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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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Electronics

比亞迪電子(國際)有限公司
BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED

(incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 285)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of BYD Electronic (International) Company Limited 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 Thursday, 6 June 2024, is set out on pages 19 to 23 of this circular.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, 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 the meeting (i.e. not later than 9:00 a.m. on Tuesday, 4 June 2024, 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, 26 April 2024

CONTNETS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
1. INTRODUCTION	4
2. GENERAL MANDATE TO ISSUE SHARES	5
3. GENERAL MANDATE TO REPURCHASE SHARES	6
4. RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR	6
5. CLOSURE OF REGISTER OF MEMBERS	8
6. ANNUAL GENERAL MEETING	8
7. ACTIONS TO BE TAKEN	8
8. VOTING BY POLL	9
9. RECOMMENDATION	9
10. RESPONSIBILITY STATEMENT	9
APPENDIX I – EXPLANATORY STATEMENT	10
APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR ELECTION.	13
NOTICE OF ANNUAL GENERAL MEETING	19

DEFINITIONS

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

“Annual General Meeting” or “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 Thursday, 6 June 2024;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company or a duly authorised committee of the board of Directors of the Company;
“BYD”	BYD Company Limited, a joint stock company incorporated in the PRC with limited liability whose H shares are listed on the Main Board of the Stock Exchange and A shares are listed on the Main Board of Shenzhen Stock Exchange;
“BYD Group”	BYD and its subsidiaries (excluding, except where the context indicates otherwise, the Group);
“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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Latest Practicable Date”	Wednesday, 17 April 2024, 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;
“Notice of AGM”	the notice convening the AGM as set out on pages 19 to 23 of this circular;
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular only, Hong Kong, Special Administration Region of Macau and Taiwan);
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary 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 Shares in issue of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;

DEFINITIONS

“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.

LETTER FROM THE BOARD



Electronics

比亞迪電子(國際)有限公司
BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED

(incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 285)

Executive Directors

Mr. WANG Nian-qiang
Mr. JIANG Xiang-rong

Non-executive Directors

Mr. WANG Chuan-fu
Mr. WANG Bo

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
Tower 2 Grand Central Plaza
No. 138 Shatin Rural Committee Road
New Territories
Hong Kong

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

No. 1, Bibao Second Road
Baolong Street
Longgang District
Shenzhen
The PRC 518116

Hong Kong, 26 April 2024

To the Shareholders,

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

By ordinary resolutions of the Shareholders passed on 8 June 2023, 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 8 June 2023 (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 8 June 2023 (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

LETTER FROM THE BOARD

adding to it the number of any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the number of issued Shares of the Company as at 8 June 2023 (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, the proposed re-election of certain Directors and the proposed election of an independent non-executive Director 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, together with the Notice of 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 new 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;
- (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, representing 20% of the number of Shares in issue of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

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. 10 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. 11.

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 AND ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

As at the Latest Practicable Date, the Board comprises Mr. Wang Nian-qiang and Mr. Jiang Xiang-rong as executive Directors, Mr. Wang Chuan-fu and Mr. Wang Bo 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 then, 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 107 of the Articles of Association, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between those who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Jiang Xiang-rong, Mr. Wang Chuan-fu, Mr. Chung Kwok Mo John, and Mr. Antony Francis Mampilly will retire from office at the AGM. Mr. Jiang Xiang-rong, Mr. Wang Chuan-fu, and Mr. Chung Kwok Mo John, being eligible, will offer themselves for re-election. Mr. Antony Francis Mampilly proposes to retire from the office of independent non-executive Director and devote more time to his other business and personal affairs due to age, and he has decided not to offer himself for re-election at the AGM. Therefore, Mr. Antony Francis Mampilly will cease to be members of the audit committee, nomination committee and the remuneration committee of the Company with effect from the conclusion of the AGM.

