

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Announcement in Relation to Postponement of the Plan for Increase in Shareholding of the Company by the Controlling Shareholder of Nanjing Panda Electronics Company Limited (the “**Company**”) published on the website of the Shanghai Stock Exchange of the People's Republic of China by Nanjing Panda Electronics Company Limited is set out herein for reference only.

By Order of the Board of Directors
Nanjing Panda Electronics Company Limited
Xu Guofei
Chairman

Nanjing, the People's Republic of China
27 July 2016

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

NANJING PANDA ELECTRONICS COMPANY LIMITED ANNOUNCEMENT IN RELATION TO POSTPONEMENT OF THE PLAN FOR INCREASE IN SHAREHOLDING OF THE COMPANY BY THE CONTROLLING SHAREHOLDER

The board of directors of the Company and all its members warrant that this announcement does not contain any false representations, misleading statements or material omissions, and accept several and joint responsibilities for the truthfulness, accuracy and completeness of the contents of this announcement.

Nanjing Panda Electronics Company Limited (the “Company” or “Nanjing Panda”) published the Announcement in Relation to the Plan for Increase in Shareholding of the Company by the Controlling Shareholder of Nanjing Panda and the Announcement in Relation to the Increase in Shareholding of the Company by the Controlling Shareholder on 10 July and 21 July 2015 respectively. On 27 July 2016, the Company received a notice from Nanjing Electronics Information Industrial Corporation (“NEIIC”), the controlling shareholder of the Company, stating that NEIIC proposed to postpone its plan for increase in shareholding of the Company. Details of which are set out as follows:

I. Major Contents of the Plan for Increase in Shareholding

According to the relevant provisions of China Securities Regulatory Commission, NEIIC proposed to increase its shareholding of A shares of Nanjing Panda by directional assets management plan through securities companies and fund management companies with the amount of increase in shareholding no less than RMB150 million in not more than twelve months. According to the relevant provisions of China Securities Regulatory Commission and Securities and Futures Commission of Hong Kong, the increase in shareholding of H shares of Nanjing Panda will be carried out by NEIIC in due course subject to the securities market situation in the forthcoming twelve months. NEIIC undertakes not to reduce its shareholding in the Company during the implementation of the increase in shareholding and within the statutory period.

For details of the plan for increase in shareholding of the Company, please refer to the Announcement in Relation to the Plan for Increase in Shareholding of the Company by the Controlling Shareholder of Nanjing Panda Electronics Company Limited (Lin 2015-043) and Announcement in Relation to the Increase in Shareholding of the Company by the Controlling Shareholder (Lin 2015-046) on China Securities Journal, Shanghai Securities News and the website of the Shanghai Stock Exchange published by the Company on 10 July and 21 July 2015 respectively.

II. Implementation of the Plan for Increase in Shareholding

In line with the above plan for increase in shareholding, from 17 July 2015, NEIIC started to increase its shareholding in Nanjing Panda by purchasing an additional 5,474,825 A shares and 7,496,000 H shares in aggregate in the secondary market through directional assets management plan of securities companies at a consideration of RMB80.0721 million and RMB47.6732 million respectively, representing 0.60% and 0.82% of the total share capital of the Company. All of the additional shares represent 1.42% of the total share capital.

As at the date thereof, NEIIC directly holds 44,690,511 A shares and 7,496,000 H shares of the Company, representing 4.89% and 0.82% of the total share capital of the Company, respectively; and indirectly holds 210,661,444 A shares of the Company, representing 23.05% of the total share capital of the Company through Panda Electronics Group Limited, the controlling shareholder of the Company. In aggregate, it holds 262,847,955 shares of the Company, representing 28.76% of the total share capital of the Company.

III. Explanation on Postponement of the Plan for Increase in Shareholding

1. According to the notice of NEIIC, being confident about the future development of Nanjing Panda, NEIIC intended to extend the implementation period of the plan for increase in shareholding for six months.
2. The actions relating to the plan for increase in shareholding will be in compliance with the relevant provisions of the Company Law and Securities Law of the PRC and other laws and regulations as well as the relevant regulations of the China Securities Regulatory Commission and Shanghai Stock Exchange.

IV. The Company will continue to oversee the implementation progress of the plan for increase in shareholding by the controlling shareholders and comply with the information disclosure obligations in a timely manner in accordance with relevant provisions.

Announcement is hereby given.

The board of directors of
Nanjing Panda Electronics Company Limited
27 July 2016

- Document available for inspection:
 - (I) Notice on the Postponement of the Plan for Increase in Shareholding of NEIIC