



南京熊猫电子股份有限公司
NANJING PANDA ELECTRONICS COMPANY LIMITED

(a joint stock limited company incorporated in the People's Republic of China)

Proxy Form for Attendance at the Annual General Meeting

No. of shares authorised by me ⁽¹⁾ :	
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I/We⁽²⁾ _____ of _____ am/are the shareholder(s) of Nanjing Panda Electronics Company Limited (the "Company"), being holder of _____ A Shares/H Shares⁽³⁾ hereby appoint the Chairman of the meeting, or _____ of _____⁽⁴⁾ as my proxy to attend and vote at the 2003 Annual General Meeting to be held at the Reading Room, Workers' Union, 301 Zhong Shan Road East, Nanjing, the People's Republic of China on Wednesday, 12th May, 2004 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 resolutions at their discretion.

Resolutions	For ⁽⁵⁾	Against ⁽⁵⁾	Abandonment ⁽⁵⁾
1. To consider and approve the Report of the Board of Directors for the year 2003;			
2. To consider and approve the Report of the Supervisory Committee for the year 2003;			
3. To consider and approve the audited financial statements for the year 2003;			
4. To consider and approve the Company's proposed profit after tax appropriation plan for the financial year of 2003;			
5. To consider and approve the re-appointment of Horwath Hong Kong CPA Limited (Hong Kong Certified Public Accountants) and Shine Wing Certified Public Accountants as the Company's international and PRC auditors respectively for the year 2004 and authorize the Board of Directors to fix their remuneration;			
6. To consider and approve the election of the following people as (I) the directors and (II) the independent directors of the Fifth Board of Directors of the Company with respective terms of three years, and authorize the Board of Directors to fix their remuneration.			
(I) A) Mr. Li Anjian			
B) Mr. Zhang Zuzhong			
C) Ms. Liu Ailian			
D) Mr. Zhou Zhenyu			
E) Mr. Zhu Lifeng			
F) Mr. Tang Hongqing			
(II) A) Ms. Wan Hui			
B) Mr. Ma Zhongli			
C) Mr. Cai Liang Lin			
7. (I) To consider and approve the election of Ms. Zhang Zhenping as the Supervisory of the Fifth Supervisory Committee with respective terms of three years, and authorise the Supervisory Committee to fix her remuneration.			
(II) To consider and approve the election of the following people as the independent supervisors of the Fifth Supervisory Committee with respective terms of three years, and authorize the Supervisory Committee to fix their remuneration.			
A) Mr. Wu Shiyuan			
B) Ms. Sun Suhua			
8. To consider and approve the amendment of the Articles of Association by way of special resolution:			
A) To add a new clause as Article 79 after the original Article 78.			
B) Original Article 96 to be amended as Article 97.			
C) Original Article 97 to be amended as Article 98.			
D) Original Clause 2 of Article 98 to be amended as Clause 2 of Article 99.			
E) To add Article 100, Article 101 and Article 102 after Original Article 98.			
F) Original Article 122 to be amended as Article 126.			
G) Addition of Article 135 after Original Article 130.			
H) Except for the above amendments, the number of other articles as set out in the Articles will be renumbered in its sequence.			

Date: _____, 2004

Signature: _____

Notes:

- (1) Please insert the number of A Shares/H Shares registered in your name(s) which are related to the Proxy Form. If no number is inserted, the Proxy Form shall be deemed as related to all the shares of the Company registered in your name(s).
- (2) Please write the full name(s) and address(es) as registered in the register of members in block letters.
- (3) Please insert the number of A Shares/H Shares registered in your name(s) and delete if inappropriate.
- (4) Shareholders appointing any persons other than the Chairman of the meeting as his proxy/proxies are requested to delete the words “the Chairman of the meeting, or” and insert the name(s) and address(es) of proxy/proxies in the spaces provided in block letters. Shareholders may appoint one or more proxies to attend the meeting and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any change to the Proxy Form shall be initialled by the signatory.
- (5) Please note that if you would like to vote for a resolution, please put a cross in the relevant box below the box marked “For”. If you would like to vote against a resolution, please put a cross in the relevant box below the box marked “Against”. If you would like to abandon the right to vote, please put a cross in the relevant box under the box marked “Abandonment”. If no instructions is given, the proxy/proxies is/are authorized to vote at his/her/their discretion.
- (6) The Proxy Form or other authority must be duly signed by you/your proxy/proxies 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 authorised 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 person authorised by the appointor, the power of attorney or other authority must be notarized by any of the attesting solicitors. Such notarized power of attorney or other authority together with the Proxy Form must be deposited at the address of the Company 24 hours before the time appointed for the holding of the Annual General Meeting in order to be valid.
- (8) The Proxy Form shall not preclude the right of the appointor to attend the meeting in person and to vote thereat. In such event, the appointment of the original proxy/proxies is void.