LETTER FROM THE BOARD

In order to fill the vacancy from Mr. Antony Francis Mampilly's retirement, Ms. Wang Ying has been identified as a suitable candidate by the Company through the nomination committee and it is recommended to propose an ordinary resolution at the AGM to appoint Ms. Wang Ying as an independent non-executive Director. Subject to the election of Ms. Wang Ying at the AGM, Ms. Wang will be appointed as members of the audit committee, nomination committee and remuneration committee with effect from the conclusion of the AGM.

The nomination committee and the Board have received and reviewed the written confirmation of independence of each of the independent non-executive Directors and Ms. Wang Ying and are satisfied that each of Mr. Chung Kwok Mo John and Ms. Wang Ying is independent in accordance with the terms of the guidelines set out in Rule 3.13 of the Listing Rules, having regards to (i) their annual confirmation on independence as required under the Listing Rules; (ii) the absence of involvement in the daily management of the Company; (iii) the absence of any material relationships or circumstances which would interfere with the exercise of their independent judgment; and (iv) the absence of remuneration from the Company other than the directors' fees.

In addition, in considering the election of Ms. Wang Ying as an independent non-executive Director, the nomination committee and the Board has considered the perspectives, skills and experience that Ms. Wang can bring to the Board taking into account her abundant working experience in operational compliance, investment and merger and acquisitions, strategic transition and in tech-related listed companies, and believes that she will contribute to diversity of the Board in terms of gender, experience, personality, qualifications and educational background.

Separately, Mr. Chung Kwok Mo John has served as an independent non-executive Director for more than nine years and his re-election will be subject to a separate resolution to be approved by the Shareholders. The nomination committee and the Board has considered that, as an independent non-executive Director with in-depth understanding of the Company's operations and business, Mr. Chung has expressed objective views and given independent guidance to the Company over the years, and he continues to demonstrate commitment to his role. The Board considers that the long services of Mr. Chung would not affect his exercise of independent judgment and is satisfied that Mr. Chung has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board considers that the re-election of Mr. Chung as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

Brief biographical details of the Directors who are proposed to be re-elected and elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

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 Thursday, 6 June 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, 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 Friday, 31 May 2024.

(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 2023, the register of members of the Company will also be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, 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 Wednesday, 12 June 2024.

6. ANNUAL GENERAL MEETING

The AGM will be held at the Conference Room of BYD, No. 3009, BYD Road, Pingshan District, Shenzhen, PRC at 9:00 a.m. on Thursday, 6 June 2024. The Notice of AGM is set out on pages 20 to 24 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate, the Share Repurchase Mandate, re-election of retiring Directors and election of independent non-executive Director, as referred to above, will be proposed at the AGM.

7. ACTIONS 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 Tuesday, 4 June 2024, Hong Kong time). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM should you so wish.

LETTER FROM THE BOARD

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 a poll for all resolutions put forward at the forthcoming AGM to be held on Thursday, 6 June 2024.

9. RECOMMENDATION

The Directors believe the Share Issuance Mandate, the Share Repurchase Mandate, re-election of retiring Directors and election of independent non-executive Director 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 of
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 2023). 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) GENERAL

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

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement as set out in this Appendix I nor the proposed repurchase of Shares pursuant to the Share Repurchase Mandate has any unusual features.

(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 twelve months before the printing of this circular were as follows:

	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	25.40	21.35
May	24.90	21.90
June	25.95	22.50
July	31.00	23.60
August	37.50	27.15
September	38.25	33.70
October	40.40	32.20
November	38.95	31.95
December	37.05	30.75
2024		
January	37.35	26.45
February	31.25	26.10
March	32.75	27.70
April (up to the Latest Practicable Date)	29.95	24.60

MR. JIANG XIANG-RONG

Mr. Jiang Xiang-rong, aged 47, a Chinese national with no right of abode overseas, a bachelor's degree holder, graduated from Fudan University (復旦大學) in 1999, majoring in Applied Chemistry, with a bachelor's degree.

