BYD | Electronics

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

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)
(Stock code: 285)

POLL RESULTS OF ANNUAL GENERAL MEETING AND RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS 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 22 April 2026 were duly passed by way of poll at the AGM held on 9 June 2026.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that Mr. CHUNG Kwok Mo John ("**Mr. Chung**") and Mr. QIAN Jing-jie ("**Mr. Qian**") retired from office as independent non-executive Directors, and accordingly ceased to be members of each of the audit committee, the remuneration committee and the nomination committee of the Company, at the conclusion of the AGM.

The Board further announces that, following the retirement of Mr. Chung and Mr. Qian and with effect from the conclusion of the AGM, Ms. RONG Xiu-li ("**Ms. Rong**") and Mr. CAO Yu-shan ("**Mr. Cao**") were appointed as independent non-executive Directors. With effect from the conclusion of the AGM, (i) Ms. Rong was also appointed as chairperson of the remuneration committee and a member of each of the audit committee, nomination committee and strategy and sustainability committee of the Company, and (ii) Mr. Cao was also appointed as chairperson of the audit committee and a member of each of the remuneration committee and nomination committee of the Company.

Reference is made to the circular of the Company dated 22 April 2026 (the "**Circular**") and the notice of annual general meeting of the Company (the "**AGM**") dated 22 April 2026.

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 Tuesday, 9 June 2026 at 9:00 a.m. The executive Directors Mr. WANG Nian-qiang and Mr. JIANG Xiang-rong ("**Mr. Jiang**"), the non-executive Directors Mr. WANG Chuan-fu and Mr. WANG Bo and the independent non-executive Directors Mr. QIAN Jing-jie and Ms. WANG Ying attended the AGM in person. The independent non-executive Director Mr. CHUNG Kwok Mo John has not attended the AGM due to other business arrangements.

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 taken to be interested in Shares of the Company and subject to re-election at the AGM had abstained or caused the relevant shareholder to abstain from voting on the respective resolution concerning his own re-election. As at the date of the AGM, Mr. Jiang's spouse is interested in 270,000 Shares. Therefore, Mr. Jiang's spouse has abstained from voting on the resolution concerning Mr. Jiang's re-election. No parties have stated their intention in the Circular to vote against any proposed resolutions.

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 2025;	1,629,570,807 (99.967149%)	535,500 (0.032851%)	1,630,106,307
	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 RMB0.156 per Share for the year ended 31 December 2025;	1,630,095,875 (99.999692%)	5,015 (0.000308%)	1,630,100,890
	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) For	Number of votes cast (Percentage of total number of votes cast) Against	Total number of votes cast
(3)	To re-appoint Ernst & Young as the Company's auditor for the financial year of 2026 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;	1,621,328,926 (99.462120%)	8,767,964 (0.537880%)	1,630,096,890
	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.			
(4)	To re-elect Mr. JIANG Xiang-rong as an executive director;	1,612,249,677 (98.905144%)	17,847,213 (1.094856%)	1,630,096,890
	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;	1,597,676,172 (98.011117%)	32,420,718 (1.988883%)	1,630,096,890
	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 elect Ms. RONG Xiu-li as an independent non-executive director;	1,629,833,544 (99.983845%)	263,346 (0.016155%)	1,630,096,890
	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 Mr. CAO Yu-shan as an independent non-executive director;	1,629,829,184 (99.983577%)	267,706 (0.016423%)	1,630,096,890
	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;	1,628,126,165 (99.879109%)	1,970,642 (0.120891%)	1,630,096,807
	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 board of directors of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares) not exceeding 20% of the number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.	1,532,874,659 (94.035805%)	97,222,148 (5.964195%)	1,630,096,807
	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	
(10)	To grant a general and unconditional mandate to the board of directors of the Company to repurchase the Company's own shares not exceeding 10% of the number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.	1,629,994,377 (99.993471%)	106,430 (0.006529%)	1,630,100,807
	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.			
(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.	1,545,717,889 (94.823454%)	84,382,918 (5.176546%)	1,630,100,807
	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 was set out in the Circular dated 22 April 2026.

