

**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)

**SUPPLEMENTAL PROXY FORM FOR THE 2023 ANNUAL GENERAL MEETING**

No. of shares authorized by me <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup>, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of Nanjing Panda Electronics Company Limited (the “**Company**”) and the holder 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 2023 annual general meeting of the Company (the “**AGM**”) to be held at the Conference Room, 7 Jingtianlu, Nanjing, the People's Republic of China on Friday, 21 June 2024 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 resolutions as set out in the notice of annual general meeting dated 21 May 2024 and the supplemental notice of annual general meeting dated 3 June 2024 at their discretion.

Resolutions of Non-Cumulative Voting				
ORDINARY RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider the work report of the board of directors of the Company for the year 2023;			
2.	To consider the work report of the supervisory committee of the Company for the year 2023;			
3.	To consider the final financial report of the Company for the year 2023;			
4.	To consider the financial budget report of the Company for the year 2024;			
5.	To consider the profit appropriation plan of the Company for the year 2023;			
6.	To consider the resolution on the appointment of audit firm for the year 2024;			
7.	To consider the 2023 annual report of the Company and its summary;			
8.	To consider the report of the independent directors of the Company for the year 2023;			
9.	To consider the resolution on the purchase of liability insurance for directors for the year 2024;			
10.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB10,000,000 of Nanjing Panda Communications Technology Co., Ltd.;			
11.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB30,000,000 of Nanjing Huage Appliance and Plastic Industrial Co., Ltd.;			
12.	To consider the resolution on the Company's provision of guarantee for the financing amount of RMB55,000,000 of Chengdu Panda Electronic Technology Co., Ltd.			
13	To consider the remuneration policy for the directors of the eleventh session of the board of directors, the supervisors of the eleventh session of the supervisory committee and the senior management whose term of office is same as the eleventh session of the board of directors of the Company			

Resolutions of Cumulative Voting		
ORDINARY RESOLUTIONS		Number of Votes Cast <sup>(Note 9)</sup>
14	Resolutions in relation to election of directors of the eleventh session of the Board of the Company	
	14.01 To consider the election of Mr. Xia Dechuan as an executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	14.02 To consider the election of Mr. Hu Huichun as an executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	14.03 To consider the election of Mr. Liu Jianfeng as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	14.04 To consider the election of Mr. Hu Jin as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	14.05 To consider the election of Mr. Lv Song as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	14.06 To consider the election of Mr. Yi Guofu as a non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
15	Resolutions in relation to election of independent non-executive directors of the eleventh session of the Board of the Company	
	15.01 To consider the election of Mr. Dai Keqin as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	15.02 To consider the election of Ms. Xiong Yanren as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	15.03 To consider the election of Mr. Chu Wai Tsun, Baggio as an independent non-executive director of the eleventh session of the Board of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
16	Resolutions in relation to election of non-employee supervisors of the eleventh session of the supervisory committee of the Company	
	16.01 To consider the election of Mr. Fan Laiying as the non-employee supervisor of the eleventh session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	
	16.02 To consider the election of Ms. Fu Yuanyuan as the non-employee supervisor of the eleventh session of the supervisory committee of the Company for a term of three years with effect from the date of the consideration and passing of the resolution at the general meeting of the Company;	

Date: \_\_\_\_\_ 2024

Signature: \_\_\_\_\_

*Notes:*

1. Please insert the number of A-shares/H-shares registered in your name(s) and to which the supplemental proxy form relates. If no such number is inserted, this supplemental 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 AGM and to vote thereat. The proxy/proxies need(s) not be shareholder(s) of the Company. Any alteration made to the supplemental 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 supplemental 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 supplemental 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 supplemental proxy form shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
7. If the supplemental 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 supplemental 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, Hong Kong (in respect of H-shares) not less than 24 hours before the time appointed for the holding of the AGM in order to be valid.
8. The supplemental proxy form shall not preclude the appointer from attending the AGM in person and to vote thereat. In such event, the appointment of the original proxy/proxies will be void.
9. For each of the resolutions of cumulative voting (i.e. resolutions Nos. 14, 15 and 16 of the abovementioned resolutions), the total number of votes to which you are entitled for each share held by yourself shall be equal to the number of directors or supervisors to be elected under that particular group of resolutions. Your voting shall be confined to the number of votes to which you are entitled in respect of each group of resolutions. You may cast your votes on one candidate or on different candidates in any combination. Failure to mark numbers in any relevant boxes will entitle your proxy to cast your vote at his/her discretion.
  - (a) With six directors to be elected under resolution No. 14, you shall be entitled to a total of six votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to six for one share held by yourself.
  - (b) With three independent non-executive directors to be elected under resolution No. 15, you shall be entitled to a total of three votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to three for one share held by yourself.
  - (c) With two supervisors to be elected under resolution No. 16, you shall be entitled to a total of two votes for each share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to two for one share held by yourself.

10. **IMPORTANT NOTICE:** A holder of H Shares who has not yet lodged the old proxy form with the Company's H share registrar is requested to lodge the supplemental proxy form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf. In this case, the old proxy form should not be lodged with the Company's H share registrar.
11. **IMPORTANT NOTICE:** Holders of H Shares who have already lodged the old proxy form with the Company's H share registrar should note that:
- (i) If the old proxy form is lodged with the Company's H share registrar, such form will be treated as invalid. A holder of H Shares is requested to lodge the supplemental proxy form if he or she wishes to appoint a proxy to attend the AGM on his or her behalf.
  - (ii) If the supplemental proxy form is lodged with the Company's H share registrar not later than 24 hours before the time stipulated for convening the AGM, such form will revoke and supersede the old proxy form previously lodged by him or her. The supplemental proxy form will be treated as a valid proxy form lodged by the holder of H Shares if correctly completed.
  - (iii) If the supplemental proxy form is lodged with the Company's H share registrar less than 24 hours before the time stipulated for convening the AGM, such form will be invalid. However, it will revoke the old proxy form previously lodged by the holder of H Shares, and any vote that may be cast by the purported proxy (whether appointed under the old proxy form or the new proxy form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, holders of H Shares are advised not to lodge the supplemental proxy form less than 24 hours before the time stipulated for convening the AGM. If such holders of H Shares wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves. Holders of H Shares are reminded that completion and delivery of the old proxy form and/or the supplemental proxy form will not preclude holders of H Shares from attending and voting in person at the AGM should they so wish.