
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

This circular, for which the directors (“Directors”) of BYD Company Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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 licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy and the confirmation slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



比亞迪股份有限公司
BYD COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1211)

**PROPOSED GENERAL MANDATE FOR THE ISSUE OF SHARES
PROPOSED GENERAL MANDATE TO ISSUE SHARES OF
BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED
PROPOSED PROVISION OF GUARANTEE TO LEASING COMPANY
IN RESPECT OF SALES OF NEW ENERGY VEHICLES
PROPOSED PROVISION OF GUARANTEE BY THE GROUP
PROPOSED REDUCTION OF TOTAL INVESTMENT IN THE
SHENZHEN MOBILE PHONE LITHIUM BATTERY PROJECT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held on Friday, 7 June 2013 at 10:00 a.m. at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the People's Republic of China, is set out in pages 7 to 11 of to this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

22 April 2013

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	2
Notice of the Annual General Meeting	7

DEFINITIONS

In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company which is scheduled to be held at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the PRC on Friday, 7 June 2013 at 10 a.m.;
“AGM Notice”	notice convening the Annual General Meeting as set out on pages 7 to 11 of this circular
“A Share(s)”	ordinary domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shenzhen Stock Exchange and traded in RMB;
“Board”	the board of Directors of the Company;
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan Region;
“Company”	BYD Company Limited, a joint stock limited company incorporated in the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“H Share(s)”	ordinary overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollar;
“Latest Practicable Date”	16 April 2013, 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 Hong Kong Stock Exchange;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	registered holder(s) of the Shares;
“Supervisors”	supervisors of the Company; and
“Supervisory Committee”	supervisory committee of the Company

LETTER FROM THE BOARD



比亞迪股份有限公司
BYD COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1211)

Board of Directors:

Executive Director

Mr. Wang Chuan-fu

Non-executive Directors

Mr. Lu Xiang-yang

Mr. Xia Zuo-quan

Independent Non-executive Directors

Ms. Li Dong

Mr. Wu Chang-qi

Mr. Li Lian-he

Registered Office:

LEGAL ADDRESS

Yan An Road

Kuichong

Longgang District

Shenzhen

Guangdong Province

The PRC

**PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Unit 1712, 17th Floor

Tower 2

Grand Central Plaza

No.138 Shatin Rural Committee Road

New Territories

Hong Kong

22 April 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE FOR THE ISSUE OF SHARES
PROPOSED GENERAL MANDATE TO ISSUE SHARES OF
BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED
PROPOSED PROVISION OF GUARANTEE TO LEASING COMPANY
IN RESPECT OF SALES OF NEW ENERGY VEHICLES
PROPOSED PROVISION OF GUARANTEE BY THE GROUP
PROPOSED REDUCTION OF TOTAL INVESTMENT IN THE
SHENZHEN MOBILE PHONE LITHIUM BATTERY PROJECT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against certain ordinary resolutions and special resolutions to be proposed at the Annual General Meeting of the Company to be held on Friday, 7 June 2013.

LETTER FROM THE BOARD

TO CONSIDER AND APPROVE THE PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR 2012

In view of the current capital strain of the Company, the current financial and operational condition of the Company and its long term development needs, and for the purposes of ensuring the upgrade of the Company's technology, the research, development and marketing of the new energy vehicles in order to maintain the stable development capacity of the Company in the increasingly fierce market competition when there is limited capital, the Board proposes not to distribute the profits for the year 2012 which will be accumulated until next year, and not to increase shares by transferring capital reserve fund, in order to fulfil the Company's requirement for general working capital.

PROPOSED SHARE ISSUE MANDATE

A special resolution will be proposed at the AGM for the granting of the share issue mandate (the "Share Issue Mandate") to the Directors, on terms as set out in Special Resolution No. 10 in the notice convening the AGM (the "AGM Notice"), allowing them to exercise all the powers of the Company to issue, allot and deal with additional H Shares. Under the Share Issue Mandate, the number of H Shares to be issued shall not exceed 20 per cent. of the total number of H Shares in issue as at the date of passing such special resolution. As at the Latest Practicable Date, the total issued share capital of the Company is 2,354,100,000 Shares comprising 1,561,000,000 A Shares and 793,100,000 H Shares. Subject to the passing of the special resolution regarding the Share Issue Mandate and assuming that no further Shares are issued prior to the AGM, the Company would be allowed under the Share Issue Mandate to issue a maximum of 158,620,000 H Shares.