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 DIRECTORS

The Board hereby announces that Mr. Chung and Mr. Qian retired from their respective offices as independent non-executive Directors at the conclusion of the AGM. Mr. Chung and Mr. Qian have decided not to be re-elected at the AGM of the Company, as each of their tenure has exceeded the nine-year limit under the corporate governance code of the Listing Rules. Accordingly, with effect from the conclusion of the AGM, Mr. Chung will cease to be an independent non-executive Director, the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Company, and Mr. Qian will cease to be an independent non-executive Director, the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company.

Mr. Chung and Mr. Qian have confirmed that, in relation to their retirement as independent non-executive Directors, they have 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. Chung and Mr. Qian for their valuable contributions to the Company during their tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board further announces that Ms. Rong and Mr. Cao were elected as independent non-executive Directors by the Shareholders at the AGM. Ms. Rong has also been appointed as the chairwoman of the remuneration committee, a member of the audit committee, a member of the nomination committee and a member of the strategy and sustainability committee, while Mr. Cao has also been appointed as the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee.

The biographical details of Ms. Rong are as follows:

Ms. Rong Xiu-li, aged 63, is a Chinese national. She graduated from Hunan University (湖南大學) in 1983 with a degree in mechanical engineering, specializing in internal combustion engine, and obtained an MBA from the China Europe International Business School (中歐國際工商學院) (formerly the China Europe International Management Centre) in 1993. Ms. Rong has held various positions including R&D engineer in the Engine Division of Luoyang Tractor Research Institute (洛陽拖拉機研究所), sales manager of the Beijing Office of Hongkong L&cheng Trading Co., Limited (香港隆成貿易公司), and executive director and general manager of Beijing Bailifeng Communication Apparatus Co., Ltd. (北京市百利豐通訊器材有限責任公司). Since January 2006, Ms. Rong has served as the Vice Chairman and the general manager of Beijing Tianyu Langtong Communication Equipment Co., Ltd. (北京天宇朗通通信設備有限公司). Since August 2014, she has been an executive director and a chairman of Vital Innovations Holdings Limited (a company listed on the Stock Exchange (stock code: 06133.HK)). She served as the chairman of Vanchip (Tianjin) Technology Co., Ltd. (唯捷創芯(天津)電子技術股份有限公司) (hereinafter referred to as "**Vanchip**", listed on the Shanghai Stock Exchange (stock code: 688153.SH)) from October 2017 to December 2019, as a director of Vanchip from December 2019 to September 2020, and has continued to serve as chairman of Vanchip since September 2020. Ms. Rong has extensive experience in sales and marketing, distribution, R&D, risk management, and general management. With over 30 years of deep involvement in the mobile phone industry, she possesses broad knowledge of telecommunications business operations and oversight, as well as an in-depth understanding of China's rapidly evolving telecommunications market.

Ms. Rong shall be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Company's Articles of Association. An agreement in the form of a letter of appointment will be entered into between Ms. Rong and the Company. Under her letter of appointment, either the Company or Ms. Rong shall be entitled to terminate the appointment by giving not less than three months' written notice without compensation. Ms. Rong shall be entitled to an annual salary of RMB200,000, which is determined by the Board based on the recommendation of the Company's remuneration committee and with reference to the prevailing market rates, her duties and responsibilities in the Company, and the remuneration of other independent non-executive Directors of the Company.

As at the date of this announcement, save as disclosed above, Ms. Rong has confirmed that:

(i) she does not have or is deemed to have any other interests or short positions in any Shares, underlying Shares or debentures of the Company or its associated corporations (as defined in 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 position in the Group;

(iii) she does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company; and

(iv) except for the positions disclosed in the biography, she has not held and does not hold any directorship in any other listed public companies in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Rong has confirmed that (i) she is independent with respect to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) she does not have, and has not had, any financial or other interest in the business of the Group, nor any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence as at the time of her appointment.

