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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 CHANGE IN SHARES OF THE MANAGEMENT

This announcement is made by Nanjing Panda Electronics Company Limited pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

### BACKGROUND

Nanjing Panda Electronics Company Limited (hereinafter referred to as “**the Company**”) received a report submitted by Mr. Guo Qing, the Deputy General Manager, stating that he has conducted irregular trading of the Company’s A shares during the period from 1 March to 24 November 2016. The relevant information is hereby announced as follows:

According to the report from Mr. Guo Qing, the Deputy General Manager of the Company, on 1 March 2016, he purchased 5,000 A shares of the Company at a trading price of RMB11.17 per share with an aggregate transaction amount of RMB55,850 and subsequently on 7 March 2016, he sold out such 5,000 A shares of the Company at a trading price of RMB11.97 per share with an aggregate transaction amount of RMB59,850; on 14 March 2016, he purchased 1,500 A shares of the Company at a trading price of RMB12.10 per share with an aggregate transaction amount of RMB18,150; on 5 September 2016, he purchased 600 A shares of the Company at a trading price of RMB15.50 per share with an aggregate transaction amount of RMB9,300; subsequently on 24 November 2016, he sold out such 2,100 A shares of the Company at a trading price of RMB15.47 per share with an aggregate transaction amount of RMB32,487. The proceeds from above trading activities were RMB9,037. As of the date of this announcement, Mr. Guo Qing does not hold any shares of the Company.

The above trading activities constituted a short-swing trading in breach of the requirements under Article 47 of the Securities Law of the People's Republic of China (hereinafter referred to as "**Securities Law**") and also breached the requirements under Articles 11 and 13 of the Administrative Rules on Shares Held by the Directors, Supervisors and Senior Management of Listed Companies and the Changes Thereof (《上市公司董事、監事和高級管理人員所持本公司股份及其變動管理規則》) for no report or notification made in respect of such activities to the Company in a timely manner and for trading the Company's shares within 30 days prior to the publication of periodical reports by the Company.

## **HANDLING OF THE IRREGULAR TRADING OF A SHARES**

The Board of Directors of the Company has made the following decisions for the irregular trading of A shares of the Company by Mr. Guo Qing:

1. Pursuant to Article 47 of the Securities Law, where any director, supervisor and senior management member of a listed company or any shareholder who holds more than 5% of the shares of a listed company, sells the stocks of the company held within 6 months after its purchase, or purchases any stock sold within 6 months thereafter, the proceeds generated therefrom shall be attributable to the company and the board of directors of the company shall forfeit such proceeds. The Board of Directors of the Company will therefore forfeit the proceeds of RMB9,037 generated from the irregular trading of the Company's shares by Mr. Guo Qing in accordance with the aforesaid provision.
2. The Board of Directors of the Company has duly informed all the Directors, Supervisors and senior management about the irregular trading of the Company's A shares by Mr. Guo Qing.

After the occurrence of the incident, Mr. Guo Qing deeply recognized the seriousness of such non-compliance and rendered his sincere apologies to all the investors for his irregular trading of A shares. The Company will further strengthen its training on the relevant laws and regulations for the Directors, Supervisors and senior management, and urge the relevant staff to strictly comply with the relevant laws and regulations to avoid any reoccurrence of such similar incident.

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

Nanjing, the People's Republic of China  
24 March 2017

*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.*