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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in BYD Electronic (International) Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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比亞迪電子（國際）有限公司

**BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 285)**

*Website: <http://www.byd-electronics.com>*

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of BYD Electronic (International) Company Limited to be held at the conference room of BYD Company Limited at No. 3009, BYD Road, Pingshan District, Shenzhen, the People's Republic of China at 9:00 a.m. on Wednesday, 20 June 2018, is set out on pages 14 to 18 of this circular.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 9:00 a.m. on Monday, 18 June 2018, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Hong Kong, 20 April 2018

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at the Conference Room of BYD Company Limited, No. 3009, BYD Road, Pingshan District, Shenzhen, the People’s Republic of China at 9:00 a.m. on Wednesday, 20 June 2018;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Auditors”	the auditors for the time being of the Company;
“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“BYD”	BYD Company Limited, a joint stock company incorporated in the PRC with limited liability;
“BYD Group”	BYD and its subsidiaries from time to time;
“Company”	BYD Electronic (International) Company Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	Tuesday, 17 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

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## DEFINITIONS

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“Notice of AGM”	the notice convening the AGM as set out on pages 14 to 18 of this circular;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	share(s) in the capital of the Company;
“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares up to a maximum of 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the relevant resolution);
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the relevant resolution);
“Shareholder(s)”	holder(s) of issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	per cent.

\* *English transliteration of the names are provided for ease of reference only and they are not official English names of the Companies concerned.*

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LETTER FROM THE BOARD

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比亞迪電子（國際）有限公司  
**BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED**  
*(incorporated in Hong Kong with limited liability)*  
**(Stock Code: 285)**

***Board of Directors:***

*Executive Directors*

Mr. WANG Nian-qiang

Mr. WANG Bo

*Non-executive Directors*

Mr. WANG Chuan-fu

Mr. WU Jing-sheng

*Independent Non-executive Directors*

Mr. CHUNG Kwok Mo John

Mr. Antony Francis MAMPILLY

Mr. QIAN Jing-jie

***Registered Office:***

Part of Unit 1712, 17th Floor

Grand Central Plaza, Tower 2

138 Shatin Rural Committee Road

New Territories

Hong Kong

***Head Office and Principal Place  
of Business in PRC:***

No. 3001, Bao He Road

Baolong, Longgang

Shenzhen, 518116

The PRC

Hong Kong, 20 April 2018

*To the Shareholders*

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

By ordinary resolutions of the Shareholders passed on 6 June 2017, general mandates were granted to the Directors (i) to repurchase issued and fully paid up Shares representing up to 10% of the number of issued shares of the Company as at 6 June 2017 (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution); and (ii) to issue, allot and deal with new Shares not exceeding (a) 20% of the number of issued shares of the Company as at 6 June 2017 (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution), and (b) extend such general mandate so granted to the Directors by adding to it the number of any Shares repurchased by the Company

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## LETTER FROM THE BOARD

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after the granting of the general mandate to repurchase up to 10% of the number of issued shares of the Company as at 6 June 2017 (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution). These general mandates will expire at the conclusion of this AGM if they are not renewed at this meeting. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

The purpose of this circular is to give you, among other things, further information of the proposed general mandates to issue Shares and to repurchase Shares, and the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

### 2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the grant of a general and unconditional mandate to the Directors to issue, allot and deal with additional Shares of the Company up to a maximum of 20% of the number of issued shares of the Company as at the date of the passing of the resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution), (the “**Share Issuance Mandate**”).

The Share Issuance Mandate is valid from the date of passing of the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or
- (iii) the date on which the authority given under the resolution is revoked or varied by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 2,253,204,500. Accordingly, assuming that no further Shares will be issued or repurchased prior to the AGM, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot and deal with an additional 450,640,900 Shares.

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## LETTER FROM THE BOARD

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### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the Articles of Association, the applicable laws and relevant regulatory requirements. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in resolution No. 9 of the Notice of AGM will be such number of Shares not exceeding 10% of the number of issued shares of the Company as at the date of the AGM (the “**Share Repurchase Mandate**”). A separate resolution authorizing the extension of the Share Issuance Mandate to the Directors to issue additional Shares by the number of Share repurchased (if any) under the Share Repurchase Mandate will be proposed as resolution No. 10.

