
THIS SUPPLEMENTAL 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 supplemental 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 supplemental circular.

This supplemental circular, for which the directors (“Directors”) of BYD Company Limited (the “Company”) 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, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this supplemental circular misleading. All opinions expressed in this supplemental 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 supplemental 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 supplemental circular 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED
21 APRIL 2015
PROPOSED ADOPTION OF EMPLOYEE INCENTIVE SCHEME
AND
PROPOSED PROVISION OF GUARANTEE
BY A SUBSIDIARY FOR
SHANXI COAL IMPORT AND EXPORT GROUP CO., LTD.*

This supplemental circular should be read together with the circular of the Company in relation to the AGM dated 21 April 2015.

The notice of the AGM, the proxy form for use at the AGM (the “Proxy Form”) and the relevant reply slip have been despatched by the Company on 21 April 2015 and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). The supplemental notice and the supplemental proxy form (the “Supplemental Proxy Form”) of the AGM adding resolutions in relation to the proposed approval of the Scheme and the proposed provision of the Guarantee to the agenda of the AGM, have also been despatched by the Company on 28 April 2015 and published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>).

Whether or not you are able to attend the AGM, you are requested to complete and return the Proxy Form and the Supplemental Proxy Form in accordance with the instructions printed thereon and return them as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Proxy Form and the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so wish.

26 May 2015

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	4
(1) Introduction	4
(2) Proposed Adoption of Employee Incentive Scheme	5
(3) Proposed Provision of Guarantee by a Subsidiary for Shanxi Coal	11
(4) The AGM	11
(5) Recommendations	12
(6) Responsibility Statement	12

DEFINITIONS

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

“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;
“Annual General Meeting” or “AGM”	the annual general meeting which is scheduled to be held at the Company’s Conference Room, No. 3009, BYD Road, Pingshan New District, Shenzhen, the PRC on Tuesday, 16 June 2015 at 10 a.m.;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Asset Management Contracts”	the contracts entered into between the participants, the Asset Management Organization and the custodian in relation to the Asset Management Plan;
“Asset Management Organization”	the organization selected for the management of the Asset Management Plan under the Scheme;
“Asset Management Plan”	Guolian BYD No. 1 Asset Management Plan (國聯比亞迪1號集合資產管理計劃), the asset management plan established by the Asset Management Organization for the purpose of the Scheme;
“Board”	the board of Directors of the Company;
“BYD Automobile”	BYD Automobile Industry Co., Ltd.* (比亞迪汽車工業有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company as at the Latest Practicable Date;
“Circular”	the circular of the Company in relation to the AGM dated 21 April 2015;
“Company”	BYD Company Limited, a joint stock company incorporated in the PRC with limited liability;
“Guarantee”	the counter-guarantee proposed to be provided by BYD Automobile for Shanxi Coal;

DEFINITIONS

“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”	20 May 2015, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Lock-up Period”	the period of 12 months commencing from the date of the last acquisition of A Shares by the Scheme and the relevant announcement by the Company;
“Management Plan for the Scheme”	the management measures for the Scheme (《比亞迪股份有限公司員工持股計劃管理辦法》);
“Original Notice”	notice of the AGM dated 21 April 2015;
“Participants’ Representatives”	the two representatives elected by the participants of the Scheme;
“PRC”	the People’s Republic of China which, for the purposes of this supplemental circular, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC;
“Proposed Scheme Rules”	the proposed terms of the Scheme as approved by the Board and subject to approval by the Shareholders (《比亞迪股份有限公司員工持股計劃(草案)》);
“Remuneration Committee”	the remuneration committee established by the Board;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme”	BYD Company Limited Employee Incentive Scheme (比亞迪股份有限公司員工持股計劃);
“Shan Mei Ling Qiu”	Shan Mei Ling Qiu Bi Xing Industry Development Co., Ltd.* (山煤靈丘比星實業開發有限公司), a company incorporated in the PRC with limited liability in which the Company is interested in 20%;
“Shanxi Coal”	Shanxi Coal Import and Export Group Co., Ltd.* (山西煤炭進出口集團有限公司), a company incorporated in the PRC with limited liability;
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	registered holder(s) of the Shares;
“Supervisory Committee”	the supervisory committee of the Company; and
“Supplemental Notice”	supplemental notice of the AGM dated 28 April 2015.

