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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 2025 ANNUAL GENERAL MEETING; APPOINTMENT OF NON-EXECUTIVE DIRECTOR; CHANGE OF MEMBER OF THE STRATEGIC AND SUSTAINABILITY COMMITTEE AND REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD; AND PAYMENT OF FINAL DIVIDEND

RESOLUTIONS PASSED AT THE 2025 ANNUAL GENERAL MEETING

The 2025 annual general meeting (the “AGM”) of Nanjing Panda Electronics Company Limited (the “Company”) was held at 2:30 p.m. on Friday, 29 May 2026 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 24 April 2026.

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 810 Shareholders and proxies authorized by the Shareholders attended the AGM, representing 251,318,590 shares in total (including 237,522,590 A shares and 13,796,000 H shares) or 27.501% in the Company’s total issued share capital.

The AGM was chaired by Mr. Xia Dechuan, Chairman of the board of directors of the Company. Directors, 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 the work report of the board of directors of the Company (the “Board”) for the year 2025;	249,639,490 (99.332%)	1,617,800 (0.644%)	61,300 (0.024%)
2.	To consider the final financial report of the Company for the year 2025;	249,638,390 (99.331%)	1,617,400 (0.644%)	62,800 (0.025%)
3.	To consider the financial budget report of the Company for the year 2026;	249,619,690 (99.324%)	1,637,100 (0.651%)	61,800 (0.025%)
4.	To consider the profit appropriation plan of the Company for the year 2025;	249,630,090 (99.328%)	1,632,200 (0.649%)	56,300 (0.023%)
5.	To consider the 2025 annual report of the Company and its summary;	249,631,890 (99.329%)	1,630,900 (0.649%)	55,800 (0.022%)
6.	To consider the resolution on the appointment of audit firm for the year 2026;	249,622,090 (99.325%)	1,638,600 (0.652%)	57,900 (0.023%)
7.	To consider the remuneration management system for directors and senior management of the Company;	249,590,790 (99.312%)	1,657,500 (0.660%)	70,300 (0.028%)
8.	To consider the revised remuneration policy for directors and senior management of the eleventh session of the Board and formulate the 2026 remuneration plan for directors and senior management;	249,567,090 (99.303%)	1,671,200 (0.665%)	80,300 (0.032%)
9.	To consider the resolution on the purchase of liability insurance for directors for the year 2026;	249,598,190 (99.315%)	1,647,400 (0.656%)	73,000 (0.029%)

Resolution of Cumulative Voting					
ORDINARY RESOLUTION		Number of votes	Number of votes as a percentage of the voting rights at the AGM (%)	Elected or not	
10.	Resolution in relation to election of non-executive director of the eleventh session of the Board of the Company	/			
10.01	To consider the election of Xu Jianyu as a non-executive director of the eleventh session of the Board of the Company, whose term of office shall be concurrent with that of the eleventh session of the Board and shall take effect from the date on which the resolution is approved at the general meeting of shareholders	247,005,492	98.284%	Yes	

Mr. Han Shimin of WUYIGE 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^(Note 1) 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 251,318,590 shares (including 237,522,590 A shares and 13,796,000 H shares).
2. No resolution was voted down or amended and no new resolution was proposed at the AGM.
3. Mr. Wang Jian and Ms. Li Huasi, the PRC lawyers from Jiangsu New Highland Law Firm, attended and witnessed the AGM, and issued a PRC legal opinion, certifying 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 MEMBER OF THE ELEVENTH SESSION OF THE BOARD (“THE BOARD”)

As considered and approved by the Shareholders at the AGM, the Board is pleased to announce that with effect from 29 May 2026, Mr. Xu Jianyu has been appointed as a non-executive director of the Board.

The above appointment takes effect from the conclusion of the AGM until the expiration of the term of the eleventh session of the Board of the Company.

Please refer to the announcement dated 17 April 2026 for the biographical details of the above director and other information required to be disclosed under Rule 13.51(2) of the Listing Rules. As at the date of this announcement, no change has occurred in such matters.

CHANGE OF MEMBER OF THE STRATEGIC AND SUSTAINABILITY COMMITTEE AND REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD

A meeting of the eleventh session of the Board of the Company was held after the conclusion of the AGM on 29 May 2026. Resolution was passed at the meeting to appoint Mr. Xu Jianyu as a member of the Strategic and Sustainability Committee and the Remuneration and Appraisal Committee. The appointment takes effect on 29 May 2026 and remains valid until the expiration of the term of the eleventh session of the Board of the Company.

PAYMENT OF FINAL DIVIDEND

References are made to the 2025 preliminary annual results announcement of the Company dated 27 March 2026 and the announcements dated 27 March 2026 and 22 May 2026 respectively (the “**Announcements**”) in relation to, among others, the proposed payment of a final dividend of RMB0.10 (tax inclusive) for every ten shares for the year ended 31 December 2025 (the “**Final Dividend**”). As mentioned above, the profit appropriation plan for the financial year of 2025 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 converting Renminbi to Hong Kong dollars as announced by the People's Bank of China for the calendar week prior to 29 May 2026 (the date at which the Final Dividend was declared at AGM), being RMB0.87 equivalent to HK\$1.00. Accordingly, the amount of the Final Dividend payable per H share is HK\$0.012 (tax inclusive).

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

Nanjing, the People's Republic of China
29 May 2026

As at the date of this announcement, the Board comprises Executive Directors: Mr. Xia Dechuan and Mr. Hu Huichun; Non-executive Directors: Mr. Xu Jianyu, Mr. Hu Jin and Mr. Lv Song; Independent Non-executive Directors: Ms. Xiong Yanren, Mr. Dai Keqin and Mr. Chu Wai Tsun, Baggio; and Employee Director: Mr. Yi Guofu.