
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in **BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED**, you should at once hand this circular and the enclosed form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

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

Notice convening an Annual General Meeting of BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED (the "Company") to 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. or any adjournment thereof is set out on pages 14 to 17 of this circular. Whether or not you propose to attend the meeting, you are advised to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief that there are no other facts the omission of which would make any statement in this circular misleading.

25 April 2008

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to 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.
“AGM Notice”	notice convening the Annual General Meeting as set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	BYD Electronic (International) Company Limited, a company incorporated in Hong Kong with limited liability whose Shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Explanatory Statement”	the explanatory statement required under the Listing Rules to provide the requisite information of the Share Repurchase Mandate as set out in Appendix I to this circular headed “Explanatory Statement”
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share Issue 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Shares Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 8 of the AGM Notice
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	the holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors

Ms. LI Ke

Mr. SUN Yi-zao

Non-executive Directors

Mr. WANG Chuan-fu

Mr. WU Jing-sheng

Independent Non-executive Directors

Mr. CHAN Yuk-tong

Mr. FENG Xu-chu

Mr. Anthony Francis MAMPILLY

Registered Office:

Part of Unit 1712, 17th Floor

Grand Central Plaza, Tower 2

138 Shatin Rural Committee Road

Shatin, New Territories

Hong Kong

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

No. 3001, Bao He Road

Baolong, Longgang

Shenzhen, 518116

The PRC

25 April 2008

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The Listing Rules contain provisions to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange.

LETTER FROM THE BOARD

The general unconditional mandates to issue and repurchase Shares granted by written resolutions of the Shareholders on 29 November 2007 will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting for the grant of the general mandates to repurchase Shares and to issue Shares.

The purpose of this circular is to provide you with information relating to 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 Annual General Meeting.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, ordinary resolutions Nos. 7 and 9 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue Shares representing up to (i) 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,272,246,000 Shares. Subject to (a) the passing of the ordinary resolution regarding the Share Issue Mandate and (b) the approval of the shareholders of BYD Company Limited (“BYD”) whose shares are listed on the Stock Exchange, and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Issue Mandate to issue a maximum of 454,449,200 Shares. In the event that the exercise of the Share Issue Mandate will have a material dilution effect of the shareholdings of its holding company, BYD, on the shares of the Company and trigger notifiable transactions under the Listing Rules or its higher categories, the Company will comply with the relevant requirements of the Listing Rules, if required.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution No. 8 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution until the next annual general meeting of the Company or such earlier period as stated in the said ordinary resolution.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Share Repurchase Mandate is set out in the Appendix I to this circular.

PROPOSED RE-ELECTION OF 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. A retiring director shall be eligible for re-election.

LETTER FROM THE BOARD

Ms. Li Ke, Mr. Sun Yi-zao and Mr. Wu Jing-sheng will retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

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

ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, ordinary resolutions to approve the Share Issue Mandate and the Share Repurchase Mandate and the proposed re-election of Directors, is set out on pages 14 to 17 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy and return it to 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, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

RIGHT TO DEMAND POLL

Pursuant to Article 65 of the Articles of Association, at any general meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. A poll shall be demanded by the chairman of the meeting and/or the directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at the relevant general meeting where, on a show of hands a meeting votes in the opposite manner to that instructed in those proxies. Subject to this article and to the provisions of the Companies Ordinance, a poll may be demanded:

- (a) by the chairman; or
- (b) by not less than three (3) members having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy, representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Share Issue Mandate and the Share Repurchase Mandate and the proposed re-election of Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed as set out in the AGM Notice.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,272,246,000 Shares.

Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed to repurchase a maximum of 227,224,600 Shares (representing 10% of the Shares in issue as at the date of the granting of the Share Repurchase Mandate).

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Share Repurchase Mandate from the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

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.