Save as disclosed above, there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning the appointment of Ms. Rong that need to be brought to the attention of the shareholders.

The biographical details of Mr. Cao are as follows:

Mr. Cao Yu-shan, aged 53, is a Chinese national. He holds a doctoral degree and is a professor of Accounting. He holds a Ph.D. in accounting and has completed postdoctoral research in applied economics. He was a visiting scholar at the University of Essex, UK and is currently a professor and doctoral supervisor of Jiangxi University of Finance and Economics (江西財經大學). He is also an Academic Member of the Chartered Global Management Accountants (CGMA). Mr. Cao previously served as Associate Dean of the School of Accounting and Deputy Director of the Accounting Development Research Centre at Jiangxi University of Finance and Economics. He has also served as a Standing Director and member of relevant professional committees under the Chinese Accounting Society (中國會計學會). He is a specially appointed expert for several research institutions, an anonymous reviewer for journals such as Contemporary Finance & Economics (《當代財經》), and an editorial board member for journals including Financial Research (《財務研究》). Mr. Cao has published over 120 academic papers and led more than 20 research projects, including those funded by the National Natural Science Foundation of China (國家自然科學基金) and the Postdoctoral Science Foundation (博士後基金). He has independently authored four monographs and translations. He has received the Ministry of Education Teaching Achievement Award (教育部教學成果獎), Jiangxi Provincial Social Science Outstanding Achievement Award (江西省社會科學優秀成果獎), and multiple teaching honours from Jiangxi University of Finance and Economics. In addition, Mr. Cao has delivered nearly 1,000 professional lectures at various large and medium-sized state-owned enterprises and finance bureaus at different levels, and has conducted collaborative research with multiple enterprises and institutions. He has served as an independent director or external director for several listed companies or state-owned enterprises. He currently serves as an independent director of Jiangxi Mubang High-tech Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 603398.SH)).

Mr. Cao shall be subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Company's Articles of Association. An agreement in the form of a letter of appointment will be entered into between Mr. Cao and the Company. Under his letter of appointment, either the Company or Mr. Cao shall be entitled to terminate the appointment by giving not less than three months' written notice without compensation. Mr. Cao shall be entitled to an annual salary of RMB200,000, which is determined by the Board based on the recommendation of the Company's remuneration committee and with reference to the prevailing market rates, his duties and responsibilities in the Company, and the remuneration of other independent non-executive Directors of the Company.

As at the date of this announcement, save as disclosed above, Mr. Cao has confirmed that:

(i) he does not have or is deemed to have any other interests or short positions in any Shares, underlying Shares or debentures of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong));

(ii) he does not hold and has not held any position in the Group;

(iii) he does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company; and

(iv) except for the positions disclosed in the biography, he has not held and does not hold any directorship in any other listed public companies in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Cao has confirmed that (i) he is independent with respect to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he does not have, and has not had, any financial or other interest in the business of the Group, nor any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the time of his appointment.

Save as disclosed above, there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning the appointment of Mr. Cao that need to be brought to the attention of the shareholders.

The Board would like to welcome Ms. Rong and Mr. Cao to join the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the retirement of Mr. Chung and Mr. Qian as independent non-executive Directors, Mr. Chung will cease to be the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Company, while Mr. Qian will cease to be the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company, with effect from the conclusion of the AGM. The Board further announces that upon the appointments of Ms. Rong and Mr. Cao as independent non-executive Directors became effective, Ms. Rong has also been appointed as the chairperson of the remuneration committee, a member of the audit committee, a member of the nomination committee and a member of the strategy and sustainability development committee, while Mr. Cao has also been appointed as the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee, with effect from the conclusion of the AGM.

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

Hong Kong, 9 June 2026

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 Ms. RONG Xiu-li, Mr. CAO Yu-shan and Ms. WANG Ying being the independent non-executive Directors.