Mr. Jiang joined Shenzhen BYD Industries Company Limited (深圳市比亞迪實業有限公司) (“**BYD Industries**”, renamed as BYD Company Limited on 11 June 2002) in July 1999. He has successively served as the factory director of the precision metal products factory of Division 1, general manager of the technology development center of the electronic business group and deputy general manager of Division 1. He is currently the executive director of the Company and COO of BYD electronic business group, the general manager of the first business division and the general manager of the ALPHA structural parts business division, who is responsible for the overall operation and management and the research and development and application promotion of new materials and new technologies of the two divisions.

Mr. Jiang's term of appointment is from 6 June 2022 to 5 June 2025. Mr. Jiang 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 a service agreement entered into between Mr. Jiang and the Company, either the Company or Mr. Jiang has the right to give not less than three months' written notice to terminate the agreement without any payment of compensation. Pursuant to his service agreement, Mr. Jiang is not entitled to any director's fee but is entitled to normal staff benefits and to a salary to be determined at the discretion of the Board pursuant to the authority granted by the Shareholders of the Company at general meetings of the Company. The emoluments of Mr. Jiang are determined by the remuneration committee of the Company with reference to, among other things, market practice, his duty and the terms of reference of the remuneration committee adopted by the Company. The amount of Mr. Jiang's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2023. As at the Latest Practicable Date, Mr. Jiang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Jiang has not previously held any other positions with the Company or its subsidiaries and did not have any relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders of the Company. Mr. Jiang has not held any other directorships in any listed public companies in the last three years. Save as disclosed above, Mr. Jiang 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.

MR. WANG CHUAN-FU

Mr. Wang Chuan-fu, aged 58, Chinese national, a master's degree holder and a senior engineer. He has been appointed as a non-executive Director and the chairman of the Company in December 2007. He is the chairman of the nomination committee and the members of the remuneration committee and audit committee.

Mr. Wang graduated from Central South University of Technology (中南工業大學) (currently known as Central South University (中南大學)) in 1987 with a bachelor's degree majoring in metallurgy physical chemistry, and then graduated from Beijing Non-Ferrous Research Institute in the PRC (中國北京有色金屬研究總院) in 1990 with a master's degree majoring in metallurgy physical chemistry. Mr. Wang held positions as vice supervisor in Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) and 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 BYD Industries with Mr. Lv Xiang-yang and took the position of general manager. He has been a non-executive Director and the chairman of the Company since December 2007, and currently serves as the chairman, an executive Director and the president of BYD Company Limited (“BYD”, listed on the Stock Exchange (Stock Code: 01211); listed on the SZSE (Stock Code: 002594)), the chairman of BYD Semiconductor Company Limited (比亞迪半導體股份有限公司), the chairman of Shenzhen DENZA New Energy Automotive Co., Ltd. (深圳騰勢新能源汽車有限公司), and a director of Southern University of Science and Technology of China (南方科技大學).

Mr. Wang, being a technology expert, enjoyed special allowances from the State Council. He was awarded “The 2008 CCTV Man of the Year China Economy Innovation Award” (二零零八年CCTV中國經濟年度人物年度創新獎), “2014 Zayed Future Energy Prize Lifetime Achievement Award” (二零一四年札耶德未來能源獎個人終身成就獎), “a founding member of the 2016 United Nations Development Programme’s ‘Advisory Council for Sustainable Development’ (二零一六年聯合國開發計劃署「可持續發展顧問委員會」創始成員), “a member of the ‘13th Five Year Plan’ National Development Planning Expert Committee” (「十三五」國家發展規劃專家委員會委員), “an Outstanding Builder of Socialism with Chinese Characteristics in the 5th National Non- Public Economic Sector in 2019” (二零一九年第五屆全國非公有制經濟人士優秀中國特色社會主義事業建設者), “a model innovator and entrepreneur and advanced model figure for the 40th Anniversary of the Establishment of the Shenzhen Special Economic Zone” (深圳經濟特區建立40周年創新創業人物和先進模範人物), “National Advanced Person in the Private Economy for the Fight against COVID-19” (全國抗擊新冠肺炎民營經濟先進個人) etc. Mr. Wang topped the list of China’s 50 Most Influential Business Leaders in 2023 (2023年中國最具影響力的50位商界領袖) published by the Fortune magazine and the list of 2023 Forbes China Best CEO (2023福布斯中國最佳CEO) published by Forbes China.

