



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Meeting**") of BYD Company Limited (the "**Company**") will be held at the Company's Conference Room at No. 3001, Hengping Road, Pingshan, Longgang, Shenzhen, Guangdong Province, the People's Republic of China on 20 March, 2008, Thursday at 9:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

AS SPECIAL RESOLUTIONS

1. **"THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting or agreeing to grant the listing of, and permission to deal in, the H shares of the Company of RMB1 each of the Company ("**H Shares**") to be issued under the Bonus Issue, the approval of the holders of H shares ("**H Shareholders**") and the approval of the holders ("**Domestic Shareholders**", together with the H Shares, the "**Shares**") of domestic shares of RMB1 each of the Company ("**Domestic Shares**") at the respective class meetings and the approval of the Ministry of Commerce of the People's Republic of China (the "**PRC**"):
 - (a) the registered capital of the Company be increased from RMB539,500,000 to RMB2,050,100,000 by capitalising an amount of RMB1,510,600,000 of the capital reserve fund of the Company, and that a total of 1,510,600,000 new ordinary shares of RMB1 each ("**Bonus Shares**"), comprising 418,600,000 new H Shares and 1,092,000,000 new Domestic Shares be allotted and issued, credited as fully paid and ranking pari passu to the existing shares of the Company (except that the H Shares to be issued under the Bonus Issue are to be listed on The Stock Exchange of Hong Kong Limited), to the H Shareholders and the Domestic Shareholders respectively pursuant to the capitalisation on the basis of 28 Bonus Shares for every 10 Shares held by the Shareholders on 20 March, 2008 (the "**Bonus Issue**");
 - (b) the Board be and is hereby authorised to take all actions or sign all documents as they consider necessary or expedient in connection with the Bonus Issue and the transactions contemplated thereunder."

2. “**THAT**, subject to the approval by the relevant regulatory authorities, which include the China Securities Regulatory Commission (“**CSRC**”), the allotment and issue of A Shares by the Company in the PRC by way of public offering of new shares and/or such other manner as shall be approved by the relevant authorities (“**A Share Issue**”) be and is approved and that each of the following terms and conditions for the A Share Issue be and is hereby approved one by one:

(1) Class of Shares: A Shares;

(2) Total number of A Shares to be issued: not more than 58,500,000 A Shares (taking no account of the Bonus Shares which may be issued under the Bonus Issue) or not more than 222,300,000 A Shares (on the basis that the Bonus Issue is completed and that a total of 1,510,600,000 Bonus Shares are issued);

The final number of A Shares to be issued and the structure of the issue are subject to the approval by CSRC and other relevant authorities in the PRC and the adjustments (if any) made by the board of directors;

(3) Nominal value of the A Shares: RMB1.00 each;

(4) Target subscribers: natural persons, legal persons or other investors, who maintain A share accounts with the Shanghai Stock Exchange or the Shenzhen Stock Exchange (depending on the Company’s final decision) but excluding those who are prohibited under the PRC laws, regulations or other regulatory requirements applicable to the Company;

(5) Issue price: the issue price range of the A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the A Share Issue by way of market consultation or any such other price determination method as approved by CSRC. Market consultation will only be conducted after all the requisite approvals have been obtained;

The price consultation will be undertaken with not less than 20 qualified price enquiry participants recognised by the Securities Association of China. Pursuant to the relevant PRC regulations, the issue price shall not be lower than the net asset value (excluding minority interest per Share) according to the then latest audited financial statements of the Company;

(6) Place of listing: Shanghai Stock Exchange or the Shenzhen Stock Exchange (depending on the Company’s final decision);

(7) Use of proceeds: Funds raised from the A Share Issue will be used to fund the Group’s development projects on, among other things, lithium-ion batteries, LED light bars, camera modules, automobiles, electricity-power vehicles, automobile components and parts (including electronic components), mouldings for automobile components. Any surplus will be used as working capital of the Company and/or to repay banking borrowings of the Group;

- (8) A special committee of the board of directors consisting of Mr. Wang Chuan-fu, Mr. Lu Xiang-yang and Mr. Xia Zuo-quan be and is established and subject to all applicable laws and regulations, is authorised to implement the A Share Issue in such manner as it deems appropriate, expedient or necessary, including making final decisions on matters including (without limitation) the specific timing of the issue, the stock exchange on which the A Shares are to be listed, final number of A Shares to be issued, offering mechanism, final pricing mechanism, final issue price, target subscribers, the number and proportion of A Shares to be issued to each subscriber and the use of proceeds; and that the special committee be and is authorised take all actions and sign all documents for the implementation of the A Share Issue as it deems necessary or expedient;
- (9) The board of directors (and its delegates) be and are authorized to, at their discretion and with full authority sign or execute all necessary documents (including but not limited to the preliminary prospectus, the prospectus, underwriting agreement, listing agreement and any related announcements), effect and carry out necessary formalities (including but not limited to procedures for listing of the A Shares on the relevant stock exchange), and take all other necessary actions in connection with the A Share Issue, as well as to handle all registration requirements in relation to changes in the registered capital of the Company following the completion of the A Share Issue,

PROVIDED THAT the approval and authority granted pursuant to this resolution shall cease to have any further effect upon the expiration of a 12 month period from the date of the passing of this resolution.”

3. “**THAT** conditional upon the passing of Resolution (12), the amendments to the Articles of Association corresponding to the change in composition of the supervisory committee of the Company be and are approved and adopted effective from the date of the passing of this resolution.”
4. “**THAT** conditional upon the passing of Resolution (1), the amendments to the Articles of Association corresponding to the Bonus Issue be and are approved and adopted effective from the date on which the Bonus Issue is completed.”
5. “**THAT** conditional upon the passing of Resolution (2), the amendments to the Articles of Association corresponding to the A Share Issue be and are approved and adopted effective from the date on which the A Shares are first traded on the relevant stock exchange.”

AS ORDINARY RESOLUTIONS

6. “**THAT** an interim dividend for the six months ended 30 June, 2007 of RMB1.3 per Share be declared and distributed to the shareholders of the Company whose names appear on the register of members on 20 March, 2008; and **THAT** the board of directors of the Company be and is authorised to take all actions and sign all documents for the declaration of the interim dividend as the board deems necessary or expedient.”
7. “**THAT** the resignation of Mr. Li Guo-xun as an independent non-executive director of the Company be and is hereby accepted and approved with effect from the date on which this resolution is passed and **THAT** any director be and is hereby authorized to sign all documents, agreement and to do all such acts and thing to give effect to such matters.”

8. “**THAT** Madam Li Dong be and is hereby elected as an independent non-executive director of the Company to hold office from the date on which this resolution is passed until the date of the annual general meeting of the Company for a term expiring on 10 June, 2008 and **THAT** the board of directors be and is hereby authorized to enter into an appointment letter with Madam Li Dong upon such terms and conditions as the board shall think fit and to do all such acts and things to give effect to such appointment.”
9. “**THAT** Mr. Mr. Lin You-ren be and is hereby re-elected as an independent non-executive director of the Company with effect from 1 October, 2007 for a term expiring on 10 June, 2008 and **THAT** the board of directors be and is hereby authorized to enter into an appointment letter with Mr. Lin You Ren upon such terms and conditions as the board shall think fit and to do all such acts and things to give effect to such re-election.”
10. “**THAT** subject to the grant of all necessary approvals from, or the endorsement and registration (as applicable) with, the relevant authorities in the PRC, the Sets of Procedural Rules as set out in appendices II to VIII to the circular of the Company dated 4 February, 2008 (a copy of which marked “A” has been signed by the Chairman of the Company for identification purpose) be and are approved and adopted effective from the date on which the A Shares are first traded on the relevant stock exchange upon the grant of an approval by the CSRC.”
11. “**THAT** the establishment of a Strategy Committee consists of three directors, namely Mr. Wang Chuan-fu, Mr. Lu Xiang-yang and Mr. Xia Zuo-quan, be and is approved and **THAT** Mr. Wang Chuan-fu be and is appointed as Chairman of the committee.”
12. “**THAT** the number of the supervisors of the Company be and is increased from three to five; and **THAT** Mr. Zhang Hui-bin (as nominee of the Shareholders) be and is appointed as a supervisor with effect from the passing of this resolution for a term of three years expiring on 19 March, 2011.”
13. “**THAT** the grant of guarantees by the Company in respect of banking facilities (if any) granted or to be granted to any subsidiaries of the Company be and is approved in principle and that the board of directors of the Company be and is authorised to handle all matters relating to the grant of such kind of guarantees in accordance with all applicable laws and regulations, including (without limitation) taking all actions or signing all documents as the board of directors may deem necessary, appropriate or expedient.”

By Order of the Board
BYD Company Limited
WANG Chuan-fu
Chairman

Hong Kong, 4 February, 2008

Notes:

- (A) The Company will not process registration of transfers of H Shares from 19 February, 2008, Tuesday, to 20 March, 2008, Thursday, (both days inclusive). Holders of H Shares whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited after 4:30 p.m. on 18 February, 2008, Monday, are entitled to attend and vote at the Meeting (or any adjournment thereof) following completion of the registration procedures. To qualify for attendance and voting at the Meeting (or any adjournment thereof), documents on transfers of H Shares must be lodged with the Company's H Share Registrar and Transfer office, not later than 4:30 p.m. on 18 February, 2008, Monday. The address of the Company's H Share registrar and transfer office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

The Company will not process registration of transfers of Domestic Shares from 19 February, 2008, Tuesday to 20 March, 2008, Thursday (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company after 4:30 p.m. on 18 February, 2008, Monday, are entitled to attend and vote at the Meeting (or any adjournment thereof) following completion of the registration procedures. Holders of Domestic Shares should contact the secretary to the board ("**Secretary to the Board**") of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

- (B) Holders of H Shares and Domestic Shares intending to attend the Meeting (or any adjournment thereof) should complete and return the reply slip for attending the Meeting (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong such that the reply slip shall be received by the Company's H-Share Registrar and Transfer Office 20 days before the Meeting (i.e. on or before 28 February, 2008, Thursday).

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the Meeting (i.e. on or before 28 February, 2008, Thursday).

The contact details of the Secretary to the Board are as follows:

Secretary to the Board
No. 3001
Hengping Road
Pingshan
Longgang
Guangdong Province
the PRC

- (C) Each holder of H Shares entitled to attend and vote at the Meeting (or any adjournment thereof) may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Meeting (or any adjournment thereof) on his behalf. A proxy needs not be a shareholder of the Company. With respect to any shareholder of the Company who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Shop 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Meeting (or any adjournment thereof).
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the Meeting (or any adjournment thereof) may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Meeting (or any adjournment thereof) on his behalf. A proxy needs not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of Domestic Shares, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorization (if any) must be delivered to the Secretary to the Board not less than 24 hours before the time appointed for the Meeting (or any adjournment thereof). The address of the Secretary to the Board is stated in note (B) above.

- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate shareholder attends the Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorization document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.
- (H) The Meeting (or any adjournment thereof) is expected to last for half a day. Shareholders who attend the Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

As at the date of this notice, the executive directors of the Company are Wang Chuan-fu and Xia Zuo-quan; the non-executive director of the Company is Lu Xiang-yang; and the independent non-executive directors of the Company are Li Guo-xun, Kang Dian and Lin You-ren.