In connection with the Share Issue Mandate, the Company's authority shall be restricted to the period from the passing of the above-mentioned special resolution until the earliest of the date of the Company's next annual general meeting, the expiration of 12 months following the passing of such special resolution and the date upon which such mandate is revoked or varied by a special resolution of the Shareholders of the Company in general meeting.

PROPOSED GENERAL MANDATE TO ISSUE SHARES OF BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED

BYD Electronic (International) Company Limited ("BYD Electronic"), a subsidiary of the Company, will propose to grant the directors of BYD Electronic a general mandate to permit the allotment and issue of its new shares (the "BYD Electronic Shares") up to a maximum of 20% of the aggregate nominal amount of the share capital of BYD Electronic in issue as at the date of passing the relevant resolution granting such mandate (the "BYD Electronic Share Issue Mandate"), subject to (a) the approval of the shareholders of BYD Electronic at its annual general meeting (the "BYD Electronic AGM") which will be held on 7 June 2013; and (b) the approval of the Shareholders at the AGM, on the basis that as at the Latest Practicable Date, the issued share capital of BYD Electronic comprised 2,253,204,500 BYD Electronic Shares and assuming that no further BYD Electronic Shares are issued or repurchased prior to the BYD Electronic AGM, BYD Electronic would be allowed under the BYD Electronic Share Issue Mandate to issue a maximum of 450,640,900 BYD Electronic Shares.

Special resolution No. 11 as set out in the AGM Notice will be proposed at the AGM to approve the BYD Electronic Share Issue Mandate.

LETTER FROM THE BOARD

PROPOSED PROVISION OF GUARANTEE TO LEASING COMPANY IN RESPECT OF SALES OF NEW ENERGY VEHICLES

At the AGM, approvals are to be sought from the Shareholders in respect of the followings: guarantee by the Company and the subsidiaries controlled by the Company in respect of the banking and other financial institution credit businesses of the leasing company in respect of sales of new energy vehicles, and the total facilities guaranteed by the Company and the subsidiaries controlled by the Company shall not exceed RMB500 million; and to such extent, Mr. Wang Chuan-fu, the Chairman of the Board, be authorised to execute the relevant agreements and to deal with the relevant matters on behalf of the Company. The approvals from the Shareholders are expected to be valid until the date of the conclusion of the 2013 annual general meeting of the Shareholders to be held in 2014. The Board believes that the one-off approvals of the Shareholders to the Company and its subsidiaries to provide such guarantee will allow greater flexibility to the leasing company in respect of the sales of new energy vehicles in obtaining credit facilities on a timely basis and thus facilitates the development of the market of new energy vehicles for the Company. The Group will comply with relevant requirements under the Listing Rules upon execution of the relevant guarantee if such guarantee constitutes transactions which are subject to disclosure under the Listing Rules.

PROPOSED PROVISION OF GUARANTEE BY THE GROUP

At the AGM, approvals are also proposed to be sought from the Shareholders in respect of the following guarantees: (a) provision of guarantee by the Company in respect of the banking and other financial institutional credit businesses and other businesses of the domestic subsidiaries controlled by the Company, and provision of guarantee in respect of the banking and other financial institutional credit businesses and other businesses of the subsidiaries controlled by the Company outside the PRC in accordance with the relevant regulations of the PRC; (b) provision of cross-guarantee in respect of the banking and other financial institutional credit businesses and other businesses between the subsidiaries controlled by the Company within and outside the PRC in accordance with the relevant regulations of the PRC. The sum of facilities guaranteed by the Company for subsidiaries controlled by the Company within and outside the PRC and the facilities cross-guaranteed by the subsidiaries controlled by the Company within and outside the PRC for each other shall not exceed RMB90 billion; and (c) provision of guarantee on pro-rata basis by the Company and its subsidiaries in respect of the banking and other financial institutional credit businesses of their domestic invested entities according to their respective capital contribution ratios, and provision of guarantee on pro-rata basis in respect of the banking and other financial institutional credit businesses of their invested entities outside the PRC according to their respective capital contribution ratios and the relevant regulations of the PRC. The total guaranteed facilities will not exceed RMB3 billion and counter-guarantees have to be provided by the invested entities in strict compliance with the relevant regulations of the China Securities Regulatory Commission and Shenzhen Stock Exchange. The approval from the Shareholders is expected to be valid until the date of the conclusion of the 2013 annual general meeting of the Shareholders to be held in 2014. The Board believes that the one-off approval of the Shareholders to the Company and its subsidiaries to provide such guarantees will allow greater flexibility to the members of the Group in obtaining credit facilities on a timely basis. The Group will comply with relevant requirements under the Listing Rules upon execution of the relevant guarantees if such guarantees constitute transactions which are subject to disclosure under the Listing Rules.

