



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

(incorporated in Hong Kong with limited liability)

(Stock Code: 285)

Form of proxy for use at the annual general meeting (the “AGM”)  
to be held on Tuesday, 6 June 2017 (and at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> in the share  
capital of BYD Electronic (International) Company Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us and on my/our behalf at the AGM of the Company to be held at the Conference Room of BYD Company Limited, No. 3009, BYD Road, Pingshan District, Shenzhen, the People’s Republic of China at 9:00 a.m. on Tuesday, 6 June 2017 (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting (the “Notice”) and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		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 the independent auditors of the Company for the year ended 31 December 2016.		
2.	To declare a final dividend of RMB0.069 per Share for the year ended 31 December 2016.		
3.	To re-appoint Ernst & Young as the Company’s auditor for the financial year of 2017 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.		
4.	To re-elect Mr. Wang Nian-qiang as an executive director.		
5.	To re-elect Mr. Wang Bo as an executive director.		
6.	To re-elect Mr. Wu Jing-sheng as a non-executive director.		
7.	To re-elect Mr. Qian Jing-jie as an independent non-executive director.		
8.	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.		
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.		
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.		
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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signed \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast your votes (if at all) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting in addition to those referred to in the Notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- In the case of joint holders of a share, if more than one of such joint holder be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 9:00 a.m. on Sunday, 4 June 2017, Hong Kong time) and any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at AGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.