Mr. Wang’s term of appointment is from 1 December 2022 to 30 December 2025. 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 518,351,550 shares of BYD, the controlling shareholder of the Company, representing approximately 17.81% of the total issued shares of BYD within the meaning of Part XV of the SFO. These are the 513,623,850 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 28.53% and approximately 0.09% of total issued A shares and H shares of BYD, respectively. Mr. Wang is the cousin of Mr. Lv Xiang-yang, a non-executive director of BYD. Mr. Wang is also the brother of Mr. Wang Chuan-fang, senior management of BYD. Save as disclosed above, Mr. Wang did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wang has not previously held any other positions with the Company or its subsidiaries and did not have any relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders of the Company. Mr. Wang has not held any other directorships in any listed public companies in the last three years. 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 his re-election.

MR. CHUNG KWOK MO JOHN

Mr. Chung Kwok Mo John, aged 55, a Chinese national and a permanent resident of the Hong Kong Special Administrative Region. Mr. Chung has been appointed as an independent non-executive Director of the Company since June 2013. Mr. Chung is the chairman of the audit committee and the members of the remuneration committee and nomination committee.

Mr. Chung obtained a Bachelor of Economics degree from Macquarie University (澳洲麥覺理大學), 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 Arthur Andersen (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.

In addition, he is also an independent non-executive director of each of B & S International Holdings Ltd. (賓仕國際控股有限公司), a listed company on the Stock Exchange (Stock Code: 1705), YTO International Express and Supply Chain Technology Limited (圓通國際快遞供應鏈科技有限公司), a listed company on the Stock Exchange (Stock Code: 6123), Zhengye International Holdings Company Limited (正業國際控股有限公司), a listed company on the Stock Exchange (Stock Code: 3363) and Tokyo Chuo Auction Holdings Limited (東京中央拍賣控股有限公司) (Stock Code: 1939). Save for the positions disclosed above and having served as the vice president of Yongsheng Advanced Materials Company Limited (永盛新材料有限公司), a company listed on the Stock Exchange (stock code: 3608), 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 2022 to 17 June 2025. 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 appointment 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. The amount of Mr. Chung's emoluments is disclosed in the annual report of the Company for the year ended 31 December 2023.

Save as disclosed above, 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 did not have any relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) 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.

MS. WANG YING

Ms. Wang Ying, aged 47, a Chinese national, a master's degree holder of Wuhan University and an economist. Ms. Wang is a deputy committee member of the board secretaries committee of Shenzhen Public Companies Association. She has abundant working experience in operational compliance, investment and merger and acquisitions, strategic transition and other fields of listed companies.

Ms. Wang is a director and the board secretary of the Shenzhen Huaqiang Industry Co., Ltd. (深圳華強實業股份有限公司) (000062.SZ) ("**Shenzhen Huaqiang**"), and a director of several subsidiaries of Shenzhen Huaqiang. Concurrently, she serves as a director in the Edifier Technology Co., Ltd. (深圳市漫步者科技股份有限公司) (002351.SZ). She also served in various positions, including an independent director, in Doctorglases Chain Co., Ltd. (博士眼鏡連鎖股份有限公司) (300622.SZ). She has obtained the qualification certificate of secretary to the board and qualification certificate of independent director of listed companies issued by the Shenzhen Stock Exchange.

According to Rule 3.13(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), in assessing the independence of a non-executive director, independence would more likely to be questioned if the director currently, or within one year immediately prior to the date of the person's proposed appointment, has or had a material interest in any principal business activity of or is or was involved in any material business dealings with the listed issuer, its holding company or their respective subsidiaries or with any core connected persons of the listed issuer.