LETTER FROM THE BOARD

PROPOSED REDUCTION OF TOTAL INVESTMENT IN THE SHENZHEN MOBILE PHONE LITHIUM BATTERY PROJECT

The total investment of Shenzhen Mobile Phone Lithium Battery Project (the “Project”) was originally planned to be RMB400 million. As at 31 December 2012, the Company has invested approximately RMB181 million into the Project. A special resolution will be proposed at the AGM, as set out in Special Resolution No. 9 in the AGM Notice, for the reduction of total investment in the Project from RMB400 million to RMB181 million (i.e. no more investment will be made) for the primary reasons that (a) the market demand was weakened; (b) the management of the Company anticipates that the current mobile phone lithium-ion battery production capacity of the Company is basically able to satisfy the market demand for the next 2-3 years; (c) the results of the Company can be boosted by reduction of capital expenditure; and (d) the total funds raised were lower than expected.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Wednesday, 8 May 2013 to Friday, 7 June 2013, both days inclusive, during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the registers of members of the Company on Friday, 7 June 2013 shall be entitled to attend and vote at the AGM. In order for the H Shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 7 May 2013 for registration.

THE AGM

The AGM Notice setting out, inter alia, the ordinary resolutions to approve the audited financial statements for the year ended 31 December 2012 and the special resolutions to approve the Share Issue Mandate and the BYD Electronic Share Issue Mandate is enclosed in pages 7 to 11 of this circular. Shareholders are advised to read the AGM Notice and to complete and return the form of proxy and the confirmation slip (which are enclosed in this circular) in accordance with the instructions printed thereon. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting in person at the AGM if he so wishes. If a Shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.

All resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by Shareholders at the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours faithfully,
Wang Chuan-fu
Chairman

NOTICE OF THE ANNUAL GENERAL MEETING



比亞迪股份有限公司 BYD COMPANY LIMITED

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1211)

Notice of Annual General Meeting

Notice is hereby given that an annual general meeting (the "Annual General Meeting") of BYD Company Limited (the "Company") will be held at 10:00 a.m. on Friday, 7 June 2013 at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the People's Republic of China to consider and, if thought fit, to pass the following resolutions:

By way of Ordinary Resolutions:

1. To consider and approve the report of the board of directors of the Company for the year 2012.
2. To consider and approve the report of the supervisory committee of the Company for the year 2012.
3. To consider and approve the audited financial statements of the Company for the year 2012.
4. To consider and approve the annual report of the Company for the year 2012 and the summary thereof.
5. To consider and approve the profit distribution plan of the Company for the year 2012.
6. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the Company's PRC auditor and internal control audit institution and Ernst & Young as the Company's auditor outside PRC for the financial year of 2013 and to hold office until the next annual general meeting of the Company, and to authorise the board of directors of the Company to determine their remuneration.

By way of Special Resolutions:

7. To consider and approve the Company and the subsidiaries controlled by the Company to provide guarantee not exceeding RMB500 million in respect of the banking and other financial institution credit businesses of the leasing company in respect of sales of new energy vehicles.

NOTICE OF THE ANNUAL GENERAL MEETING

8. To consider and approve the Company and its subsidiaries to provide guarantees, from the date on which this resolution is passed until the date of the conclusion of the 2013 annual general meeting of the Shareholders to be held in 2014, with details set out as follows:

- (i) provision of guarantee by the Company in respect of the banking and other financial institutional credit businesses and other businesses of the domestic subsidiaries controlled by the Company, and provision of guarantee in respect of the banking and other financial institutional credit businesses and other businesses of the subsidiaries controlled by the Company outside the PRC in accordance with the relevant regulations of the PRC;
- (ii) provision of cross-guarantee in respect of the banking and other financial institutional credit businesses and other businesses between the subsidiaries controlled by the Company within and outside the PRC in accordance with the relevant regulations of the PRC.

The sum of facilities guaranteed by the Company for subsidiaries controlled by the Company within and outside the PRC and the facilities cross-guaranteed by the subsidiaries controlled by the Company within and outside the PRC for each other shall not exceed RMB90 billion; and

- (iii) provision of guarantee on pro-rata basis by the Company and its subsidiaries in respect of the banking and other financial institutional credit businesses of their domestic invested entities according to their respective capital contribution ratios, and provision of guarantee on pro-rata basis in respect of the banking and other financial institutional credit businesses of their invested entities outside the PRC according to their respective capital contribution ratios and the relevant regulations of the PRC, the total guaranteed facilities will not exceed RMB3 billion and counter-guarantees have to be provided by the invested entities in strict compliance with the relevant regulations of the China Securities Regulatory Commission and Shenzhen Stock Exchange.