Appendix I to this circular contains the Explanatory Statement required under the Listing Rules to give all the information reasonably necessary to enable Shareholders to make an informed decision in connection with their approval of the Share Repurchase Mandate.

### 4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Wang Nian-qiang and Mr. Wang Bo as executive Directors, Mr. Wang Chuan-fu and Mr. Wu Jing-sheng as non-executive Directors, and Mr. Chung Kwok Mo John, Mr. Antony Francis Mampilly and Mr. Qian Jing-jie as independent non-executive Directors.

Pursuant to Article 106 of the Articles of Association, at each annual general meeting, one-third of the Directors, or if their number is not three (3) or a multiple of three (3), the number which is nearest to and is at least one-third, shall retire from office by rotation at least once every three (3) years. Further, according to Article III of the Articles of Association, a director appointed by the Board to fill a vacancy shall retire at the next following general meeting. A retiring director shall be eligible for re-election.

Mr. Wang Chuan-fu, Mr. Chung Kwok Mo John and Mr. Antony Francis Mampilly will retire from office at the AGM and, being eligible, will offer themselves for re-election. Brief biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

#### (a) For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Wednesday, 20 June 2018. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 14 June 2018 to Wednesday, 20 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 13 June 2018.

#### (b) For determining the entitlement to the proposed final dividend

The proposed final dividend is subject to the approval of Shareholders at the AGM. For determining the entitlement to the proposed final dividend for the year ended 31 December 2017, the register of members of the Company will also be closed from Tuesday, 26 June 2018 to Thursday, 28 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 25 June 2018.

### 6. ANNUAL GENERAL MEETING

The AGM will be held at the Conference Room of BYD Company Limited, No. 3009, BYD Road, Pingshan District, Shenzhen, the People's Republic of China at 9:00 a.m. on Wednesday, 20 June 2018. The Notice of AGM is set out on pages 14 to 18 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate, the Share Repurchase Mandate and re-election of retiring Directors, as referred to above, will be proposed at the AGM.

### 7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM and any adjourned meeting (i.e. not later than 9:00 a.m. on Monday, 18 June 2018, Hong Kong time). Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.



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## LETTER FROM THE BOARD

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### 8. VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, hence the Chairman of the meeting will demand for a poll for all resolutions put forward at the forthcoming AGM to be held on Wednesday, 20 June 2018.

### 9. RECOMMENDATION

The Directors believe the Share Issuance Mandate, the Share Repurchase Mandate and re-election of the retiring Directors are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board  
**BYD Electronic (International) Company Limited**  
**Wang Nian-qiang**  
*Director*

**(A) PROPOSED SHARE REPURCHASE MANDATE**

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the number of issued Shares of the Company as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the resolution). As at the Latest Practicable Date, the number of Shares in issue was 2,253,204,500. Accordingly, assuming that no further Shares will be issued or repurchased prior to the AGM, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the number of issued shares of the Company as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 225,320,450 Shares.

**(B) REASON FOR REPURCHASES**

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

**(C) FUNDING OF REPURCHASES**

The Company is empowered by the Articles of Association to purchase its Shares. Repurchases pursuant to the Share Repurchase Mandate would be financed entirely out of funds of the Company legally permitted to be utilized in this connection in accordance with the Articles of Association and the laws of Hong Kong, including profits otherwise available for distribution.

In the event that the Share Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published consolidated financial statements in the year ended 31 December 2017). However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(D) DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as such term is defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted. No core connected persons (as such term is defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to sell any of the Shares held by them in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

**(E) UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Articles of Association, Listing Rules and the applicable laws of Hong Kong.

**(F) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If on exercise of the powers to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the controlling shareholder of the Company, Golden Link Worldwide Limited (“**Golden Link**”) was interested in 1,481,700,000 Shares, representing approximately 65.76% of the total issued share capital of the Company. Golden Link is wholly-owned by BYD (H.K.) Co., Limited which is in turn wholly-owned by BYD. In the event the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the interest of Golden Link would be increased to approximately 73.07%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Share Repurchase Mandate.

In addition, the Directors have no present intention to exercise the Share Repurchase Mandate to such extent as would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25%.

