



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: 0553)

PROXY FORM FOR THE 2010 ANNUAL GENERAL MEETING

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 2010 annual general meeting of the Company (the "AGM") to be held at the Second Conference Room, 301 Zhongshan Road East, Nanjing, the People's Republic of China on Thursday, 30 June 2011 at 9:30 a.m.. The proxy/proxies is/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 his/her/their discretion.

RESOLUTIONS	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1. To consider and approve the Report of the Board of Directors for the year 2010.			
2. To consider and approve the Report of the Supervisory Committee for the year 2010.			
3. To consider and approve the Audited Financial Reports prepared by the Company's international and PRC auditors for the year 2010.			
4. To consider and approve the Profit Appropriation Plan (after tax) for the financial year of 2010.			
5. To consider and approve the appointment of Baker Tilly Hong Kong Limited and Vocation International Certified Public Accountants Co., Ltd as the Company's international and PRC auditors respectively for the year 2011, and authorize the Board to determine their remunerations.			

Date: _____ 2011

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 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 alternation 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 an “X” in the “For” column; if you would like to vote against a resolution, please put an “X” in the “Against” column; and if you would like to abstain from voting on a resolution, please put an “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 appointed 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 appointed 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 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.