

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)

NEW PROXY FORM FOR THE 2022 ANNUAL GENERAL MEETING

No. of shares authorized by me ^(Note 1)

I/We ^(Note 2), _____ of _____, being _____, being

a member of Nanjing Panda Electronics Company Limited (the “Company”) and the holder of _____ 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 2022 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 Tuesday, 27 June 2023 at 2:30 p.m. The proxy/proxies are authorized to vote on the resolutions set out in the notice of the AGM dated 24 May 2023 and the supplemental notice of AGM dated 9 June 2023 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 RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider the resolution on the absorption and merger of Nanjing Panda Electronics Technology Development Company Limited.			
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
2.	To consider the work report of the board of directors of the Company for the year 2022;			
3.	To consider the work report of the supervisory committee of the Company for the year 2022;			
4.	To consider the final financial report of the Company for the year 2022;			
5.	To consider the financial budget report of the Company for the year 2023;			
6.	To consider the profit appropriation plan of the Company for the year 2022;			
7.	To consider the resolution on the appointment of audit firms for the year 2023, 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 2023, and determine their remuneration within the limit of RMB2,480,000;			
8.	To consider the 2022 annual report of the Company and its summary;			
9.	To consider the report of the independent directors of the Company for the year 2022;			
10.	To consider the resolution on the purchase of liability insurance for directors for the year 2023;			
11.	To consider the Company's provision of guarantee for the financing amount of no more than RMB100,000,000 in total of Nanjing Panda Information Industry Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;			
12.	To consider the Company's provision of guarantee for the financing amount of no more than RMB120,000,000 in total of Nanjing Panda Electronics Equipment Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;			
13.	To consider the Company's provision of guarantee for the financing amount of no more than RMB10,000,000 in total of Nanjing Panda Mechatronics Instrument Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Mechatronics Instrument Technology Co., Ltd. within the validity period;			

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
14.	To consider the Company's provision of guarantee for the financing amount of no more than RMB20,000,000 in total of Nanjing Panda Communications Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Communications Technology Co., Ltd. within the validity period;			
15.	To consider the Company's provision of guarantee for the financing amount of no more than RMB30,000,000 in total of Nanjing Huage Appliance and Plastic Industrial Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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 Appliance and Plastic Industrial Co., Ltd. within the validity period;			
16.	To consider the Company's provision of guarantee for the financing amount of no more than RMB88,000,000 in total of Chengdu Panda Electronic Technology Co., Ltd., for a term effective from the date immediately after the conclusion of the 2022 AGM until the date of the 2023 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. within the validity period;			
17.	To consider the resolution on the adjustment of the estimated quota of the ordinary related party transactions for the year 2023.			
Resolutions of Cumulative Voting				
ORDINARY RESOLUTIONS		Number of votes cast ^(Note 11)		
18.	Election of director of the tenth session of the board of directors of the Company			
18.01	To consider the election of Mr. Liu Jianfeng as a non-executive director of the tenth session of the board of directors of the Company with a term of office same as the tenth session of the board of directors, with effect from the passing of the resolution at the general meeting of the Company.			
19.	Election of non-employee representative supervisor of the tenth session of the supervisory committee of the Company			
19.01	To consider the election of Mr. Fan Laiying as a non-employee representative supervisor of the tenth session of the supervisory committee of the Company with a term of office same as the tenth session of the supervisory committee, with effect from the passing of the resolution at the general meeting of the Company.			

Date: _____ 2023

Signature: _____

Notes:

- Please insert the number of A-shares/H-shares registered in your name(s) and to which the new proxy form relates. If no such number is inserted, this new proxy form shall be deemed to relate to all the shares of the Company registered in your name(s).
- Please write in block letters the full name(s) and address(es) as registered in the register of members.
- Please insert the number of A-shares/H-shares registered in your name(s) and delete where inapplicable.
- 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).
- 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.
- The new 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 new 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 new proxy form shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
- If the new 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 new 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.
- The new 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.
- IMPORTANT:** A holder of H shares who has not yet lodged the old proxy form with the Company's H share registrar is requested to lodge the new proxy form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the old proxy form should not be lodged with the Company's H share registrar.
- IMPORTANT:** For holders of H shares who have already lodged the old proxy form with the Company's H share registrar should note that:
 - if the old proxy form is lodged with the Company's H share registrar, the old proxy form will be treated as invalid. A holder of H shares is requested to lodge the new proxy form if he or she wishes to appoint proxies to attend the AGM on his or her behalf.
 - if the new proxy form is lodged with the Company's H share registrar not later than 24 hours before the time stipulated for convening the AGM, the new proxy form will revoke and supersede the old proxy form previously lodged by him or her. The new proxy form will be treated as a valid proxy form lodged by the holder of H shares if correctly completed.
 - if the new proxy form is lodged with the Company's H share registrar less than 24 hours before the time stipulated for convening the AGM, the new proxy form will be invalid. However, it will revoke the old proxy form previously lodged by the holders of H shares, and any vote that may be cast by the purported proxy (whether appointed under the old proxy form or the new proxy form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H shares are advised not to lodge the new proxy form less than 24 hours before the time stipulated for convening the AGM. If such holders of H shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H shares are reminded that completion and delivery of the old proxy form and/or the new proxy form will not preclude holders of H shares from attending and voting in person at the AGM should they so wish.
- For each of the resolutions of cumulative voting (i.e. resolutions numbered 18 and 19 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 directors or supervisors to be elected under that particular group of resolutions. Your voting shall be confined to the number of votes to which you are entitled in respect of each group of resolutions. 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.