

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 11:00 a.m. on Wednesday 14th April 2004 at Conference Room, Yan An Road, Kuichong, Longgang District, Shenzhen, Guangdong Province, People's Republic of China ("PRC") to consider and, if thought fit, to pass the following resolutions:

By way of Ordinary Resolutions:

1. To consider and approve the working report of the Board of Directors of the Company for the year ended 31st December 2003;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31st December 2003;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31st December 2003;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31st December 2003, and to authorize the Board of Directors of the Company to distribute such dividend to shareholders;
5. To consider and approve the appointment of PricewaterhouseCoopers (certified public accountants in Hong Kong) and PricewaterhouseCoopers Zhong Tian CPAs Ltd. (registered accountants in the PRC (excluding Hong Kong)) as the Company's international and domestic auditors for the financial year 2004, respectively, to hold office until the conclusion of the following annual general meeting, and to determine their remuneration;
6. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting;

By way of Special Resolutions:

7. To consider and approve the amendments to the Articles of Association of the Company proposed by the Board of Directors of the Company at the meeting of the Board of Directors held on 20th February 2004 and as set out in the announcement of the Company dated 20th February 2004 and such other amendments as may be necessary for compliance with the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as announced on 30th January 2004 and to be effective on 31st March 2004 and to authorise the Board of Directors of the Company to take all necessary actions in connection with the adoption of the amendments to the Articles of Association;
8. To consider and, authorise the Board of Directors of the Company to, inter alia:
 - (a) subject to any governmental and/or regulatory approval under the applicable law, issue, allot, and deal with additional H shares of the Company (not exceeding 20 per cent of the aggregate nominal amount of the H shares in issue as at the date of passing of the shareholders' special resolutions); and
 - (b) if applicable, amend the Company's Articles of Association accordingly, subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the PRC Company Law (as may be respectively amended from time to time) as well as approval from the relevant PRC governmental authorities; and

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9. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By order of the Board

Wu Jing-sheng

Company Secretary

Hong Kong, 20th February 2004

Notes:

- (A) Holders of the Company's overseas listed foreign invested shares (in the form of H shares) whose names appear on the Company's Register of Members which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on Friday 12th March 2004 are entitled to attend and vote at the Annual General Meeting after completing the registration procedures for attending the meeting.
- (B) Holders of H shares, who intend to attend the Annual General Meeting, must complete and return the written replies for attending the Annual General Meeting to the Office of the Secretary of the Board of Directors of the Company no later than Thursday, 25th March 2004.

Shareholders can deliver the written replies in person, by post or by facsimile.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

Yan An Road
Kuichong, Longgang District
Shenzhen
Guangdong Province
PRC
Tel: (86-755) 8421 8888
Fax: (86-755) 8420 2222

- (C) Each holder of H shares who has the right to attend and vote at the Annual General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Annual General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. Instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its board of directors or by its authorized attorney. For holders of H shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Computershare Hong Kong Investor Services Limited no less than 24 hours before the time appointed for the holding of the Annual General Meeting in order for such documents to be valid.

- (D) The Company's Register of Members will be closed from Monday 15th March 2004 to Wednesday 14th April 2004 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H shares who wish to attend the Annual General Meeting and qualify for entitlement to the 2003 dividend of RMB0.512 per share must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:00 p.m. on Friday 12th March 2004 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited's address is as follows:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai Hong Kong

- (E) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.