* *English translations of the names are provided for ease of reference only and they are not official English names of the companies concerned.*

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. Lv Xiang-yang

Mr. Xia Zuo-quan

Independent Non-executive Directors

Mr. Wang Zi-dong

Mr. Zou Fei

Ms. Zhang Ran

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

26 May 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED
21 APRIL 2015
PROPOSED ADOPTION OF EMPLOYEE INCENTIVE SCHEME
AND
PROPOSED PROVISION OF GUARANTEE
BY A SUBSIDIARY FOR
SHANXI COAL IMPORT AND EXPORT GROUP CO., LTD.***

(1) INTRODUCTION

This supplemental circular should be read together with the Circular. The purpose of the Circular and this supplemental circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

(2) PROPOSED ADOPTION OF EMPLOYEE INCENTIVE SCHEME

Reference is made to the announcement of the Company dated 28 April 2015. It was resolved at the meeting of the Board held on 27 April 2015 to approve the proposed terms of an employee incentive scheme, which shall be subject to the approval of the Shareholders by way of special resolution at the AGM.

Under the Proposed Scheme Rules, an Asset Management Plan shall be established for the purposes of the Scheme and shall be funded by the participants' remuneration and own resources, as well as such other means as permitted by law. Participants may borrow funds from Mr. Wang Chuan-fu at no interest for the purposes of subscribing for interests in the Asset Management Plan.

The Asset Management Plan may purchase not more than 32,660,000 A Shares from Mr. Wang Chuan-fu, representing approximately 1.32% of the entire issued share capital of the Company as at the Latest Practicable Date. Mr. Wang Chuan-fu is an executive Director and Shareholder holding in aggregate 570,642,580 A Shares and 1,000,000 H Shares, representing approximately 23.09% of the entire issued share capital of the Company as at the Latest Practicable Date. The Asset Management Plan may also invest in fixed income and cash products. The Scheme may also participate in the issue of new Shares by the Company (if any).

The Proposed Scheme Rules were formulated pursuant to the requirements of the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the PRC (《中華人民共和國證券法》), Guiding Opinions on the Pilot Implementation of Employee Share Schemes by Listed Companies (《關於上市公司實施員工持股計劃試點的指導意見》) and other relevant laws, regulations, regulatory documents and the Articles of Association.

Guolian Securities Company Limited (國聯證券股份有限公司), which has been selected as the Asset Management Organization for the Scheme, has entered into Asset Management Contracts with the participants and the custodian for the Scheme.

Mr. Wang Chuan-fu had abstained from voting on the board resolutions relating to the Scheme. Mr. Wang Chuan-fu has also confirmed that he will abstain from voting on the resolutions relating to the Scheme at the AGM.

A summary of the principal terms of the Proposed Scheme Rules, the Management Plan for the Scheme and the Asset Management Contracts is set out below.

Purposes

The purposes of the Scheme are to (1) align the interests of the employees, the Shareholders and the Company, recruit and retain outstanding management talent and key employees, enhance employees' bonding and the Company's competitiveness, promote the long-term, sustainable and healthy development of the Company; (2) improve corporate governance, strengthen the Company's long term and effective incentive and restraint

LETTER FROM THE BOARD

mechanism and implement long-term and sustainable development of the Company, thereby creating enhanced and sustainable return to Shareholders; and (3) promote the notion of mutual sustainable development of the Company and its employees, effectively motivate management personnel and employees, and enable employees to benefit from the Company's development.

Target participants

Participants in the Scheme should be full time employees of the Group who are entitled to remuneration and have entered into employment contracts with the Group. The target participants include certain supervisors and senior management personnel of the Company, as well as key employees who make outstanding contribution to the development of the Company as determined by the Remuneration Committee.

The Supervisory Committee has examined and adopted a list of selected participants, comprising a total of 6 supervisors and senior management personnel who are expected hold a total of 13.64% interests in the Scheme, while the remaining 91 participants are expected to hold the remaining 86.36% interests in the Scheme.

Duration

Subject to early termination or extension of the Scheme, the Scheme shall be effective for a term of 24 months commencing from the date of approval of the Proposed Scheme Rules by the Shareholders. The term of the Scheme may be extended if approved by participants holding more than two-thirds of the total interests in the Scheme and approved by the Board. The Scheme and the Asset Management Plan can be early terminated if all the Shares held by the Scheme have been sold after the expiry of the Lock-up Period and in accordance with the provisions under the Proposed Scheme Rules, the Management Plan for the Scheme and the Asset Management Contracts.

