

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)

PROXY FORM FOR THE 2019 ANNUAL GENERAL MEETING

No. of shares authorized by me ^(Note 1)	
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I/We ^(Note 2), _____ of _____, being
a member of Nanjing Panda Electronics Company Limited (the “**Company**”) and the holder of _____
A Shares/H Shares ^(Note 3), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or _____ of _____ ^(Note 4)

as my proxy to attend and vote at the 2019 annual general meeting of the Company (the “**AGM**”) to be held at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China on Monday, 29 June 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				
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider the work report of the board of directors of the Company (the “ Board ”) for the year 2019;			
2.	To consider the work report of the supervisory committee of the Company for the year 2019;			
3.	To consider the final financial report of the Company for the year 2019;			
4.	To consider the financial budget report of the Company for the year 2020;			
5.	To consider the profit appropriation plan of the Company for the year 2019;			
6.	To consider the appointment of audit firms for the year 2020. i.e. 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 2020, and authorize the Board to determine their remuneration within the limit of RMB2,100,000;			
7.	To consider the cap of RMB8,000,000 for the total annual remuneration of the directors, supervisors and senior management of the Company, and within the cap, to determine the remuneration of directors and supervisors of the Company for the period from 1 January 2020 to the expiry of the term of the ninth session of each of the Board and the supervisory committee, and of the senior management (whose term is the same as the term of the ninth session of the Board) for the same period;			
8.	To consider the 2019 annual report of the Company and its summary;			

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
9.	To consider the report of the independent directors of the Company for the year 2019;			
10.	To consider the Company's provision of guarantee for the financing amount of no more than RMB290,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronics Equipment Co., Ltd. during the period;			
11.	To consider the Company's provision of guarantee for the financing amount of no more than RMB330,000,000 in total of Nanjing Panda Information Industry Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Information Industry Co., Ltd. during the period;			
12.	To consider the Company's provision of guarantee for the financing amount of no more than RMB170,000,000 in total of Nanjing Panda Electronic Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Electronic Manufacture Co., Ltd. during the period;			
13.	To consider the Company's provision of guarantee for the financing amount of no more than RMB90,000,000 in total of Nanjing Huage Electronics Plastic Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Huage Electronics Plastic Co., Ltd. during the period;			
14.	To consider the Company's provision of guarantee for the financing amount of no more than RMB15,000,000 in total of Nanjing Panda Machine and Electrical Manufacture Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Nanjing Panda Machine and Electrical Manufacture Co., Ltd. during the period;			

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
15.	To consider the Company's provision of guarantee for the financing amount of no more than RMB60,000,000 in total of Chengdu Panda Electronic Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2019 AGM until the date of the 2020 annual general meeting of the Company, and to authorize the General Manager to handle the specific matters in relation to the provision of guarantee for the financing of Chengdu Panda Electronic Technology Co., Ltd. during the period; and			
Resolution of Cumulative Voting				
ORDINARY RESOLUTION		Number of Votes Cast ^(Note 9)		
16.	Election of non-employee representative supervisor of the ninth session of the supervisory committee of the Company:			
	To elect Ms. Fu Yuanyuan as a non-employee representative supervisor of the ninth session of the supervisory committee of the Company, whose term is in line with the term of the ninth session of the supervisory committee and shall become effective upon the resolution being considered and approved at the general meeting of the Company.			

Date: _____ 2020

Signature: _____

Notes:

1. Please insert the number of A-shares/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 A-shares/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. 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.
6. 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.
7. 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 AGM in order to be valid.
8. The proxy form shall not preclude the appointer from attending the AGM in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.
9. For each of the resolutions of cumulative voting (i.e. resolution No. 16 of the abovementioned resolutions), the total number of votes to which you are entitled for each share held by yourself shall be equal to the number of supervisor to be elected under the resolution. Your voting shall be confined to the number of votes to which you are entitled. You may cast your votes on one candidate or on different candidates in any combination. Failure to mark numbers in any relevant boxes will entitle your proxy to cast your vote at his/her discretion.

With the supervisor to be elected under resolution No. 16, you shall be entitled to a total of one vote for each share held by yourself. You may cast your vote in favour of one candidate, subject to the situation where the number of votes to be cast shall be confined to one for one share held by yourself.