南京熊猫電子股份有限公司

NANJING PANDA ELECTRONICS COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00553)

PROXY FORM FOR THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

No. of shares authorized by me (Note 1)	

I/We (Note 2), ____________________________ of ____

____, being

a member of Nanjing Panda Electronics Company Limited (the "**Company**") and the holder of _________________________

H Shares (Note 3), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or _______________________________________

of ____ (Note 4)

as my proxy to attend and vote at the first H shareholders class meeting in 2020 of the Company to be held at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China immediately after the first extraordinary general meeting in 2020 and the first A shareholders class meeting in 2020 of the company on Thursday, 26 March 2020 at 2:30 p.m. The proxy/proxies are authorized to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions at their discretion.

Resolutions of Non-Cumulative Voting				
SPECIAL RESOLUTIONS		**For** (Note 8)	**Against** (Note 8)	**Abstain** (Note 8)
1.	To consider Amendments to the Articles of Association.			
2.	To consider the resolution on Amendments to the Procedural Rules of General Meeting of the Company.			

Date: ____________________________ 2020

Signature: ___________________________________

Notes:

1. Please insert the number of H-shares registered in your name(s) and to which the proxy form relates. If no such number is inserted, this proxy form shall be deemed to relate to all the shares of the Company registered in your name(s).

2. Please write in block letters the full name(s) and address(es) as registered in the register of members.

3. Please insert the number of H-shares registered in your name(s) and delete where inapplicable.

4. If any proxy other than the chairman of the meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, OR" and insert the name(s) and address(es) of the proxy/proxies in the space provided in block letters. Shareholders may appoint one or more proxies to attend the AGM and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any alteration made to the proxy form must be initialed by the signatory(ies).

5. The proxy form or other power of attorney must be duly signed by you or your attorney duly authorized in writing. If the appointer is a legal person, the proxy form shall bear the stamp of the legal person or duly signed by its director(s) or duly authorized representative(s). If the appointer is a joint holder, the proxy form shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.

6. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authority under which it is signed must be notarized by a notary public. Such notarized power of attorney or other authority together with the proxy form must be deposited at the address of the Company (in respect of A-shares) or at the address of the H-Share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H-shares) not less than 24 hours before the time appointed for the holding of the EGM in order to be valid.

7. The proxy form shall not preclude the appointer from attending the first H shareholders class meeting in 2020 in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.

8. Please note that if you would like to vote for a resolution, please put a "✓" in the "For" column; if you would like to vote against a resolution, please put a "✓" in the "Against" column; and if you would like to abstain from voting on a resolution, please put a "✓" in the "Abstain" column. If no instruction is given, the proxy/proxies is/are authorized to vote at his/her/their discretion. The shares abstained will not be counted in the calculation of the required majority.