Source of funds

An Asset Management Plan shall be established for the purposes of the Scheme. The Asset Management Plan shall be funded by the participants' remuneration and own resources, as well as such other means as permitted by law. Participants may borrow funds from Mr. Wang Chuan-fu at no interest for the purposes of subscribing for interests in the Asset Management Plan. The term of the loan shall be the duration of the Scheme. The Company must not provide any form of financial assistance, including loans and guarantee, to participants for obtaining Shares or interests in the Asset Management Plan pursuant to the Scheme.

Upon the establishment of the Asset Management Plan, each unit in the Asset Management Plan shall cost RMB1.00, and participants are not required to pay any additional money apart from the said subscription amount of RMB1.00 per unit. Subscription money paid by the participants will be retained in the Asset Management Plan until they are used to pay for the purchases of A Shares, management fees, custodian fees and other transaction and ancillary costs. If a participant fails to pay the said subscription amount before the date of establishment of the Asset Management Plan, which is currently expected to be within six months from the date of approval of the Proposed Scheme Rules by the Shareholders at the AGM, the unpaid portion may be subscribed by such other participants as may be determined at participants' meetings.

LETTER FROM THE BOARD

After the establishment of the Asset Management Plan, save as provided under the Proposed Scheme Rules, Management Plan for the Scheme and Asset Management Contracts, the subscription price and withdrawal price shall be computed based on the net asset value of each unit at the relevant time in accordance with the provisions of the Asset Management Contracts.

Investments under the Asset Management Plan, Lock-up and Distribution

Within six months after approval of the Proposed Scheme Rules by the Shareholders, the Asset Management Plan may purchase not more than 32,660,000 A Shares from Mr. Wang Chuan-fu, representing approximately 1.32% of the entire issued share capital of the Company as at the Latest Practicable Date. The purchases shall be made in such manners as may be permitted by applicable laws, including block trading on the Shenzhen Stock Exchange and may be made in one or more transactions. The purchase price has not yet been determined but shall be paid to Mr. Wang Chuan-fu. Pursuant to applicable PRC laws, the Asset Management Plan may purchase A Shares at a price between 90% and 110% of the prevailing market price at the time of purchase if by block trading.

The maximum number of A Shares indirectly held by a single participant through the Scheme (i.e. excluding Shares obtained by the participant through the initial public offering of the Company, secondary market and other share incentive) shall not exceed 1% of the issued share capital of the Company. The number of underlying Shares represented by each unit in the Asset Management Plan will be calculated by dividing the total number of Shares purchased by the Scheme by the number of units subscribed by the participants. The Scheme may also participate in the issue of new Shares by the Company (if any). The Asset Management Plan may also invest in fixed income and cash products. It is currently expected that investments in fixed income and cash products would be funded by proceeds from the sale of the A Shares and cash dividends (if any) attributable to the A Shares. Participants are not required under the Proposed Scheme Rules to make further contribution to the Asset Management Plan for the purposes of fixed income and cash products investments. The Company is also not required to finance the fixed income and cash products investments.

The A Shares held under the Scheme are subject to a lock-up period of 12 months commencing from the date of the last acquisition of A Shares by the Scheme and the relevant announcement by the Company. After the expiry of the Lock-up Period, the Participants' Representatives may authorise the Asset Management Organization to dispose of the Shares during the life of the Scheme.

No trading of A Shares may be conducted by the Asset Management Plan pursuant the Scheme during the following periods:

- (1) during the period of 30 days preceding the publication of periodic reports by the Company, as may be extended by any period of delay in the publication;
- (2) during the period of 10 days preceding the announcement of results forecast and preliminary results;

LETTER FROM THE BOARD

- (3) from the date of a major event which may have a material impact on the trading price of the securities of the Company or during the relevant decision-making process until two trading days after the legal disclosure thereof; and
- (4) such other periods as may be required by the Shenzhen Stock Exchange and Hong Kong Stock Exchange.

During the life of the Scheme, cash dividends attributable to the A Shares under the Scheme shall be vested in the Scheme and used to settle relevant fees incurred under the Scheme first. After the expiry or early termination of the Scheme, the Scheme assets (including any surplus cash dividends and returns from investments (whether from the sale of A Shares or from the fixed income and cash products investments)) shall be distributed to participants based on the participants' respective interests in the Scheme (as represented by the number of units they hold in the Scheme) after payment of relevant duties and fees.