Under Hong Kong law, repurchases may only be effected out of the capital paid up on the repurchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

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 combined financial statements as at 31 December 2006 as disclosed in the prospectus of the Company dated 7 December 2007). 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.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous months since the Shares commenced trading on the Stock Exchange on 20 December 2007 and up to the Latest Practicable Date were as follows:

	Shares Highest Price HK\$	Shares Lowest Price HK\$
2007		
December	15.20	10.68
2008		
January	15.50	9.6
February	12.12	10.02
March	11.9	9.1
As at the Latest Practicable Date	9.39	8.96

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Share Repurchase Mandate if such is approved by the Shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

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 Shareholders 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 Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders, other than Directors or chief executive of the Company, are interested in 5% or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV (Disclosure of Interests) of the SFO:

Name of Shareholder	Number of Shares	Approximate percentage of the issued share capital	Approximate percentage of the issued share capital (assuming the Share Repurchase Mandate is exercised in full)
Golden Link Worldwide Limited ("Golden Link")	1,481,700,000	65.21%	72.45%
BYD (H.K.) Co., Limited ("BYD H.K.") (Note 1)	1,481,700,000	65.21%	72.45%
BYD Company Limited ("BYD") (Note 1)	1,481,700,000	65.21%	72.45%
HSBC Trustee (Hong Kong) Limited (Note 2)	168,300,000	7.41%	8.23%

Notes:

1. BYD is the sole shareholder of BYD H.K., which in turn is the sole shareholder of Golden Link. As such, both BYD H.K. and BYD are deemed to be interested in the Shares held by Golden Link.
2. The Shares are held by Gold Dragonfly Limited, a company incorporated in the British Virgin Islands and wholly owned by HSBC Trustee (Hong Kong) Limited as trustee of BF Trust, the beneficiaries of which are 35 employees of the BYD Group and the Group.

Save as disclosed above, to the best of the knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 5% or more of the issued share capital of the Company.

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%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) since the day the Shares commenced trading on the Stock Exchange on 20 December 2007 and up to the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

LI, Ke

Ms. Li, aged 38, was appointed as an executive Director and the Chief Executive Officer of the Company. Ms. Li joined our Group in January 2003 and is responsible for the overall strategic planning and business management. She has also been actively participating in the marketing, human resources and general administration of our Group's business. Ms. Li joined BYD Company Limited and its subsidiaries (excluding the Company and its subsidiaries) (the "BYD Group") in September 1996 as a manager in the marketing division. From June 2002 to December 2006, Ms. Li was the general manager responsible for marketing and sale of handset components and modules at the BYD Group. Prior to joining the BYD Group, Ms. Li worked at Global Resources (亞洲資源), a business-to-business, or B2B, media company which facilitates two-way trade between the PRC and other parts of the world by providing sourcing information to large volume purchasers and integrated marketing services to suppliers, for the period from June 1994 to August 1996 and was primarily responsible for market research and analysis. Ms. Li received her Bachelor's Degree in Statistics from Fudan University (復旦大學), the PRC, in 1992. Ms. Li officially terminated her employment with the BYD Group in April 2007. Save as disclosed above, Ms. Li did not hold any directorship in other listed public companies in the past three years or any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Ms. Li is interested in 8,602,000 Shares, representing approximately 0.38% of the total issued share capital of the Company within the meaning of Part XV of the SFO. The said Shares are held by Gold Dragonfly Limited, a company incorporated in the British Virgin Islands and wholly owned by HSBC Trustee (Hong Kong) Limited as trustee of BF Trust, beneficiaries of which are 35 employees of the BYD Group and the Group, including Li Ke. As at the Latest Practicable Date, Ms. Li is interested in 11,884,500 shares of BYD, representing approximately 0.58% of the total issued share capital of BYD within the meaning of Part XV of the SFO. These are the domestic shares of BYD held by Ms. Li which represented approximately 0.80% of the total issued domestic shares of BYD.

Ms. Li did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is a service contract entered into between the Company and Ms. Li for an initial term of three years with effect from 1 December, 2007. Either party has the right to give not less than three months' written notice to terminate the agreement. Ms. Li is currently entitled to a remuneration at a rate of RMB2,700,000 per annum from the Company. In addition, she was entitled to a bonus payment at the discretion of the Board. The emoluments of Ms. Li are determined by the remuneration committee of the Company with reference to market practice, her performance and contribution to the Group and also the terms of reference of the remuneration committee adopted by the Company.

