

**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 THIRD EXTRAORDINARY GENERAL MEETING IN 2022**

No. of shares authorized by me <sup>(Note 1)</sup>	
--	--

I/We <sup>(Note 2)</sup>, \_\_\_\_\_ of \_\_\_\_\_, being

a member of Nanjing Panda Electronics Company Limited (the "Company") and the holder of \_\_\_\_\_ 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 third extraordinary general meeting in 2022 of the Company (the "EGM") to be held at the Conference Room, 7 Jingtian Road, Nanjing, the People's Republic of China on Thursday, 22 December 2022 at 2:30 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 resolution at their discretion.

SPECIAL RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider the resolution on the amendments to the Rules of Procedure of the General Meeting of the Company			
2.	To consider the resolution on the amendments to the Administrative Measures on Related Party Transactions of the Company			

  

ORDINARY RESOLUTION		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
3.	To consider the resolution on the adjustment of the remuneration policy for the directors of the tenth session of the board of directors, the supervisors of the tenth session of the supervisory committee and the senior management personnel whose term of office is the same as the tenth session of the board of directors of the Company			

Date: \_\_\_\_\_ 2022

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 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 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wai Chai, Hong Kong (in respect of H-shares) 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.