Ms. Wang is currently a director and secretary of the board of directors of Shenzhen Huaqiang. Shenzhen Huaqiang is in turn interested in 0.2% of the issued share capital of BYD Semiconductor Company Limited (比亞迪半導體股份有限公司) (formerly known as “BYD Semiconductor Co., Ltd.”, hereinafter referred to as “**BYD Semiconductor**”), a non-wholly-owned subsidiary of BYD which is in turn the holding company of the Company.

Due to the said connection between Ms. Wang and the Company, the Board has considered Ms. Wang’s independence and has come to the view that (i) the shareholding of Shenzhen Huaqiang in BYD Semiconductor is not substantial; (ii) Ms. Wang has no involvement in day-to-day management of, no material interest in the principal business activity of and no other relationship with BYD Semiconductor (including shareholding or other managerial role), the Group or any of the Company’s core connected person (as defined in the Listing Rules); (iii) there is no material business dealing between the Company and the subsidiaries of Shenzhen Huaqiang; and (iv) save for the business dealings disclosed above, there is no other business dealing between BYD, BYD Semiconductor and/or the Group on one hand, and Shenzhen Huaqiang and its subsidiaries and/or Ms. Wang on the other hand. Therefore, the Board is of the view that Ms. Wang has satisfied the requirements of independence as set out in Rule 3.13 of the Listing Rules.

Subject to the election of Ms. Wang as an independent non-executive Director by the Shareholders at the AGM, Ms. Wang’s appointment will be effective from the conclusion of the AGM until the conclusion of the annual general meeting in 2026. Ms. Wang will be 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. An agreement will be entered into between Ms. Wang and the Company in the form of a letter of appointment. According to her appointment letter, either the Company or Ms. Wang has the right to give not less than three months’ written notice to terminate the appointment letter without payment of compensation. Ms. Wang is entitled to an annual remuneration of RMB200,000, which was determined by the Board based on the recommendation of the remuneration committee of the Company with reference to prevailing market rates, her duties and responsibilities within the Company and the remuneration of other independent non-executive directors of the Company.

Save as disclosed above and as at the date of this circular, Ms. Wang has confirmed that:

- (i) she does not have nor is she deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- (ii) she does not hold and has not held any positions with the Group;
- (iii) she does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and
- (iv) she does not hold and has not held any directorships in any listed public companies, in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms. Wang has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with the appointment of Ms. Wang.

NOTICE OF ANNUAL GENERAL MEETING



Electronics

比亞迪電子(國際)有限公司 BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED

(incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 285)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of BYD Electronic (International) Company Limited (the “**Company**”) 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 Thursday, 6 June 2024 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 its independent auditors for the year ended 31 December 2023;
2. To declare a final dividend of RMB0.538 per Share for the year ended 31 December 2023;
3. To re-appoint Ernst & Young as the Company’s auditor for the financial year of 2024 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. JIANG Xiang-rong as an executive director;
5. To re-elect Mr. WANG Chuan-fu as a non-executive director;
6. To re-elect Mr. CHUNG Kwok Mo John as an independent non-executive director;
7. To elect Ms. WANG Ying as an independent non-executive director;
8. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;

NOTICE OF ANNUAL GENERAL MEETING

9. As special business, 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 to be 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 exemption or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or after 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).”

10. As special business, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
 - (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.”; and
11. As special business, 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 9 and 10 as set out in this notice, the general mandate granted pursuant to resolution numbered 9 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 10 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, 26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 4 June 2024, 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 Monday, 3 June 2024 to Thursday, 6 June 2024, 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 Friday, 31 May 2024.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2023, the register of members of the Company will also be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, 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 Wednesday, 12 June 2024. It is expected that the final dividend will be distributed before 6 August 2024.
- (v) As at the date of this notice, the executive Directors of the Company are Mr. WANG Nian-qiang and Mr. JIANG Xiang-rong; the non-executive Directors are Mr. WANG Chuan-fu and Mr. WANG Bo; and the independent non-executive Directors are Mr. CHUNG Kwok Mo John, Mr. Antony Francis MAMPILLY and Mr. QIAN Jing-jie.