Save as disclosed above, there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

SUN, Yi-zao

Mr. Sun, aged 44, was appointed as an executive Director and the Chief Operation Officer of the Company. Mr. Sun joined our Group in December 2002 and is responsible for various aspects of our operations such as production, procurement and quality control. Mr. Sun served as the general manager of the third division (Precision Manufacturing Department) of the BYD Group from December 2002 to December 2006. From November 1994 to December 2002, Mr. Sun served several positions in the BYD Group, including the manager of the design department, the engineering department and the spare parts sub-plant. Mr. Sun was responsible for equipment purchase, maintenance, engineering and component procurement. Mr. Sun graduated with a Diploma in Mechanics from Jiangxi Radio and TV University (江西廣播電視大學), the PRC, in 1990. Mr. Sun officially terminated his employment with the BYD Group in April 2007. Save as disclosed above, Mr. Sun did not hold any directorship in other listed public companies in the past three years or any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Sun is interested in 5,797,000 Shares, representing approximately 0.26% of the total issued share capital of the Company within the meaning of Part XV of the SFO. The said Shares are held by Gold Dragonfly Limited, a company incorporated in the British Virgin Islands and wholly owned by HSBC Trustee (Hong Kong) Limited as trustee of BF Trust, beneficiaries of which are 35 employees of the BYD Group and the Group, including Sun Yi-zao. As at the Latest Practicable Date, Mr. Sun is interested in 10,824,680 shares of BYD, representing approximately 0.53% of the total issued share capital of BYD within the meaning of Part XV of the SFO. These are the domestic shares of BYD held by Mr. Sun which represented approximately 0.73% of the total issued domestic shares of BYD.

Mr. Sun did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. Sun for an initial term of three years with effect from 1 December, 2007. Either party has the right to give not less than three months' written notice to terminate the agreement. Mr. Sun is currently entitled to a remuneration at a rate of RMB1,700,000 per annum from the Company. In addition, he was entitled to a bonus payment at the discretion of the Board. The emoluments of Mr. Sun are determined by the remuneration committee of the Company with reference to market practice, her performance and contribution to the Group and also the terms of reference of the remuneration committee adopted by the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

WU, Jing-sheng

Mr. Wu, aged 45, was appointed as a non-executive Director of the Company in March 2007. Mr. Wu is also the vice-president, chief financial officer and company secretary of BYD Company Limited, and oversees the BYD Group's supervisory, financial and administration divisions. Mr. Wu joined the BYD Group in September 1995 and served as the financial manager. He has been the chief

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

financial officer and vice president of the BYD Group since June 2002. In January 2005, Mr. Wu was appointed as the qualified accountant for BYD. Prior to joining the BYD Group, Mr. Wu worked at Guangzhou Youngy Management & Investment Group Co., Ltd. (廣州融捷投資管理集團有限公司) from July 1994 to August 1995, where he was primarily responsible for financial and accounting matters. Mr. Wu graduated from the Executive MBA Program of Peking University (北京大學), PRC in July 2006, and received his Certificate of Graduation from Anhui Normal University (安徽師範大學), the PRC, in 1992. Mr. Wu obtained his qualification to practice law from the Judicial Department of Anhui Province in 1992 and was qualified as a PRC Certified Accountant in May 1995. Save as disclosed above, Mr. Wu did not hold any directorship in other listed public companies in the past three years or any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Wu is interested in 8,602,000 Shares, representing approximately 0.38% of the total issued share capital of the Company within the meaning of Part XV of the SFO. The said Shares are held by Gold Dragonfly Limited, a company incorporated in the British Virgin Islands and wholly owned by HSBC Trustee (Hong Kong) Limited as trustee of BF Trust, beneficiaries of which are 35 employees of the BYD Group and the Group, including Wu Jing-sheng. As at the Latest Practicable Date, Mr. Wu is interested in 11,675,880 shares of BYD, representing approximately 0.57% of the total issued share capital of BYD within the meaning of Part XV of the SFO. These are the domestic shares of BYD held by Mr. Wu which represented approximately 0.79% of the total issued domestic shares of BYD.

Mr. Wu did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is an appointment letter entered into between the Company and Mr. Wu for an initial term of three years with effect from 1 December, 2007. Either party has the right to give not less than three months' written notice to terminate the appointment without payment of compensation, and the appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association. Mr. Wu is not entitled to a director's fee. The emoluments of Mr. Wu are determined by the remuneration committee of the Company with reference to market practice, her performance and contribution to the Group and also the terms of reference of the remuneration committee adopted by the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

“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.”

NOTICE OF ANNUAL GENERAL MEETING

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.