During the Lock-up Period, participants may not request for distribution of interests under the Scheme. After the Lock-up Period, when the monetary assets under the Asset Management Plan exceed RMB50 million, the Asset Management Organization and the Participants' Representatives may request for distribution of interests under the Scheme in proportion to the units held by the participants. Generally, after the subscription of interests in the Asset Management Plan, participants may not request for withdrawal from the Asset Management Plan save as provided under the Proposed Scheme Rules, the Management Plan for the Scheme and the Asset Management Contracts, such as in the event of a compulsory transfer upon the disqualification of a participant from the Scheme, the occurrence of an event which may materially affect the ongoing operation of the Asset Management Plan and other circumstances as may be considered appropriate by the Asset Management Organization.

Management and Operation

The Remuneration Committee shall be responsible for the formulation and the amendment of the Proposed Scheme Rules. The Board and its authorised persons (namely, Mr. Li Qian and Ms. Wang Zhen) shall be responsible for handling matters in relation to the Scheme with the authorisation granted by the Shareholders.

Guolian Securities Company Limited (國聯證券股份有限公司) has been selected as the Asset Management Organization for the Scheme. It may manage the investments under the Asset Management Plan based on proposals from the Participants' Representatives.

Participants' meetings shall be the internal management organization of the Scheme. The following matters are subject to approval at participants' meetings:

- (1) election and dismissal of the Participants' Representatives;
- (2) extension, termination and amendment to the terms of the Scheme;
- (3) if the Company issues new Shares during the life of the Scheme, the Asset Management Organization and the Participants' Representatives shall discuss whether to participate in the new issue and submit its proposal for determination at participants' meetings;

LETTER FROM THE BOARD

- (4) to authorise the Participants' Representatives to supervise the daily management of the Scheme;
- (5) to authorise the Participants' Representatives to exercise Shareholders' rights or authorise the Asset Management Organization to exercise Shareholders' rights;
- (6) to authorise the Participants' Representatives to liaise with the Asset Management Organization; and
- (7) other matters as the Participants' Representatives may consider necessary.

Participants' Representatives are elected by participants independently and not by the Board or the Company. Mr. Li Qian and Ms. Wang Zhen have been elected as the Participants' Representatives. Neither Mr. Li nor Ms. Wang is an associate (within the meaning of the Listing Rules) of the Directors.

During the life of the Scheme, unless otherwise required by laws, rules and regulations, or approved by participants holding more than two-thirds of the total interests in the Scheme, participants may not transfer their interests in the Scheme, and participants may not transfer their interests in the Scheme to persons who are not employees of the Group. During the life of the Scheme, unless otherwise required by laws, rules and regulations, or approved at a participants' meeting, participants may not create encumbrances over their interests in the Scheme. Unless approved at a participants' meeting, the Participants' Representatives shall not provide loans or guarantee using Scheme assets.

A participant's interests in the Scheme shall not be affected by termination of employment or retirement, and shall be passed to their successors upon death. Upon the occurrence of certain events such as breach of law, regulations, employment contract or policies of the Company and causing material damage to the Company's interest or reputation, the Company may disqualify the participant from the Scheme and transfer the participant's interests in the Scheme to other person(s) designated by the Participant Representatives (compulsory transfer).

Participants have relinquished the voting rights they indirectly hold in the Company through the Scheme. The Participants' Representatives may provide voting suggestions to the Asset Management Organization, who shall be entitled to make the final voting decision after taking into account the suggestions of the Participants' Representatives and its own independent professional assessment of relevant circumstances in order to act in the best interests of the Scheme and its participants. The Asset Management Organization is independent from the Company and the Board and shall make voting decisions independently.

Asset Management Organization and Asset Management Contracts

Guolian Securities Company Limited (國聯證券股份有限公司), an organization independent from the Board and the Company, has been selected as the Asset Management Organization for the Scheme by the Scheme participants independently. It has entered into Asset Management Contracts with the participants and China Construction Bank Corporation (中國建設銀行股份有限公司), the custodian for the Scheme. The size of the Asset Management Plan shall not exceed 5 billion units. Management, custodian and transaction fees shall be paid from the Scheme funds.

