman of the Board; appoint executive director Mr. Xu Guofei and non-executive director Mr. Yu Yanqiu as vice-chairmen of the Board, with effect from 30 June 2015;
- (2) To appoint Chairman of the Board Mr. Lai Weide, vice-chairmen of the Board Mr. Xu Guofei and Mr. Yu Yanqiu, executive director Mr. Xia Dechuan, and independent non-executive director Mr. Chu Wai Tsun, Vincent as members of the Strategy Committee, and Mr. Lai Weide as the chairman of the Strategy Committee, with effect from 30 June 2015;
- (3) To appoint non-executive director Mr. Deng Weiming, non-executive director Mr. Lu Qing, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Chu Wai Tsun, Vincent and independent non-executive director Mr. Zhang Chun as members of the Audit Committee, and Ms. Du Jie as the chairperson of the Audit Committee, with effect from 30 June 2015;
- (4) To appoint Chairman of the Board Mr. Lai Weide, vice-chairman of the Board Mr. Xu Guofei, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Chu Wai Tsun, Vincent and independent non-executive director Mr. Zhang Chun as members of the Nomination Committee, and Mr. Chu Wai Tsun, Vincent as the chairman of the Nomination Committee, with effect from 30 June 2015;
- (5) To appoint vice-chairman of the Board Mr. Yu Yanqiu, executive director Mr. Xia Dechuan, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Chu Wai Tsun, Vincent and independent non-executive director Mr. Zhang Chun as members of the Remuneration and Evaluation Committee, and Mr. Zhang Chun as the chairman of the Remuneration and Evaluation Committee, with effect from 30 June 2015;
- (6) To appoint executive director Mr. Xia Dechuan as the general manager of the Company, Mr. Shen Jianlong as the secretary to the Board of the Company, Mr. Liu Kun, Mr. Zhou Guixiang and Mr. Guo Qing as deputy general managers of the Company, and Mr. Shen Jianlong as the chief accountant of the Company, each for a term of three years, which is the same as the term of the eighth session of the Board of the Company.

Attachment: Biographies of senior management

Mr. XIA Dechuan, born in 1970, graduated from Xidian University majoring in Electronic Mechanics and obtained an MBA degree from Southeast University, is a senior engineer at researcher level and holds a master's degree in business administration from the Southeast University. Mr. Xia has served as Deputy Head and Head of the NFC Design Institute under Panda Electronics Group Limited, a standing Deputy General Manager of Nanjing Panda Information Industry Co, Ltd.. He also served as a Deputy General Manager of the Company from July 2008 to September 2011, and the General Manager of Nanjing Panda information Industry Co., Ltd. from July 2008 to July 2013. He has served as the General Manager of the Company since October 2011 and the Communist Party Committee Secretary of the Company from October 2011 to February 2015. Mr. Xia was appointed as a non-executive Director of the Company in September 2013. Mr. Xia Dechuan has long been engaged in the management of information technology industries, and has extensive professional knowledge and experience in operation and management.

Mr. LIU Kun, born in 1966, is a senior engineer and holds a bachelor's degree. Mr. Liu has served as Deputy Head of the Precision Machinery Department, General Manager of Nanjing Panda Accurate Machinery Co., Ltd., Deputy General Manager and General Manager of Electromechanical Instruments Industrial Corporation (機電儀產業集團), and Deputy General Manager of Nanjing Panda Electronics Company Limited etc. He has been a Deputy General Manager of Nanjing Panda Electronics Company Limited since August 2002 up to now, and the General Manager of Nanjing Panda Electronic Equipment Co., Ltd. since June 2009 up to now. Mr. Liu has long been engaged in the development and management of electronic and industrial automation equipment, as well as environmental protection equipment, and has extensive professional knowledge and experience in operation and management.

Mr. ZHOU Guixiang, born in 1971, is a senior engineer and holds a master's degree. Mr. Zhou has served as Manager of Electronic Substrate Plant (電子基板廠), Manager of the Surface Mounting Center (表面裝聯中心), General Manager of Electronics Manufacturing Industrial Group (電子製造產業集團), and Assistant to the General Manager of Panda Electronics Group Limited etc. He has been the General Manager of Nanjing Panda Electronics Manufacturing Co., Ltd. since June 2004 up to now, and a Deputy General Manager of Nanjing Panda Electronics Company Limited since November 2011 up to now. Mr. Zhou has long been engaged in the management of electronics manufacturing and has extensive experience in operation and management.

