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**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)

## **NOTICE OF 2010 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2010 annual general meeting (“**AGM**”) of Nanjing Panda Electronics Company Limited (the “**Company**”) will be held at the Second Conference Room, 301 Zhongshan Road East, Nanjing, the People’s Republic of China (the “**PRC**”) on Thursday, 30 June 2011 at 9:30 a.m., for the following purposes:

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) 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.

By Order of the Board  
**Nanjing Panda Electronics Company Limited**  
**Lai Weide**  
*Chairman*

Nanjing, the People's Republic of China  
12 May 2011

*As at the date of this announcement, the Board comprises Non-executive Directors: Mr. Lai Weidi, Mr. Xu Guofei, Mr. Jason Hsuan, Mr. Zhu Lifeng, Mr. Deng Weiming and Mr. Lu Qing; and Independent Non-executive Directors: Mr. Cai Lianglin, Mr. Ma Chung Lai, Lawrence and Mr. Tang Yousong.*

*Notes:*

1. All shareholders of the Company whose names appear in the Company's register of members at the close of business on Tuesday, 31 May 2011 are entitled to attend the 2010 AGM. Holders of A Shares of the Company whose names appear in the register of members in the Shanghai branch of China Securities Depository and Clearing Corporation Limited at the close of business on 31 May 2011 can bring along with their identity cards or shareholder account cards to attend the AGM. Holders of A Shares or their proxies (if any) shall bring their identity cards, shareholder account cards and the proxy forms (if any) to complete the procedures for attending the AGM at the secretarial office of the Board of the Company at 301 Zhongshan Road East, Nanjing from 9:00 a.m. to 4:00 p.m. during 1 June 2011 and 10 June 2011. Overseas shareholders can register by post or by fax.
2. All holders of H Shares of the Company should note that the register of members of the Company will be closed from 1 June 2011 to 30 June 2011, both days inclusive, during which no transfer of H Shares will be registered. Holders of H Shares whose names appear in the Company's register of member at the close of business on 31 May 2011, or their representatives or proxies are entitled to attend the AGM with their identity cards or passports. If a shareholder appoints a proxy to attend the AGM on his behalf, his proxy must bring along with the proxy form.

3. Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or several proxies, whether a member of the Company or not, to attend and vote at the AGM.
4. If more than one proxies are appointed by a shareholder, the proxies can exercise their voting rights only in the case of a poll.
5. The proxy form must be signed under the hand of the appointer or his attorney duly authorized in writing. In the case of a corporation, the proxy form must be under its common seal or under the hand of its director or duly authorized attorney. If the proxy form is signed by an agent on behalf of an appointer, the proxy form or other authority must be notarially certified. The proxy form together with the notarially certified power of attorney or other authority must be delivered to the office of the Company 24 hours before the time appointed for the holding of the AGM.
6. Shareholders who intend to attend the AGM should send a reply in writing to the office of the Company in person or by post or by fax before to 10 June 2011. Completion and return of the written reply shall not preclude the shareholders from attending the AGM.
7. The AGM is expected to last for half a day. Shareholders and their proxies attending the AGM are responsible for their own transportation and accommodation expenses.
8. The Company's office and correspondence address:

301 Zhongshan Road East, Nanjing,  
The People's Republic of China  
Postal code: 210002  
Telephone: (8625) 8480 1144  
Fax: (8625) 8482 0729