



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 an annual general meeting of BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED (the “Company”) will be held at the Conference Room of BYD Company Limited, No.3001, Hengping Road, Pingshan, Longgang, Shenzhen, Guangdong Province, the PRC on Tuesday, 10 June, 2008 at 9:00 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2007;
2. To declare a final dividend for the year ended 31 December 2007 of RMB0.15 per share of HK\$0.10 each in the capital of the Company;
3. To re-elect Ms. Li Ke as a director of the Company and to authorize the board of directors of the Company to fix her remuneration;
4. To re-elect Mr. Sun Yi-zao as a director of the Company and to authorize the board of directors of the Company to fix his remuneration;
5. To re-elect Mr. Wu Jing-sheng as a director of the Company and to authorize the board of directors of the Company to fix his remuneration;
6. To re-appoint auditors and to authorize the board of directors of the Company to fix their remuneration;

As special businesses:

7. To consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary Resolution:

“THAT:

- 7.1 subject to the approval of the shareholders of BYD Company Limited (“BYD”) at the annual general meeting of BYD which will be held on 10 June 2008 and subject to

paragraph 7.3 below and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares 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;

- 7.2 the approval in paragraph 7.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) 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;
- 7.3 the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph 7.1 above, otherwise than (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) 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 (iv) an issue of shares as scrip dividend pursuant to the articles of association of the Company, from time to time shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- 7.4 for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is 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 by the articles of association of the Company or any applicable law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

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

8. To consider and, if thought fit, pass with or without amendments, the following resolutions as an Ordinary Resolution:

“THAT:

- 8.1 subject to paragraph 8.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company 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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 8.2 the aggregate nominal amount of shares of the Company which the directors of the Company is authorized to repurchase pursuant to the approval in paragraph 8.1 above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly;
- 8.3 for the purposes of this resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is 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 by the articles of association of the Company or any applicable law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

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

“**THAT** subject to the passing of Ordinary Resolution Nos. 7 and 8 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No.7 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 8 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the said Resolution.”

By Order of the Board
BYD Electronic (International) Company Limited
LI Ke
Director

Hong Kong, 25 April 2008

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
2. The register of members of the Company will be closed from 3 June, 2008 (Tuesday) to 10 June, 2008 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed 2007 final dividends, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 2 June, 2008 (Monday). The final dividends will be paid on or before 8 July, 2008 to those shareholders on the register of members on 10 June, 2008.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's share registrar 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof; or in the case of a poll, at least 24 hours before the time appointed for the taking of the poll; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

As at the date of this announcement, the executive directors are Ms. LI Ke and Mr. SUN Yi-zao; the non-executive directors are Mr. WANG Chuan-fu and Mr. WU Jing-sheng; and the independent non-executive directors are Mr. CHAN Yuk-tong, Mr FENG Xu-chu and Mr. Antony Francis MAMPILLY.