

# 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 2016 ANNUAL GENERAL MEETING

No. of shares authorized by me <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup>, \_\_\_\_\_ of \_\_\_\_\_,

being a member of Nanjing Panda Electronics Company Limited (the "Company") and the holder of \_\_\_\_\_ A Shares/H Shares<sup>(Note 3)</sup>, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**, or \_\_\_\_\_ of \_\_\_\_\_

<sup>(Note 4)</sup>

as my proxy to attend and vote at the 2016 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 Friday, 30 June 2017 at 2:00 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.

ORDINARY RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the work report of the board of directors of the Company (the "Board") for the year 2016;			
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2016;			
3.	To consider and approve the audited financial reports of the Company for the year 2016;			
4.	To consider and approve the financial budget report of the Company for the year 2017;			
5.	To consider and approve the profit appropriation plan of the Company for the year 2016;			
6.	To consider and approve 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 2017, and authorize the Board to determine their remunerations within the limit of RMB2,100,000;			
7.	To consider and approve the 2016 annual report of the Company and its summary;			
8.	To consider and approve the report of the independent directors of the Company for the year 2016;			

ORDINARY RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
9.	<p>To consider and approve the Resolution in Relation to the Termination of Proceeds Investment Projects and Allocation of the Surplus Amount for Permanent Supplement of Working Capital (《關於募集資金投資項目結項並將節餘募集資金永久補充流動資金的議案》):</p> <p>(1) to terminate the automation equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital;</p> <p>(2) to terminate the communication equipment industrialization project, and to allocate the surplus amount for permanent supplement of working capital.</p> <p>(For definitions and relevant content, please refer to the announcement of the Company dated 29 March 2017.)</p>			

Date: \_\_\_\_\_ 2017

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 46th 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.