9. To consider and approve the reduction of total investment in the Shenzhen mobile phone lithium battery project.

10. To consider and approve:

- (a) the grant to the board of directors of the Company (the “Board”) a general mandate to allot, issue and deal with additional H shares of the Company subject to the following conditions:-
 - (i) that the H shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to the general mandate shall not exceed 20 per cent of the total H shares in issue;

NOTICE OF THE ANNUAL GENERAL MEETING

- (ii) that the exercise of the general mandate is subject to all governmental and/or regulatory approval(s), if any, under the applicable law (including but without limitation to the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited);
 - (iii) that the general mandate shall remain valid until the earliest of (x) the conclusion of the next annual general meeting of the Company; or (y) the expiration of a 12-month period following the passing of this resolution; or (z) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (b) the authorisation to the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (a) of this resolution.

11. To consider and approve:

“THAT:

- 11.1 subject to paragraph 11.3 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 BYD Electronic (International) Company Limited (“BYD Electronic”) during the Relevant Period (as hereinafter defined) of all the powers of BYD Electronic to allot, issue and deal with additional shares of BYD Electronic 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 BYD Electronic) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 11.2 the approval in paragraph 11.1 above shall authorise the directors of BYD Electronic 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 BYD Electronic) which would or might require the exercise of such power after the end of the Relevant Period;
- 11.3 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 BYD Electronic pursuant to the approval in paragraph 11.1 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 BYD Electronic which carry rights to subscribe for or are convertible into shares of BYD Electronic 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 BYD Electronic and/or any of its subsidiaries

NOTICE OF THE ANNUAL GENERAL MEETING

or any other eligible person(s) of shares or right to acquire shares of BYD Electronic, or (iv) an issue of shares as scrip dividend pursuant to the articles of association of BYD Electronic, from time to time shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of BYD Electronic as at the date of passing the ordinary resolution as referred to in the notice convening the annual general meeting of BYD Electronic to be held on 7 June 2013 (the “BYD Electronic Resolution”), and the said approval shall be limited accordingly; and

11.4 for the purposes of this Resolution, “Relevant Period” means the period from the passing of the BYD Electronic Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of BYD Electronic;
- (ii) the expiration of the period within which the next annual general meeting of BYD Electronic is required by the articles of association of BYD Electronic or any applicable law to be held; and
- (iii) the date on which the authority set out in the BYD Electronic Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of BYD Electronic; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of BYD Electronic open for a period fixed by the directors of BYD Electronic to holders of shares of BYD Electronic (and, where appropriate, to holders of other securities of BYD Electronic entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of BYD Electronic (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of BYD Electronic 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 BYD Electronic).”

By Order of the Board
Wang Chuan-fu
Chairman

Hong Kong, 22 April 2013

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (A) The register of holders of H Shares of the Company will be closed from Wednesday, 8 May 2013 to Friday, 7 June 2013 (both days inclusive), during which no transfer of H Shares will be effected.

Holders of H Shares whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Friday, 7 June 2013 are entitled to attend and vote at the AGM (or any adjournment thereof) following completion of the registration procedures. To qualify for attendance and voting at the AGM (or any adjournment thereof), documents on transfers of H Shares must be lodged with the Company's H Share Registrar and Transfer office, not later than 4:30 p.m. on Tuesday, 7 May 2013. The address of the Company's H Share registrar and transfer office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

- (B) Holders of H Shares intending to attend the AGM (or any adjournment thereof) should complete and return the reply slip for attending the AGM (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong such that the reply slip shall be received by the Company's H-Share Registrar and Transfer Office 20 days before the AGM (i.e. on or before Friday, 17 May 2013).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a "power of attorney"). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the AGM (or any adjournment thereof).
- (F) A shareholder of the Company or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.
- (G) The AGM (or any adjournment thereof) is expected to last for half a day. Shareholders who attend the AGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
- (H) As at the date of this notice, the Board of Directors of the Company comprises Mr. Wang Chuan-fu being the executive Director, Mr. Lu Xiang-yang and Mr. Xia Zuo-quan being the non-executive Directors, and Ms. Li Dong, Mr. Wu Chang-qi and Mr. Li Lian-he being the independent non-executive Directors.