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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 2017 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; AND  
PAYMENT OF FINAL DIVIDEND**

### **RESOLUTIONS PASSED AT THE 2017 ANNUAL GENERAL MEETING**

The 2017 annual general meeting (the “**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Friday, 29 June 2018 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 11 May 2018 and the supplemental notice of the AGM dated 24 May 2018.

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. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) .

Altogether 17 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 598,914,864 shares in total (including 357,499,294 A shares and 241,415,570 H shares) or 65.54%% in the Company’s total issued share capital.

The AGM was chaired by Mr. Lu Qing, director of the Company. 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 “ <b>Board</b> ”) for the year 2017;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2017;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
3.	To consider and approve the audited financial reports of the Company for the year 2017;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
4.	To consider and approve the financial budget report of the Company for the year 2018;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
5.	To consider and approve the profit appropriation plan of the Company for the year 2017;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
6.	To consider and approve the limit on the aggregate annual remuneration of directors, supervisors and senior management members of RMB6,800,000, and to determine, within the above limit, the remuneration of relevant directors and supervisors for the period from 1 January 2018 to the expiry of the eighth session of the Board and the supervisory committee and senior management members whose terms of office are identical to the eighth session of the Board for the corresponding period;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
7.	To consider and approve the reappointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the Company’s international auditor and PRC auditor as well as internal control auditor respectively for the year 2018, and authorize the Board to determine their remuneration within the limit of RMB2,100,000;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
8.	To consider and approve the 2017 annual report of the Company and its summary;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
9.	To consider and approve the report of the independent directors of the Company for the year 2017;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
10.	To consider and approve to fix the remuneration of the members of the ninth session of the Board within the limit of RMB6.8 million, being the aggregate annual remuneration of the directors, supervisors and senior management;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
11.	To consider and approve to fix the remuneration of the members of the ninth session of the supervisory committee within the limit of RMB6.8 million, being the aggregate annual remuneration of the directors, supervisors and senior management;	359,009,866 (99.94%)	205,000 (0.06%)	0 (0%)
Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not
12.00	Resolutions in relation to election of directors of the ninth session of the Board:			
12.01	To consider the election of Mr. Xu Guofei as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	358,934,306	99.92	Yes
12.02	To consider the election of Mr. Chen Kuanyi as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	357,264,795	99.46	Yes
12.03	To consider the election of Mr. Xia Dechuan as an executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	358,736,306	99.87	Yes

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not
12.04	To consider the election of Mr. Lu Qing as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	358,844,306	99.90	Yes
12.05	To consider the election of Mr. Deng Weiming as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	358,844,306	99.90	Yes
12.06	To consider the election of Mr. Gao Gan as a non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	358,934,306	99.92	Yes
13.00	Resolutions in relation to election of independent non-executive directors of the ninth session of the Board of the Company:			
13.01	To consider the election of Ms. Du Jie as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	359,002,867	99.94	Yes
13.02	To consider the election of Mr. Zhang Chun as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	359,002,867	99.94	Yes
13.03	To consider the election of Mr. Gao Yajun as an independent non-executive director of the ninth session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	359,002,867	99.94	Yes

Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not
14.00	Resolution in relation to election of non-employee supervisor of the ninth session of the supervisory committee of the Company:			
14.01	To consider the election of Mr. Tu Changbai as the non-employee supervisor of the ninth session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company.	359,002,867	99.94	Yes

Mr. Meng Qingxiang (孟慶祥) of BDO China Shu Lun Pan Certified Public Accountants LLP 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 <sup>(Note 1)</sup> required for approval of the relevant resolutions under the Articles of Association, the resolutions were duly passed.

*Notes:*

1. The effective number of votes for the resolutions at the AGM totaled 359,214,866 shares (including 357,499,294 A shares and 1,715,572 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 Grandall Law Firm (Nanjing) (國浩律師(南京)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 MEMBERS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS (THE “BOARD”) AND THE NINTH SESSION OF THE SUPERVISORY COMMITTEE**

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 29 June 2018, Mr. Xu Guofei, Mr. Chen Kuanyi and Mr. Xia Dechuan have been appointed as executive directors of the Board, Mr. Lu Qing, Mr. Deng Weiming and Mr. Gao Gan have been appointed as non-executive directors of the Board, and Ms. Du Jie, Mr. Zhang Chun and Mr. Gao Yajun have been appointed as independent non-executive directors of the Board.

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 29 June 2018, Mr. Tu Changbai has been appointed as the non-employee supervisor of the ninth session of the supervisory committee of the Company. Meanwhile, as elected at the employees’ representative meeting, Mr. Song Yunfeng and Mr. Zhou Yuxin have been appointed as the employee representative supervisors of the ninth session of the supervisory committee of the Company for a term of three years, which is the same as the term of the ninth session of the supervisory committee of the Company.

Biographical details of each of the above directors and supervisors are set out in the announcement of the Company dated 24 May 2018 and remain unchanged as at the date of this announcement.

## **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**

The ninth session of the Board of the Company has approved unanimously the below resolutions at the Board meeting held after the AGM on 29 June 2018:

- (1) To appoint executive director Mr. Xu Guofei as the chairman of the Board and executive director Mr. Chen Kuanyi as vice-chairman of the Board, with effect from 29 June 2018;
- (2) To appoint chairman of the Board Mr. Xu Guofei, vice-chairman of the Board Mr. Chen Kuanyi, executive director Mr. Xia Dechuan, non-executive director Mr. Lu Qing, and independent non-executive director Mr. Gao Yajun as members of the Strategy Committee, and Mr. Xu Guofei as the chairman of the Strategy Committee, with effect from 29 June 2018;

- (3) To appoint non-executive director Mr. Lu Qing, non-executive director Mr. Deng Weiming, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Zhang Chun and independent non-executive director Mr. Gao Yajun as members of the Audit Committee, and Ms. Du Jie as the chairman of the Audit Committee, with effect from 29 June 2018;
- (4) To appoint chairman of the Board Mr. Xu Guofei, vice-chairman of the Board Mr. Chen Kuanyi, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Zhang Chun and independent non-executive director Mr. Gao Yajun as members of the Nomination Committee, and Mr. Gao Yajun as the chairman of the Nomination Committee, with effect from 29 June 2018;
- (5) To appoint executive director Mr. Xia Dechuan, non-executive director Mr. Gao Gan, independent non-executive director Ms. Du Jie, independent non-executive director Mr. Zhang Chun and independent non-executive director Mr. Gao Yajun as members of the Remuneration and Evaluation Committee, and Mr. Zhang Chun as the chairman of the Remuneration and Evaluation Committee, with effect from 29 June 2018.
- (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. Guo Qing, Mr. Hu Huichun and Mr. Shao Bo as the 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 ninth session of the Board of the Company.

*Attachment: Biographical Details of Senior Management*

**Mr. Xia Dechuan**, born in 1970, is a senior engineer at researcher level, graduated from Xidian University with a bachelor's degree 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 Nanjing Panda Electronics Company Limited from July 2008 to September 2011 and a General Manager of Nanjing Panda Information Industry Co., Ltd. from July 2008 to July 2013. He has been the General Manager of Nanjing Panda Electronics Company Limited since October 2011, and he was concurrently the Communist Party Committee Secretary of Nanjing Panda Electronics Company Limited from October 2011 to February 2015. Mr. Xia was appointed as an executive Director of Nanjing Panda Electronics Company Limited in June 2015. He 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, and the General Manager of Nanjing Panda Electronics Equipment Co., Ltd. since June 2009. Mr. Liu has long been engaged in the development and management of electronic and industrial automation equipment, as well as environmental protection equipment, has extensive professional knowledge and 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 the Director General of the Finance Department, Deputy Head of the Assets and Finance Department, and deputy chief accountant of Nanjing Panda Electronics Company Limited. He has been the Chief Accountant, Secretary to the Board and Company Secretary of Nanjing Panda Electronics Company Limited since April 2006. Mr. Shen has long been engaged in the management of corporate finance, 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 Nanjing Panda Electronics Company Limited and Deputy General Manager of Nanjing Panda Information Industry Co., Ltd. etc. He was the Deputy Chief Engineer of Nanjing Panda Electronics Company Limited, 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 January 2012. Mr. Guo has been the Deputy Chief Engineer of Nanjing Panda Electronics Company Limited, standing Deputy General Manager of Nanjing Panda Information Industry Co., Ltd., General Manager of Nanjing Panda Electromechanical Instruments Technology Co., Ltd. from January 2012 to July 2013. He also has been the Deputy General Manager of Nanjing Panda Electronics Company Limited and the General Manager of Nanjing Panda Information Industry Co., Ltd. since July 2013. He was the Deputy Chief Engineer of Nanjing Panda Electronics Company Limited and General Manager of Nanjing PANDA Mechatronics Instrument Technology Co., Ltd. from July 2013 to January 2014. Mr. Guo has long been engaged in business management in the industry of information technology, has extensive experience in management and professional knowledge.



**Mr. Hu Huichun**, born in 1973, graduated with a master degree from the Party School of the Central Committee of CPC majoring in economic management and is an economist. He successively served as the Deputy Head of the office of Panda Electronics Group Limited and the General Manager of the production company of Panda Electronic Industry Group (熊貓電子製造產業集團製造公司). He has served as the Deputy General Manager of Nanjing Panda Electronic Manufacture Co., Ltd. (南京熊貓電子製造有限公司) from December 2008 to May 2016. He has been the Deputy General Manager of Nanjing Panda Electronics Company Limited and the General Manager of Nanjing Panda Electronic Manufacture Co., Ltd. since May 2016. Mr. Hu has been engaged in the management in the electronic industry for a long period with extensive experience in operation and management.

**Mr. Shao Bo**, born in 1980, has a bachelor's degree in finance from School of Finance of Shandong University of Finance and Economics and has a master degree and doctorate degree in politics and economics from Economics School of Jilin University. He is an economist. He successively served as the Head of Capital Operation Division of Asset Operation Department, the Deputy Head of Production and Operation Division of Production and Operation Department of China Electronics Corporation (中國電子信息產業集團有限公司) and Secretary to the Board of IRICO Group (彩虹集團公司), etc. He has served as Deputy Head of Production and Operation Division of Production and Operation Department of China Electronics Corporation from October 2013 to May 2016 and has served as Secretary to the Board of IRICO Group from December 2013 to March 2016. He has also been the Deputy General Manager of Nanjing Panda Electronics Company Limited. since May 2016. Mr. Shao Bo has been engaged in the management of asset operation and production and operation of state-owned enterprises for a long period with profound professional knowledge in finance and extensive experience in operation and management.

## **APPOINTMENT OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE**

The appointment of Mr. Tu Changbai as the chairman of the Supervisory Committee of the Company was unanimously approved by the ninth session of the Supervisory Committee at its meeting convened on 29 June 2018 following the AGM, with effect from 29 June 2018.

## **PAYMENT OF FINAL DIVIDEND**

References are made to the 2017 preliminary results announcement of the Company dated 29 March 2018 and announcement dated 12 June 2018 (the “**Announcements**”) in relation to, among others, the proposed payment of a final dividend of RMB0.70 (tax inclusive) for every ten shares for the year ended 31 December 2017 (the “**Final Dividend**”). As mentioned above, the profit appropriation plan of the Company for the financial year of 2017 and declaration of the Final Dividend were approved at the AGM.

Details of the Final Dividend are set out in the Announcements. The Company wishes to notify Shareholders of further details of the payment of the Final Dividend as follows:

The relevant exchange rate for converting Renminbi to Hong Kong dollars for the purpose of payment of the Final Dividend is the average exchange rate for Renminbi to Hong Kong dollars as announced by the People's Bank of China for the one calendar week prior to 29 June 2018 (the date at which the Final Dividend was declared at AGM), being RMB0.823048 equivalent to HK\$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK\$0.08505 (tax inclusive).

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

Nanjing, the People's Republic of China  
29 June 2018

*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. Zhang Chun and Mr. Gao Yajun.*