Mr. SHEN Jianlong, born in 1963, is a senior accountant and holds a bachelor's degree. Mr. Shen has served as Director General of the Finance Department, Deputy Head of the Assets and Finance Department, and deputy chief accountant of Nanjing Panda Electronics Company Limited etc. He has been the Chief Accountant, Secretary to the Board of the Company, and Company Secretary of Nanjing Panda Electronics Company Limited since April 2006 up to now. Mr. Shen has long been engaged in the management of corporate finance, and has extensive professional knowledge in finance and experience in operation and management.

Mr. GUO Qing, born in 1962, is a senior engineer and holds a bachelor's degree. Mr. Guo has served as the Deputy Chief Engineer of Panda Electronics Group Limited and Deputy General Manager of Nanjing Panda Information Industry Co., Ltd., etc. He was the Deputy Chief Engineer of the Company, Deputy General Manager of Nanjing Panda Information Industry Co., Ltd. and General Manager of Nanjing Panda Electromechanical Instruments Technology Co., Ltd. from December 2008 to December 2011. Mr. Guo has been the Deputy Chief Engineer of the Company and General Manager of Nanjing Panda Electromechanical Instruments Technology Co., Ltd. from January 2012 to December 2013. He was also the Standing Deputy General Manager of Nanjing Panda Information Industry Co, Ltd. from January 2012 to July 2013 and has been the Deputy General Manager of the Company and the General Manager of Nanjing Panda Information Industry Co, Ltd. since July 2013 up to now. Mr. Guo has long been engaged in business management in the industry of information technology and has extensive experience in management and professional knowledge.

APPOINTMENT OF SUPERVISOR

As the resolution No. 17 has been passed, Mr. Zhang Yinqian has been appointed as the supervisor of the eighth session of the Supervisory Committee of the Company, with effect from 30 June 2015. His biography is detailed as below:

Mr. ZHANG Yinqian, born in 1955, is a senior engineer with Bachelor's degree. Mr. Zhang previously served as the deputy president, the deputy secretary of the Party Committee and the secretary of the Discipline Inspection Committee of Huadong Electronics Group Company (華東電子集團公司), the general manager of Huadong Electronics Information & Technology Co., Ltd. (華東電子信息科技股份有限公司), and the secretary of the Party Committee and the deputy executive president of Huadong Electronics Group Co., Ltd (華東電子集團有限公司), etc. He was the provisional deputy secretary of the Party Committee and the provisional secretary of the Discipline Inspection Committee of Nanjing Electronics Information Industrial Corporation from March 2008 to October 2008. He served as the deputy secretary of the Party Committee and the secretary of the Discipline Inspection Committee of Nanjing Electronics Information Industrial Corporation from October 2008 to August 2013. He has been the secretary of the Party Committee and the secretary of the Discipline Inspection Committee of Nanjing Electronics Information Industrial Corporation since August 2013 until now. He was also the secretary of the Party Committee of Huadong Electronics Group Co., Ltd. from March 2008 to December 2008, and the chief legal counsel of Nanjing Electronics Information Industrial Corporation from August 2008 to September 2013, the chairman of the Labor Union of Nanjing Electronics Information Industrial Corporation since December 2010 until now and the secretary of the Party Committee of Panda Electronics Group Limited since April 2011 until now. He was appointed as the Chairman of the Supervisory Committee of the Company in September 2013. Mr. Zhang Yinqian has long been engaged in enterprise management and has extensive experience in operation and management.

Save as disclosed above, Mr. Zhang Yinqian did not hold any position in the Company or any of its subsidiaries and did not hold any directorship in any other listed public companies during the past three years.

Mr. Zhang Yinqian has been appointed as a supervisor of the eighth session of the Supervisory Committee for a term of three years. The remuneration payable to Mr. Zhang Yinqian will be determined with reference to market conditions, his duties and responsibilities in the Company and on the basis that total annual remuneration of the directors, supervisors and senior management shall not exceed the limit of RMB4,500,000.00 million.

Save as disclosed above, Mr. Zhang Yinqian 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. Zhang Yinqian 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 Mr. Zhang Yinqian which needs to be brought to the attention of the shareholders of the Company; nor is there any information which is discloseable pursuant to the requirements in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

APPOINTMENT OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE

The appointment of Mr. Zhang Yinqian as the chairman of the Supervisory Committee of the Company was unanimously approved by the eighth session of the Supervisory Committee at its meeting convened on 30 June 2015 following the annual general meeting, with effect from 30 June 2015.

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

Nanjing, the People's Republic of China
30 June 2015

As at the date of this announcement, the Board comprises Executive Directors: Mr. Lai Weidi, Mr. Xu Guofei and Mr. Xia Dechuan; Non-executive Directors: Mr. Yu Yanqiu, Mr. Deng Weiming and Mr. Lu Qing; and Independent Non-executive Directors: Ms. Du Jie, Mr. Chu Wai Tsun, Vincent and Mr. Zhang Chun.