LETTER FROM THE BOARD

Benefits to the Participants

The Company is going through an important stage of development. As the Asset Management Plan can acquire A Shares within six months after the approval of the Proposed Scheme Rules by the Shareholders at the AGM and the funds may be distributed in accordance with the provisions of the Proposed Scheme Rules, the Management Plan for the Scheme and the Asset Management Contracts after the Shares are sold after the Lock-up Period, participants in the Scheme have the opportunity to benefit from the development of the Company upon distribution of the Scheme fund.

Authorisation to the Board

For the purpose of implementing the Scheme, the Board will seek authority from the Shareholders to handle all matters in relation to the Scheme, including but not limited to:

- (a) to handle the termination of the Scheme and amendment of the terms thereof;
- (b) to make decisions regarding the extension and early termination of the Scheme;
- (c) to handle all matters relating to Lock-up Period and termination of Lock-up Period under the Scheme;
- (d) to make appropriate adjustments to the Scheme based on any changes in relevant laws, rules, regulations, policies;
- (e) to make decisions regarding the change of the Asset Management Organization under the Scheme;
- (f) to handle other matters necessary for the Scheme (save and except for matters expressly stipulated in relevant documents to be managed by the Shareholders in the general meeting of the Company); and
- (g) to authorise Mr. Li Qian and Ms. Wang Zhen to handle all matters in relation to the Scheme.

Listing Rules Implications

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules. Further, as the purchases of A Shares from Mr. Wang Chuan-fu by the Asset Management Plan will not be funded by the Company, they will not constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

(3) PROPOSED PROVISION OF GUARANTEE BY A SUBSIDIARY FOR SHANXI COAL

At the AGM, approval is also proposed to be sought from the Shareholders in relation to the provision of Guarantee by BYD Automobile, a wholly owned subsidiary of the Company, for Shanxi Coal in respect of the guarantee provided by Shanxi Coal for the benefit of Shan Mei Ling Qiu, a company in which the Company is interested in 20%, in respect of certain banking facilities in support of the photovoltaic power project of Shan Mei Ling Qiu, in proportion to BYD Automobile's capital contribution in Shan Mei Ling Qiu, with the total guaranteed amount under the Guarantee not exceeding RMB120 million and for a term not exceeding 15 years (the said amount and term of the Guarantee shall be subject to the respective agreement(s) to be entered into with the respective bank(s)), and to authorise the management of the Company to execute the documents relating to the Guarantee. The Company will comply with relevant requirements under the Listing Rules upon implementation of the Guarantee if it constitutes transactions subject to disclosure under the Listing Rules.

(4) THE AGM

The AGM will be held as originally scheduled at 10:00 a.m. on Tuesday, 16 June 2015 at the Company's Conference Room, No. 3009, BYD Road, Pingshan New District, Shenzhen, the People's Republic of China.

The Original Notice, the proxy form for use at the AGM (the "**Proxy Form**") and the relevant reply slip have been despatched by the Company on 21 April 2015 and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). The Supplemental Notice and the supplemental proxy form (the "**Supplemental Proxy Form**") of the AGM, for the purposes of notifying Shareholders of the AGM will be held as originally scheduled and adding new resolutions in relation to the Scheme and the Guarantee to the agenda of the AGM, have also been despatched by the Company on 28 April 2015 and published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). The resolutions originally proposed to be considered at the AGM and contained in the Original Notice remain unchanged. Please refer to the Original Notice for details of the other resolutions originally proposed to the AGM, closure of the register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters. Whether or not you are able to attend the AGM, you are requested to complete and return the Proxy Form and the Supplemental Proxy Form 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 AGM or any adjournment thereof. Completion and delivery of the Proxy Form and the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so wish.

The Supplemental Proxy Form is intended to be used for the resolutions specified in the Supplemental Notice of the AGM.

Participants in the Scheme and their close relatives who hold Shares in the Company on 16 June 2015 should abstain from voting on the resolutions relating to the Scheme.

LETTER FROM THE BOARD

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

(5) RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by Shareholders at the AGM, including but not limited to the resolutions in relation to the Scheme and provision of Guarantee, are 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 Original Notice and the Supplemental Notice of the AGM.

(6) RESPONSIBILITY STATEMENT

This supplemental circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this misleading.

Yours faithfully,
Wang Chuan-fu
Chairman