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: 0553)

PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009

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(s) 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 first extraordinary general meeting in 2009 of the Company (the "EGM") to be held at the Conference Room, Workers' Union, 301 Zhongshan Road East, Nanjing, the People's Republic of China on Wednesday, 23 December 2009 at 9:00 a.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 resolution at their discretion.

RESOLUTIONS	**For** *(Note 5)*	**Against** *(Note 5)*	**Abstain** *(Note 5)*
1. To consider and approve by way of special resolution the amendments to the Articles of Association of Nanjing Panda Electronics Company Limited.			
(a) The original Article 4 of Articles of Association be amended: "Article 4 — The Chairman or General Manager of the Company shall be the legal representative of the Company, subject to the discretion of the Board."			
(b) The original Article 14 of Articles of Association be amended: "Article 14 — The Company shall only engage in businesses which have been approved by the registration authority of the Company. The authorized business scope includes: development, production and sale of communication equipments, computers and other electronic facilities; meters and instruments, cultural and office-based machinery; electrical machinery and equipments; plastic products; general equipments such as fans, scales and packaging equipments; special equipments for the processing of non-metallic products such as chemical and wood; transmission and distribution equipments; environmental, public safety and related equipments; wireless television broadcast equipment; financial tax control products; electricity source products; molds; computer services, software and system integration business; property management; as well as after-sale services and technical services for the aforesaid businesses."			

RESOLUTIONS	For (Note 5)	Against (Note 5)	Abstain (Note 5)
(c) The original Article 127 of Articles of Association be amended: "Article 127 — The Board shall be responsible for the shareholders' meetings, with the following duties and powers:- (1) to convene shareholders' meeting and present reports to the shareholders; (2) to implement the resolutions passed at the shareholders' meetings; (3) to decide on the company's operation and investment plans; (4) to prepare the company's annual financial budgets and final account plans; (5) to prepare the company's profits distribution plans (including programs other than distribution of year-end dividend) and loss recovery plans; (6) to formulate corporate plans in respect of the increase or reduction of registered capital and the issuance of corporate bonds; (7) to formulate corporate plans in respect of merger, split and dissolution; (8) to make decisions on the establishment of the company's internal management departments; (9) to determine the legal representative of the Company; (10) to specify the products within the business scope in accordance with tender needs of the Company; (11) to hire or dismiss the company's general manager and, in accordance with the recommendation of the general manager, to hire or dismiss the assistant general manager and chief accountant and fixing their remuneration; (12) to set out the company's basic management systems; (13) to prepare the proposal for amendments to the Memorandum and Articles of Association of the company; (14) to make decisions on issues such as external investment, acquisition and sale of assets, pledge of assets, provision of guarantee, trustee investment, and connected transactions, except for those approved at the shareholders' meeting; and (15) to take up any other duties stipulated under the Memorandum and Articles of Association of the company or authorized by the shareholders' at general meetings. All of the above matters, excluding those under articles (6), (7), (13), (14) which require approval of the two-third of the votes at the Board meeting, require the approval of the majority votes at the Board meeting."			
(d) Save for the above-mentioned amendments, other articles in the Articles of Association and reference to other articles referred to in the articles shall be sequentially renumbered.			

RESOLUTIONS	For (Note 5)	Against (Note 5)	Abstain (Note 5)
2. To consider and approve by way of ordinary resolution the future continuing connected transactions to be conducted between the Company and its connected parties and Panda Electronics Group Limited and its connected parties from 2010 to 2012 as well as the annual caps of the transactions, and to authorize Directors of the Company to take all steps necessary to give effect to such continuing connected transactions.			
3. To consider and approve by way of ordinary resolution the election of Dr. Jason Hsuan as a Director of the sixth Board of the Company until the expiry of the current Board, and to authorize the Board to fix his remuneration which shall not exceed the limit of RMB2,600,000, being the total directors' fees for the sixth Board.			
4. To consider and approve by way of ordinary resolution the State-owned Land Use Right Transfer Agreement entered into between Nanjing Huage Appliance and Plastic Industrial Company Limited (a wholly-owned subsidiary of the Company) and Nanjing Panda Handa Technology Company Limited, and to authorize Directors of the Company to take all steps necessary to give effect to such connected transaction.			
5. To consider and approve by way of ordinary resolution the provision of a guarantee to Nanjing Panda Information Industry Co., Ltd.(南京熊猫信息產業有限公司), a controlling subsidiary, for financing in the sum of not exceeding RMB50,000,000 for the year 2010.			
6. To consider and approve by way of ordinary resolution the provision of a guarantee to Nanjing Panda Electronic Manufacture Co., Ltd (南京熊猫電子製造有限公司), a controlling subsidiary, for financing in the sum of not exceeding RMB30,000,000 for the year 2010.			
7. To consider and approve by way of ordinary resolution the provision of a guarantee to Nanjing Huage Appliance and Plastic Industrial Co., Ltd. (南京華格電汽塑業有限公司), a controlling subsidiary, for financing in the sum of not exceeding RMB55,000,000 for the year 2010.			
8. To consider and approve by way of ordinary resolution the provision of a guarantee to Nanjing Panda Mechanical Manufacturing Co., Ltd. (南京熊猫機電製造有限公司), a controlling subsidiary, for financing in the sum of not exceeding RMB5,000,000 for the year 2010.			
9. To consider and approve by way of ordinary resolution the provision of a guarantee to Nanjing Panda Electronic Equipment Co., Ltd. (南京熊猫電子裝備有限公司), a controlling subsidiary, for financing in the sum of not exceeding RMB20,000,000 for the year 2010.			

Date: ______________________ 2009 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 full name(s) and address(es) of proxy/proxies in the space provided in block letters. Shareholders may appoint one or more proxies to attend the EGM 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 initialled by the signatory(ies).

5. Please note that if you would like to vote for a resolution, please put a "X" in the "For" column. If you would like to vote against a resolution, please put a "X" in the "Against" column. If you would like to abstain from voting for any resolution, please put "X" in the "Abstain" column. If no instruction is given, the proxy/proxies is/are authorized to vote at his/her/their discretion.

6. The proxy form or other power of attorney must be duly signed by you or your attorney duly authorized in writing. If the appointor 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 appointor 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 appointor, 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 not less than 48 hours before the time appointed for the holding of the EGM in order to be valid.

8. The proxy form shall not preclude the appointor from attending the EGM in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.