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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
AND
RETIREMENT AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND CHANGE OF
COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that the resolutions set out in the notice of AGM dated 26 April 2024 were duly passed by way of poll at the AGM held on 6 June 2024.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Antony Francis MAMPILLY (“**Mr. Mampilly**”) retired from office as an independent non-executive Director, and accordingly ceased to be a member of each of the audit committee, the remuneration committee and the nomination committee of the Company, at the conclusion of the AGM.

Following the retirement of Mr. Mampilly, the Board further announces that Ms. WANG Ying (“**Ms. Wang**”) was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM.

Reference is made to the circular of the Company dated 26 April 2024 (the “**Circular**”), and the notice of annual general meeting of the Company (the “**AGM**”) dated 26 April 2024.

The Board is pleased to announce the results of voting taken by way of poll at the AGM pursuant to Rule 13.39(5) of the Listing Rules.

Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE ANNUAL GENERAL MEETING

The AGM was held at the Conference Room of BYD Company Limited at No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC on Thursday, 6 June 2024 at 9:00 a.m.

The number of issued Shares as at the date of the AGM was 2,253,204,500 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM pursuant to Rule 13.40 of the Listing Rules. The respective Directors who are also a shareholder of the Company and subject to re-election at the AGM had abstained from voting on the respective resolution concerning his own re-election. No parties have stated their intention in the Circular to vote against any proposed resolutions.

The executive Director Mr. WANG Nian-qiang, the non-executive Directors Mr. WANG Chuan-fu and Mr. WANG Bo, and the independent non-executive Director Mr. QIAN Jing-jie attended the AGM in person. The executive Director Mr. JIANG Xiang-rong and the independent non-executive Directors Mr. CHUNG Kwok Mo John and Mr. Mampilly attended the AGM by way of electronic means.

Set out below are the poll results in respect of the resolutions proposed at the AGM:

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
(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;	323,277,977 (99.094054%)	2,955,500 (0.905946%)	326,233,477
As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
(2)	To declare a final dividend of RMB0.538 per Share for the year ended 31 December 2023;	326,233,477 (100.000000%)	0 (0.000000%)	326,233,477
As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
(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;	316,003,013 (96.864067%)	10,230,464 (3.135933%)	326,233,477
As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
(4)	To re-elect Mr. JIANG Xiang-rong as an executive director;	309,092,546 (94.745809%)	17,140,931 (5.254191%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(5)	To re-elect Mr. WANG Chuan-fu as a non-executive director;	281,166,538 (86.185679%)	45,066,939 (13.814321%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(6)	To re-elect Mr. CHUNG Kwok Mo John as an independent non-executive director;	299,049,570 (91.667346%)	27,183,907 (8.332654%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(7)	To elect Ms. WANG Ying as an independent non-executive director;	326,229,977 (99.998927%)	3,500 (0.001073%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(8)	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;	323,983,411 (99.310290%)	2,250,066 (0.689710%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(9)	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the number of issued shares of the Company as at the date of passing of this resolution.	165,635,663 (50.772123%)	160,597,814 (49.227877%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
(10)	To grant a general and unconditional mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10 per cent. of the number of issued shares of the Company as at the date of passing of this resolution.	325,837,477 (99.878615%)	396,000 (0.121385%)	326,233,477
	As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			

ORDINARY RESOLUTIONS		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
(11)	To extend the general mandate granted to the board of directors pursuant to resolution No. 9 above by such additional shares as shall represent the number of shares of the Company repurchased by the Company pursuant to the general mandate granted pursuant to resolution No. 10 above.	172,315,961 (52.819828%)	153,917,516 (47.180172%)	326,233,477
As more than 50% of the votes held by the Shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

Full text of the resolutions were set out in the circular document dated 26 April 2024.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer at the AGM for the purpose of vote-taking.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Mampilly retired from the office as an independent non-executive Director at the conclusion of the AGM. Mr. Mampilly did not offer himself for re-election due to his desire to retire and devote more time to his other business and personal affairs due to age.

Accordingly, Mr. Mampilly ceased to be a member of each of the audit committee, the remuneration committee and the nomination committee of the Company upon the conclusion of the AGM.

Mr. Mampilly has confirmed that, in relation to his retirement as an independent non-executive Director, he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Stock Exchange and/or the Shareholders.

The Board would like to express its sincere gratitude to Mr. Mampilly for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following the retirement of Mr. Mampilly, the Board further announces that Ms. Wang Ying (“**Ms. Wang**”) was elected as an independent non-executive Director by the Shareholders at the AGM. Ms. Wang was also appointed as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM.

The biographical details of Ms. Wang are as follows:

Ms. Wang Ying, aged 47, is 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) (a company listed on the Shenzhen Stock Exchange (stock code: 000062.SZ)) (“**Shenzhen Huaqiang**”), and a director of several subsidiaries of Shenzhen Huaqiang. Concurrently, she serves as a director of Edifier Technology Co., Ltd. (深圳市漫步者科技股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 002351.SZ)). She also served in various positions, including an independent director, in Doctorglasses Chain Co., Ltd. (博士眼鏡連鎖股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 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 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, 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.

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 announcement, 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 other 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.

The Board takes this opportunity to welcome Ms. Wang to join the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the retirement of Mr. Mampilly as an independent non-executive Director, he ceased to be a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM. The Board further announces that Ms. Wang was appointed as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 6 June 2024.

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

Hong Kong, 6 June 2024

As at the date of this announcement, the Board consists of Mr. WANG Nian-qiang and Mr. JIANG Xiang-rong being the executive Directors; Mr. WANG Chuan-fu and Mr. WANG Bo being the non-executive Directors; and Mr. CHUNG Kwok Mo John, Mr. QIAN Jing-jie and Ms. Wang Ying being the independent non-executive Directors.