



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)

Proxy form for holders of H Shares for use at the
Extraordinary General Meeting (the "EGM") or any adjournment thereof

I/We (note 1) _____
of _____ (note 1)
being the registered holders of _____ (note 2) H shares in BYD COMPANY LIMITED (the "Company"), HEREBY
APPOINT (note 3) the Chairman of the meeting, or _____
of _____
or failing him _____
of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company (or any adjournment thereof) to be held on Wednesday, 10 September 2014 at 2:00 p.m. at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the People's Republic of China and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For (note 4)	Against (note 4)
1.	To consider and approve the resolutions in respect of the election of new session of the Board of the Company:		
	To elect the non-independent Directors under cumulative voting system:		
	(a) the re-election of Mr. Wang Chuan-fu as an executive Director;		
	(b) the re-election of Mr. Lv Xiang-yang as a non-executive Director;		
	(c) the re-election of Mr. Xia Zuo-quan as a non-executive Director;		
	To elect the independent non-executive Directors under cumulative voting system:		
	(d) the election of Mr. Wang Zi-dong as an independent non-executive Director;		
2.	(e) the election of Mr. Zou Fei as an independent non-executive Director;		
	(f) the election of Ms. Zhang Ran as an independent non-executive Director;		
	To consider and approve the resolutions in respect of the election of new session of the Supervisory Committee of the Company:		
	To re-elect and elect Mr. Dong Jun-qing, Mr. Li Yong-zhao and Mr. Huang Jiang-feng as the Supervisors under cumulative voting system:		
	(a) the re-election of Mr. Dong Jun-qing as a Supervisor;		
3.	(b) the re-election of Mr. Li Yong-zhao as a Supervisor;		
	(c) the election of Mr. Huang Jiang-feng as a Supervisor;		
	(d) the Board be and is hereby authorized to enter into a Supervisor service contract with Ms. Wang Zhen and Ms. Yan Chen 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;		
4.	To consider and approve the resolution in respect of fixing the remunerations of the Directors of the fifth session of the Board of the Company and allowances of independent Directors;		
5.	To consider and approve the resolution in respect of fixing the remunerations of the Supervisors of the fifth session of the Supervisory Committee of the Company;		

Date: _____

Signature(s) (note 5): _____

Notes:

- Please insert full name(s) and address(es) in block capitals.
- Please indicate clearly the number of H shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the meeting, please cross out "the Chairman of the meeting", and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the meeting on his behalf. The proxy needs not be a member of the Company. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the corporate seal or under the hand of the chairman of its board of directors or attorney duly authorised in writing.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited for the holders of H Shares of the Company at the following address of Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for the holding of the meeting.
Computershare Hong Kong Investor Services Limited's address is:
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
- Any alteration made to this proxy form must be initialled by the person(s) who sign it.