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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 SECOND
EXTRAORDINARY GENERAL MEETING IN 2025
AND
ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE FIRST
H SHAREHOLDERS CLASS MEETING IN 2025**

The proposed resolutions were considered and approved at the EGM and the H Shareholders Class Meeting held on 4 December 2025. No resolution was voted down or amended and no new resolution was proposed at the EGM or the H Shareholders Class Meeting.

The Board confirms the truthfulness, accuracy and completeness of the contents of this announcement and accepts several and joint responsibility for any possible misleading statements or misrepresentation or material omissions contained in this announcement.

RESOLUTIONS PASSED AT THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

The second extraordinary general meeting in 2025 (the “**EGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Thursday, 4 December 2025 at the Conference Room, 7 Jingtian Road, 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 EGM dated 12 November 2025.

As at the date of the EGM, 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 EGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM 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 647 Shareholders and proxies authorized by the Shareholders (including 646 A Shareholders and 1 H Shareholder) attended the EGM, representing 278,858,685 shares in total (including 237,676,685 A shares and 41,182,000 H shares) or 30.515% in the Company's total issued share capital (26.009% for A shares and 4.506% for H shares).

The EGM was chaired by Mr. Xia Dechuan, Chairman of the board of directors of the Company. Directors, supervisors, senior management, PRC accountants and PRC lawyers of the Company attended the EGM. The EGM 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 Company currently has 9 directors, 8 of them attended the EGM, and director Mr. Liu Jianfeng was unable to attend due to official duties.

The following resolutions were considered and approved by way of poll at the EGM:

Resolutions of Non-Cumulative Voting								
SPECIAL RESOLUTIONS		Type of shareholders	For		Against		Abstained	
			Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
1.	To consider and approve the resolution on amendments to certain articles of the Articles of Association of the Company, and to authorize the Company's management to deal with the specific matters relating to the amendments to certain articles of the Articles of Association	A Shares	236,325,585	84.75	1,139,700	0.41	211,400	0.07
		H Shares	41,182,000	14.77	0	0.00	0	0.00
		Total ordinary shares	277,507,585	99.52	1,139,700	0.41	211,400	0.07
2.	To consider and approve the resolution on amendments to the Procedural Rules of Shareholders' Meeting of the Company	A Shares	236,302,585	84.74	1,144,000	0.41	230,100	0.08
		H Shares	41,182,000	14.77	0	0.00	0	0.00
		Total ordinary shares	277,484,585	99.51	1,144,000	0.41	230,100	0.08
3.	To consider and approve the resolution on amendments to the Procedural Rules of the Board of Directors of the Company	A Shares	236,290,185	84.73	1,129,500	0.41	257,000	0.09
		H Shares	41,182,000	14.77	0	0.00	0	0.00
		Total ordinary shares	277,472,185	99.50	1,129,500	0.41	257,000	0.09

Resolutions of Non-Cumulative Voting								
SPECIAL RESOLUTIONS		Type of shareholders	For		Against		Abstained	
			Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
4.	To consider and approve the resolution on Cancellation of the Supervisory Committee of the Company and the abolition of the Procedural Rules of the Supervisory Committee of the Company	A Shares	236,256,185	84.72	1,207,900	0.43	212,600	0.08
		H Shares	41,182,000	14.77	0	0.00	0	0.00
		Total ordinary shares	277,438,185	99.49	1,207,900	0.43	212,600	0.08

Mr. Han Shimin of WUYIGE Certified Public Accountants LLP was appointed as the scrutineer for the vote-taking at the EGM.

All resolutions at the EGM were special resolutions, having been passed by a majority of two-thirds or more votes cast by shareholders (including proxies) present at the EGM ^(Note 1).

Notes:

1. The effective number of votes for the resolutions at the EGM totaled 278,858,685 shares (including 237,676,685 A shares and 41,182,000 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the EGM.

