



## 備查文件目錄 Documents Available for Inspection

1. 載有法定代表人、總會計師、會計主管人員親筆簽字並蓋章的會計報表。
  2. 載有會計師事務所蓋章、註冊會計師親筆簽字並蓋章的審計報告原件。
  3. 報告期內在中國證監會在指定報紙上公開披露過的所有公司文件的正本及公告的原稿。
  4. 在香港證券市場公佈的年度報告(中文、英文)。
1. Original financial statement signed under the hand of the Legal Representative, Chief Accountant and the person in charge of the accounting matters of the Company.
  2. Original copy of the auditors' report with the auditing firms' chop affixed, signed and sealed by certified public accountants.
  3. Original copies of all documents and text announcements of the Company publicly disclosed in newspapers designated by China Securities Regulatory Commission during the Reporting Period.
  4. Annual reports (in Chinese and English) as disclosed to the Hong Kong securities market.

### 南京熊貓電子股份有限公司董事和高級管理人員對公司2005年年度報告的書面確認意見

根據中華人民共和國《證券法》第68條的規定和中國證監會《公開發行證券的公司信息披露內容與格式準則第2號〈年度報告的內容與格式〉》(2005年修訂)的有關要求，我們作為公司的董事和高級管理人員在全面瞭解和審核公司2005年年度報告後，認為：公司嚴格按照股份制公司財務制度規範運作，公司2005年年度報告公允地反映了公司本年度的財務狀況和經營成果；經浩華會計師事務所和嶽華會計師事務所註冊會計師審計的《南京熊貓電子股份有限公司2005年度審計報告》是實事求是、客觀公正的；我們保證公司2005年年度報告所披露的信息真實、準確、完整，承諾其中不存在虛假記載、誤導性陳述或重大遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。

簽名：李安建 張祖忠 徐國飛  
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沈見龍

二〇〇六年四月二十一日

### Written Confirmation to 2005 Annual Report of the Company by Directors and Senior Management Staff of Nanjing Panda Electronics Company Limited

Pursuant to Articles 68 of Securities Law of the People's Republic of China and the relevant requirements of Standards Concerning the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No.2 - The Contents and Formats of Annual Report (Revision 2005), we, in the capacity of Directors and Senior Management Staff of the Company, fully understand and have reviewed the Annual Report 2005 of the Company. We are in the opinion that the Company was in strict compliance with the proper operation of the financial mechanism of a joint stock company and the Annual Report 2005 of the Company has fairly reflected the financial position and operation results of the Company. The 2005 Auditors' Report of Nanjing Panda Electronics Company Limited was audited by Horwath Hong Kong CPA Limited and Yue Hua Certified Public Accountants Co., Ltd. on the principle acting in good faith and on an objective and fair basis. We hereby confirm the truthfulness, accuracy and completeness of the information disclosed in the Annual Report 2005 and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

Signature: Li Anjian, Zhang Zuzhong, Xu Guofei, Liu Ailian, Zhu Lifeng, Shi Qiusheng, Wan Hui, Cai Lianlin, Ma Chung Lai, Lawrence, Wang Hongjin, Wu Liulin, Liu Kun, Shen Jianlong

21 April 2006