



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 1ST EXTRAORDINARY GENERAL MEETING IN 2012

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 extraordinary general meeting 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 Tuesday 6 March 2012 at 9:30 a.m.. The proxy/proxies are authorized to vote on the resolution according to the following instructions. In the absence of instructions, the proxy/ proxies shall vote for or against the resolution at their discretion.

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the proposal on election of the Seventh Session of the Board of Directors of the Company:-			
	(1) To elect Mr. Lai Weide as an executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			
	(2) To elect Mr. Xu Guofei as an executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			
	(3) To re-elect Mr. Zhu Lifeng as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			
	(4) To re-elect Mr. Deng Weiming as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
	(5) To re-elect Mr. Lu Qing as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			
	(6) To re-elect Mr. Jason Hsuan as a non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years with immediate effect;			
	(7) To elect Ms. Zhang Xiuhua as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years, with immediate effect;			
	(8) To elect Ms. Liu Danping as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years, with immediate effect; and			
	(9) To elect Mr. Chu Wai Tsun, Vincent as an independent non-executive director of the Seventh Session of the Board of Directors of the Company for a term of 3 years, with immediate effect.			
2.	To authorize the Board to fix the remuneration of the Seventh Session of the Board of Directors within the limit of RMB3,500,000.00, being the total sum of annual remuneration payable to the Board, Supervisory Committee and senior management of the Company.			
3.	To re-elect Ms. Zhang Zhengping as supervisor of the Seventh Supervisory Committee of the Company for a term of 3 years with immediate effect.			
4.	To authorize the Board to fix the remuneration of the Seventh Supervisory Committee within the limit of RMB3,500,000.00, being the total sum of annual remuneration payable to the Board, Supervisory Committee and senior management of the Company.			

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
5.	(1) To consider and approve the amendment to Rule 3 of the Rules of Procedure for the Supervisory Committee of the Company pursuant to Article 159 of the Articles of Association of the Company;			
	(2) To consider and approve the amendment to Rule 5 of the Rules of Procedure for the Supervisory Committee of the Company pursuant to Article 160 of the Articles of Association of the Company; and			
	(3) To consider and approve the amendment to Rule 14 of the Rules of Procedure for the Supervisory Committee of the Company pursuant to Article 162 of the Articles of Association of the Company.			
6.	(1) To consider and approve the amendment to Rule 3 of the Rules of Procedure for Shareholders' General Meeting of the Company pursuant to Article 69 of the Articles of Association of the Company;			
	(2) To consider and approve the amendment to Rule 7 of the Rules of Procedure for Shareholders' General Meeting of the Company pursuant to Article 81 of the Articles of Association of the Company;			
	(3) To consider and approve the amendment to Rule 30 of the Rules of Procedure for Shareholders' General Meeting of the Company pursuant to Article 105 of the Articles of Association of the Company; and			
	(4) To consider and approve the amendment to Rule 31 of the Rules of Procedure for Shareholders' General Meeting of the Company pursuant to Article 106 of the Articles of Association of the Company.			

Date: _____ 2012

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 EGM 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 “✓” in the “For” column; if you would like to vote against a resolution, please put an “✓” in the “Against” column; and if you would like to abstain from voting on a resolution, please put an “✓” 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 EGM in order to be valid.
8. The proxy form shall not preclude the appointer from attending the EGM in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.