**(G) SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

**(H) Share Prices**

The highest and lower prices at which Shares have traded on the Stock Exchange in each of the previous twelve months before the printing of this circular were as follows:

		<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>	April	12.16	10.68
	May	14.90	12.74
	June	18.36	14.82
	July	20.50	16.64
	August	22.30	18.40
	September	24.85	20.60
	October	25.35	20.30
	November	22.95	18.70
	December	18.42	14.82
<b>2018</b>	January	19.28	16.82
	February	19.66	16.18
	March	19.42	14.72
	April (up to the Latest Practicable Date)	14.28	12.36

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### *Mr. Wang Chuan-fu*

Mr. Wang Chuan-fu, born in 1966, was appointed as a non-executive Director of the Company in December 2007. He is the chairman of the Nomination Committee and a member of the Remuneration and Audit Committee of the Board.

He graduated from Central South University of Technology (中南工業大學) (currently known as Central South University) in 1987 with a bachelor's degree majoring in metallurgy physical chemistry, and then graduated from Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) in the PRC in 1990 with a master's degree majoring in materials science. Mr. Wang held positions as vice supervisor in Beijing Non-Ferrous Research Institute, general manager in Shenzhen Bi Ge Battery Co. Limited (深圳市比格電池有限公司). In February 1995, he founded Shenzhen BYD Battery Company Limited (深圳市比亞迪實業有限公司) with Mr. Lv Xiang-yang and took the position of general manager. Mr. Wang serves as the Chairman, an executive director and the President of BYD (Stock Code: 1211). Save as disclosed herein, Mr. Wang has not held any other directorships in any listed public companies in the last three years.

Mr. Wang's term of appointment is from 1 December 2016 to 30 November 2019. Mr. Wang is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. According to an agreement entered into between Mr. Wang and the Company in the form of a letter of appointment, either the Company or Mr. Wang has the right to give not less than three months' prior notice to terminate the appointment without payment of consideration. Mr. Wang will not receive any director's fee under his appointment letter.

As at the Latest Practicable Date, Mr. Wang is interested in 517,351,520 shares of BYD, the controlling shareholder of the Company, representing approximately 18.96% of the total issued shares of BYD within the meaning of Part XV of the SFO. These are the 512,623,820 A shares, 3,727,700 A shares held in No. 1 Assets Management Plan through E Fund BYD and 1,000,000 H shares of BYD held by Mr. Wang, which represented approximately 28.48% and approximately 0.11% of total issued A shares and H shares of BYD, respectively. Save as disclosed above, Mr. Wang did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders in connection with the his re-election.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### *Mr. Chung Kwok Mo John*

Mr. Chung Kwok Mo John, born in 1969, was appointed as an independent non-executive Director of the Company since June 2013. He is the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Board.

Mr. Chung obtained a Bachelor of Economics degree from Macquarie University, Australia in 1992 and is also a member of Hong Kong Institute of Certified Public Accountants and CPA Australia, with over 20 years of experience in auditing, financial management and corporate finance. Mr. Chung was an auditor in an international accounting firm from 1992 to 1999. From 2000, Mr. Chung had held several senior management positions, including chief financial officer, executive director and independent non-executive director, in a number of listed companies in Hong Kong. Mr. Chung is presently a vice president of Yongsheng Advanced Materials Company Limited, a company listed on the Stock Exchange (Stock Code: 3608). In addition, he is also an independent non-executive director of each of B & S International Holdings Ltd., a listed company on the Stock Exchange (Stock Code: 1705), YTO Express (International) Holdings Limited, a listed company on the Stock Exchange (Stock Code: 6123) and Zhengye International Holdings Company Limited, a listed company on the Stock Exchange (Stock Code: 3363). Save as disclosed herein, Mr. Chung has not held any other directorships in any listed public companies in the last three years.

Mr. Chung's term of appointment is from 18 June 2016 to 17 June 2019. Mr. Chung is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. According to an agreement entered into between Mr. Chung and the Company in the form of a letter of appointment, either the Company or Mr. Chung has the right to give not less than three months' prior notice to terminate the agreement without payment of consideration. Pursuant to his letter of appointment, Mr. Chung is entitled to an annual remuneration of RMB200,000, which was determined by the Board with reference to prevailing market rates, his duties and responsibilities within the Company and the remuneration of other independent non-executive Directors of the Company at the time the agreement was entered into.

