

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 18th May, 2005 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, 2004;
2. To consider and approve the working report of the Supervisory Committee of the Company for the year ended 31st December, 2004;
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31st December, 2004;
4. To consider and approve the final dividend distribution plan of the Company for the year ended 31st December, 2004, 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 2005, 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:-
 - (a) the grant to the Board of Directors of the Company a general mandate to allot, issue and deal with additional shares in the capital of the Company, whether domestic shares or H shares, subject to the following conditions:-
 - (i) that the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board of Directors of the Company pursuant to the general mandate shall not exceed 20 per cent of the total nominal amount of shares of the same class of the Company in issue;
 - (ii) that the exercise of the general mandate is subject to all governmental and/or regulatory approval(s), if any, under the applicable law (including but without limitation to the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited);
 - (iii) that the general mandate shall remain valid until the earliest of (x) the conclusion of the next annual general meeting of the Company; or (y) the expiration of a 12-month period following the passing of this resolution; or (z) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

- (b) the authorisation to the Board of Directors of the Company to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (a) of this resolution.
8. 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, 24th March, 2005

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 15th April, 2005 (Friday) 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 27th April, 2005 (Wednesday).

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.

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- (D) The Company's Register of Members will be closed from 18th April, 2005 (Monday) to 17th May, 2005 (Tuesday) (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 2004 dividend of RMB0.577 per share referred to above 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 15th April, 2005 (Friday) 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.