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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 2024

The proposed resolutions were considered and approved at the EGM held on 27 December 2024. No resolution was voted down or amended and no new resolution was proposed at the EGM.

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 2024

The second extraordinary general meeting in 2024 (“**EGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) was held at 2:30 p.m. on Friday, 27 December 2024 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 11 December 2024.

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. The total number of shares that entitled the Shareholders of the Company to attend and vote on the proposed resolutions were 639,874,474 shares. There was no share entitling the shareholders to attend the EGM but abstain from voting in favour of the resolution as set out in Rule 13.40 of the Listing Rules.

Altogether 949 Shareholders and proxies authorized by the Shareholders attended the EGM, representing 25,817,138 shares in total or 4.04% of the Company’s total issued share capital.

The EGM was chaired by Mr. Hu Huichun, an executive director of the Company. The directors, supervisors and the PRC lawyers of the Company attended the EGM. The EGM was convened in accordance with 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 whom attended the EGM. Mr. Xia Dechuan, the chairman of the Board, was unable to attend due to other business engagement.

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

<b>Resolutions of Non-Cumulative Voting</b>				
<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstained</b>
1.	THAT the Sale Agreement (as defined in the announcement of the Company dated 22 November 2024), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Sale Agreement;	25,264,938 97.86%	354,000 1.37%	198,200 0.77%
2.	THAT the Financial Services Agreement (fund settlement service) (as defined in the announcement of the Company dated 22 November 2024), and the proposed annual caps of the transactions thereunder be and are hereby approved, and the Board is hereby authorized to take all steps necessary or expedient in its opinion to implement and/or give effect to the Financial Services Agreement (fund settlement service).	25,030,338 96.95%	595,200 2.31%	191,600 0.74%

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

As shares represented by the votes in favour of the aforesaid 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, each of the aforesaid resolutions was duly passed.

*Notes:*

1. In relation to the ordinary resolutions No.1 and No.2 proposed at the EGM, China Electronics Corporation (“CEC”) and Nanjing Electronics Information Industrial Corporation (“NEIIC”) are connected persons of the Company in the transaction under such resolutions. Accordingly, CEC, NEIIC and its associates were required to abstain and have abstained from voting on such resolutions (the total number of such abstaining shares was 273,964,055 shares). Save for this, there was no restriction for the shareholders of the Company in respect of voting on the resolutions at the EGM.
2. No resolution was voted down or amended and no new resolution was proposed at the EGM.
3. Mr. Jing Zhong and Ms. Yang Fei, the PRC lawyers from Grandall Law Firm (Nanjing), attended and witnessed the EGM, and issued a PRC legal opinion that the convening and the procedures of the EGM were in accordance with the PRC laws and regulations and the requirements of the Articles of Association, and the eligibility of those attending the EGM and the voting results were lawful and valid (the “**Legal Opinion**”).
4. Documents available for inspection: (i) Resolutions passed at the EGM; and (ii) Legal Opinion.

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

Nanjing, the People’s Republic of China  
27 December 2024

*As at the date of this announcement, 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 Keqin, Ms. Xiong Yanren and Mr. Chu Wai Tsun, Baggio.*