As at the Latest Practicable Date, Mr. Chung did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Chung has not previously held any positions with the Company or its subsidiaries and he did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Chung has confirmed that there are no other matters that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders in connection with his re-election.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### *Mr. Antony Francis Mampilly*

Mr. Antony Francis Mampilly, born in 1950, was appointed as an independent non-executive Director of the Company in November 2007 and is a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Board.

Mr. Mampilly obtained a bachelor's degree and a master's degree in physics from Kerala University, India in 1970. Mr. Mampilly worked at Motorola, Inc. where he held positions as general manager of the Energy Systems Group, general manager of the auto electronics business, corporate vice president and chief procurement officer. Mr. Mampilly has not held any other directorships in any listed public companies in the last three years.

Mr. Mampilly's term of appointment is from 1 December 2016 to 30 November 2019. Mr. Mampilly is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. According to an agreement entered into between Mr. Mampilly and the Company in the form of a letter of appointment, either the Company or Mr. Mampilly has the right to give not less than three months' prior notice to terminate the agreement without payment of consideration. Pursuant to his letter of appointment, Mr. Mampilly is entitled to an annual remuneration of RMB200,000, which was determined by the Board with reference to prevailing market rates, his duties and responsibilities within the Company and the remuneration of other independent non-executive Directors of the Company at the time the agreement was entered into.

As at the Latest Practicable Date, Mr. Mampilly did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Mampilly has not previously held any positions with the Company or its subsidiaries and he did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Mampilly has confirmed that there are no other matters that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders in connection with his re-election.

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## NOTICE OF AGM

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比亞迪電子（國際）有限公司  
**BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED**  
*(incorporated in Hong Kong with limited liability)*  
**(Stock Code: 285)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders of BYD Electronic (International) Company Limited (the “**Company**”) will be held at the conference room of BYD Company Limited at No. 3009, BYD Road, Pingshan District, Shenzhen, the People’s Republic of China at 9:00 a.m. on Wednesday, 20 June 2018 to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the report of the directors of the Company and the report of the independent auditors of the Company for the year ended 31 December 2017;
2. To declare a final dividend of RMB0.230 per Share for the year ended 31 December 2017;
3. To re-appoint Ernst & Young as the Company’s auditor for the financial year of 2018 and to hold office until the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration;
4. To re-elect Mr. Wang Chuan-fu as a non-executive director;
5. To re-elect Mr. Chung Kwok Mo John as an independent non-executive director;
6. To re-elect Mr. Antony Francis Mampilly as an independent non-executive director;
7. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;



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## NOTICE OF AGM

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below and pursuant to the Listing Rules, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) or issued from time to time by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) a Rights Issue (as defined below); (bb) an exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company carrying rights to subscribe for or are convertible into shares of the Company; (cc) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or right to acquire shares of the Company; or (dd) an issue of shares as scrip dividend pursuant to the articles of association of the Company, shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution), and the said approval be limited accordingly; and

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Company’s articles of association; or
  - iii. the date on which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any applicable territory).”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe for shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the rules governing the listing of securities on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;

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- (c) the aggregate number of ordinary shares of the Company or any other rights to subscribe for shares in the capital of the Company in each case which the directors of the Company are authorised to repurchase pursuant to the approvals in sub-paragraphs (a) and (b) of this resolution shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution), and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Company’s articles of association; or
  - iii. the date of the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the ordinary resolutions numbered 8 and 9 as set out in this notice, the general mandate granted pursuant to resolution numbered 8 above be and is hereby extended by the addition thereto such further additional shares as shall represent the aggregate number of shares of the Company repurchased by the Company since the granting of the general mandate pursuant to resolution numbered 9 above, provided that such extended number shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution).”

By order of the Board  
**BYD Electronic (International) Company Limited**  
**Wang Nian-qiang**  
*Director*

Hong Kong, 20 April 2018

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*Notes:*

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney of authority, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 9:00 a.m. on Monday, 18 June 2018, Hong Kong time) and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 14 June 2018 to Wednesday, 20 June 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 13 June 2018.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2017, the register of members of the Company will also be closed from Tuesday, 26 June 2018 to Thursday, 28 June 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 25 June 2018. It is expected that the final dividend will be distributed before 31 August 2018.