RESOLUTIONS PASSED AT THE FIRST H SHAREHOLDERS CLASS MEETING IN 2025

The first H shareholders class meeting in 2025 (the “**H Shareholders Class Meeting**”) of the Company was held immediately after the conclusion of the EGM of the Company and the first A shareholders class meeting in 2025 of the Company at 3:00 p.m. on Thursday, 4 December 2025 at the Conference Room, 7 Jingtian Road, Nanjing, the PRC, for the purpose of voting on the proposed resolutions as set out in the notice of the H Shareholders Class Meeting dated 12 November 2025.

As at the date of the H Shareholders Class Meeting, the issued share capital of the Company comprised 913,838,529 shares, of which 242,000,000 were H shares, representing the total number of shares entitling the Company’s H shareholders (the “**H Shareholders**”) to attend the H Shareholders Class Meeting. There were no shares entitling the H Shareholders to attend and abstain from voting in favour of the resolutions at the H Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules.

Altogether 1 H Shareholder and proxy authorized by the H Shareholders attended the H Shareholders Class Meeting, representing 41,182,000 H shares in total or 4.506% in the Company's total issued share capital.

The H Shareholders Class Meeting was chaired by Mr. Xia Dechuan, Chairman of the board of directors of the Company. Directors, supervisors, senior management, PRC accountants and PRC lawyers of the Company attended the H Shareholders Class Meeting. The H Shareholders Class Meeting was convened in accordance with the requirements of the PRC laws and regulations and the Articles of Association. The Company currently has 9 directors, 8 of them attended the H Shareholders Class Meeting, and director Mr. Liu Jianfeng was unable to attend due to official duties.

The following resolutions were considered and approved by way of poll at the H Shareholders Class Meeting:

Resolutions of Non-Cumulative Voting								
SPECIAL RESOLUTIONS		Type of shareholders	For		Against		Abstained	
			Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
1.	To consider and approve the resolution on amendments to certain articles of the Articles of Association of the Company, and to authorize the Company's management to deal with the specific matters relating to the amendments to certain articles of the Articles of Association	H Shares	41,182,000	100	0	0.00	0	0.00
		Total ordinary shares	41,182,000	100	0	0.00	0	0.00
2.	To consider and approve the resolution on amendments to the Procedural Rules of Shareholders' Meeting of the Company	H Shares	41,182,000	100	0	0.00	0	0.00
		Total ordinary shares	41,182,000	100	0	0.00	0	0.00

Mr. Han Shimin of WUYIGE Certified Public Accountants LLP was appointed as the scrutineer for the vote-taking at the H Shareholders Class Meeting.

All resolutions at the H Shareholders Class Meeting were special resolutions, having been passed by a majority of two-thirds or more votes cast by shareholders (including proxies) present at the H Shareholders Class Meeting ^(Note 3).

Notes:

- The effective number of votes for the resolutions at the H Shareholders Class Meeting totaled 41,182,000 H shares.
- No resolution was voted down or amended and no new resolution was proposed at the H Shareholders Class Meeting.

ATTESTATION BY LAWYERS

1. The law firm which attested the EGM and the H Shareholders Class Meeting: Grandall Law Firm (Nanjing)

Lawyers: Mr. Jing Zhong and Ms. Yang Fei

2. Conclusive opinions of attestation provided by the lawyers: The convening and the procedures of the second EGM in 2025 and the first H Shareholders Class Meeting in 2025 of Nanjing Panda Electronics Company Limited were in compliance with the laws, administrative regulations and the requirements of the Articles of Association, and the voting results were lawful and valid (the “**Legal Opinion**”).
3. Documents available for inspection: (i) Resolutions passed at the EGM; (ii) Resolutions passed at the H Shareholders Class Meeting; and (iii) Legal Opinion.

By Order of the Board
Nanjing Panda Electronics Company Limited
Xia Dechuan
Chairman

Nanjing, the People’s Republic of China
4 December 2025

As at the date of this notice, the Board comprises Executive Directors: Mr. Xia Dechuan and Mr. Hu Huichun; Non-executive Directors: Mr. Liu Jianfeng, Mr. Hu Jin, Mr. Yi Guofu and Mr. Lv Song; and Independent Non-executive Directors: Mr. Dai Kebin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio.