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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 Tuesday, 8 September 2009 at 10 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**, this “Resolution in respect of the Company’s initial public offering and listing of A Shares” be and is hereby resolved, the Company be and is hereby approved to issue domestic listing Renminbi denominated ordinary shares (“A Shares”) and apply for the listing of A Shares on the Shenzhen Stock Exchange (the “A Share Issue”) subject to the following conditions:
 1. Type of shares to be issued: Renminbi denominated ordinary shares (A Shares);
 2. Nominal value of the A Shares: RMB 1.00 each;
 3. Number of A shares to be issued: Not more than 100,000,000 A Shares. The Board be and is hereby authorised to determine the actual number of A Shares to be issued after taking into account the then market condition upon the A Share Issue;
 4. Issue targets: natural persons, legal persons or other investors recognised by the China Securities Regulatory Commission (“CSRC”), who maintain A Share accounts with the Shenzhen Stock Exchange but excluding those who are prohibited under the PRC laws, regulations or other regulatory requirements which the Company shall comply with;
 5. Method of issue: to be conducted via a combination of placement through offline offering to target investors, and issue at fixed price for subscription by online fund, or such other method(s) as permitted by CSRC;
 6. Issue price: to be determined by negotiation between the Board and the lead underwriter based on the condition of the securities market.

7. Use of proceeds: The total investment amount of the proceeds from the proposed A Share Issue will be approximately RMB2,850,000,000 and invested in the following projects:
 - i) production project on lithium-ion batteries;
 - (ii) the project on the research, development and manufacturing base for automobiles in Shenzhen;
 - (iii) the expansion project on automobile products and accessories of BYD Auto Company Limited; and
 - (iv) the second phase of the project on solar energy batteries manufacturing facilities with a production capacity of 300 MW per year for the second phase and a target production capacity of 1 GW per year after all phases.

In the event that the proceeds raised are insufficient, the Board will determine the actual usage of the proceeds according to the significance and urgency of the above investment projects and any shortfall will be raised by the Company itself; in the event that such proceeds exceed the total investment amount of these projects, the surplus will be applied as working capital. Before receiving such proceeds, the Company will finance the above investment projects with its existing funds and bank loans based on the individual progress of the above investment projects. Upon receiving such proceeds, these existing funds so applied will be replaced by the proceeds and bank loans will be repaid.

8. Place of listing: the Shenzhen Stock Exchange;
 9. Time for offering and listing: to be determined after discussion and agreement between the Board and the relevant regulatory authorities, following the approval by CSRC and the stock exchange;
 10. Distribution arrangements with regard to accumulated profits prior to the offering: all shareholders of the Company after the offering will be entitled to share the undistributed profits accumulated prior to the A Share Issue;
 11. Validity of the resolutions: 12 months from the date of passing of the resolution by the Shareholders' general meeting.”
2. **“THAT** this “Resolution in respect of the grant of authority to the Board of Directors to deal with the matters for the initial public offering and listing of A Shares” be and is hereby resolved, the Board of Directors be and is hereby authorised to deal with the matters in respect of the A Share Issue at its discretion and with full authority subject to and as stipulated by the relevant laws and regulations, including but not limited to the following:
 1. to implement all procedures in connection with the A Share Issue, including the submission of the application for the A Share Issue to the CSRC and after the approval of the said

application, the submission of the application for listing of the A Shares to the stock exchange; to propose amendments, supplements, explanations and clarifications in respect of relevant documents to regulatory authorities such as CSRC on behalf of the Company;

2. to determine and deal with at its discretion and with full authority, matters relating to the A Share Issue: under the proposal of the A Share Issue considered and approved by the Shareholders' general meeting and permitted by CSRC, to formulate and execute the proposal of the A Share Issue, including but not limited to determine the time of issue, number of A Shares to be issued, method of issue, issue price, issue targets, quantity and proportion of A Shares to be issued to corresponding issue targets, and other relevant matters relating to the A Share Issue, and to make alterations to the above in accordance with actual circumstances;
3. to formulate, review, amend and execute all application documents, other necessary documents and agreements in respect of the A Share Issue in accordance to the requirements of relevant regulatory authorities, stock exchange and approving authorities, including but not limited to prospectus and other relevant documents; to publish relevant documents to the media and provide explanations, illustration and clarifications on behalf of the Company;
4. within the scope of the usage of proceeds approved by the Shareholders' general meeting and in accordance with the actual circumstances, to make analysis and reasonable adjustments on the projects, investment amounts, timing and method of the implementation, etc. under the usage of proceeds from the A Share Issue;
5. upon the completion of A Share Issue, to deal with the relevant registration and settlement matters with the China Securities Depository and Clearing Corporation Limited and its branch companies based on the actual conditions of the A Share Issue;
6. based on the conditions of the A Share Issue, to make supplementary amendments to the Articles of Association of the Company accordingly and undertake the relevant procedures such as application for approval and changes of business registration, and to make amendments to the Articles of Association of the Company within the scope of the proposal of the A Share Issue and in accordance with the requirements of the supervisory authorities;
7. to determine specific account(s) for proceeds prior to the A Share Issue according to the needs of the Company;
8. to amend the proposal of the issue and continue to deal with the matters of the A Share Issue, in the event of changes in the policies on share issues during the offering period;
9. to take any other actions or deal with any other matters which are not specified but are necessary for the A Share Issue;

10. subject to compliance with all regulatory requirements and based on actual circumstances, the Board of Directors be approved to delegate the aforesaid authorities to Wang Chuan-fu, Lu Xiang-yang or Xia Zuo-quan, being Directors of the Company, and the authorized person be entitled to deal with procedures such as examination and approval, registration, filing, etc. with relevant governments or institutions in respect of the A Share Issue, execute, implement, amend, complete documents for submission to relevant governments, institutions, organizations and individuals, and undertake all acts and matters relating to the A Share Issue be deems necessary and expedient.
 11. The validity of the resolution in respect of the grant of authority for the A Share Issue: 12 months from the date of the passing of the resolution by the Shareholders' general meeting.”
3. **“THAT** this “Resolution in respect of the amendments to the Articles of Association of the Company and the schedule thereto” be and is hereby resolved, the amended “Articles of Association of BYD Company Limited” and the “Rules and Procedures of Shareholders’ General Meeting of BYD Company Limited” be and are hereby approved, such amended Articles of Association and schedule thereto be effective after the approval of the A Share Issue by CSRC and from the date on which the A Shares are listed on the stock exchange, provided that the Articles of Association shall be submitted to the authorities on commerce for approval.

The relevant resolutions resolved at the Company’s First Extraordinary General Meeting in 2008 held on 20 March 2008 approving the “Rules and Procedures of Board of Director Resolutions of BYD Company Limited”, “Rules and Procedures of Supervisory Committee Resolutions of BYD Company Limited”, “Regulations on Independent Non-executive Directors of BYD Company Limited”, “Regulations on Connected Transactions Strategies of BYD Company Limited” and “Regulations on External Guarantee of BYD Company Limited” remain to be valid, and the abovementioned will be effective after the approval of the A Share Issue by CSRC and from the date on which the A Shares are listed on the stock exchange.”

AS ORDINARY RESOLUTIONS

4. **“THAT** this “Resolution in respect of the engagement of accountants for specific purpose” be and is hereby resolved, the engagement of Ernst & Young Hua Ming as the specific accountants for the purpose of the A Share Issue, which will produce audited reports and other specialist reports in accordance with the accounting principles and regulations in the PRC, be and is hereby approved and the term of engagement shall commence from the date on which this resolution is passed until the completion of the works for the A Share Issue, and the Board of Directors be and is hereby authorised to fix the remuneration of the above accountants based on actual circumstances.”
5. **“THAT** this “Resolution in respect of the provision of guarantees for the Company’s domestic subsidiaries” be and is hereby resolved, the Company be and is hereby approved to, from the date on which this resolution is passed until the date of the conclusion of the 2009 annual general

meeting of the Shareholders to be held in 2010, and under the credit amount signed off by banks and the Company, provide joint liability guarantees for its domestic subsidiaries in respect of bank loans to such subsidiaries within such credit amount.”

6. “**THAT** this “Resolution in respect of the amendments to Usage Management System of Funds Raised of BYD Company Limited” be and is hereby resolved, the amendments to “Usage Management System of Funds Raised of BYD Company Limited” be and are hereby approved, and the amended “Usage Management System of Funds Raised of BYD Company Limited” be effective after the approval of the A Share Issue by CSRC and from the date on which the A Shares issued under the A Share Issue are listed on the stock exchange.”

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

Hong Kong, 24 July 2009

Notes:

- (A) The Company will not process registration of transfers of H Shares from Saturday, 8 August 2009, to Tuesday, 8 September 2009, (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 Friday, 7 August 2009 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 Friday, 7 August 2009. 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 Saturday, 8 August 2009 to Tuesday, 8 September 2009 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company after 4:30 p.m. on Friday, 7 August 2009, 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 Tuesday, 18 August 2009).

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 Tuesday, 18 August 2009).

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 announcement, the executive director of the Company is Wang Chuan-fu; the non-executive directors of the Company are Lu Xiang-yang and Xia Zuo-quan; and the independent non-executive directors of the Company are Li Dong, Lin You-ren and Wu Chang-qi.