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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 of BYD Company Limited (the “**Company**”) (the “**EGM**”) will be held on Wednesday, 10 September 2014 at 2:00 p.m. at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the PRC for the purposes of considering and, if thought fit, approving the following resolutions:

By way of ordinary resolutions:

1. To consider and approve the resolutions in respect of the election of new session of the Board of the Company:
  - (a) the re-election of Mr. Wang Chuan-fu as an executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Wang Chuan-fu 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;
  - (b) the re-election of Mr. Lv Xiang-yang as a non-executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a letter of appointment with Mr. Lv Xiang-yang 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;
  - (c) the re-election of Mr. Xia Zuo-quan as a non-executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a letter of appointment with Mr. Xia Zuo-quan 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;
  - (d) the election of Mr. Wang Zi-dong as an independent non-executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a letter of appointment with Mr. Wang Zi-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 election;

- (e) the election of Mr. Zou Fei as an independent non-executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a letter of appointment with Mr. Zou Fei upon such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such election;
  - (f) the election of Ms. Zhang Ran as an independent non-executive Director with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a letter of appointment with Ms. Zhang Ran upon such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such election;
2. To consider and approve the resolutions in respect of the election of new session of the Supervisory Committee of the Company:
- (a) the re-election of Mr. Dong Jun-qing as a Supervisor with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Dong Jun-qing 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;
  - (b) the re-election of Mr. Li Yong-zhao as a Supervisor with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Li Yong-zhao 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;
  - (c) the election of Mr. Huang Jiang-feng as a Supervisor with effect from 10 September 2014 for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Huang Jiang-feng upon such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such election;
  - (d) the Board be and is hereby authorized to enter into a 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;
3. To consider and approve the resolution in respect of fixing the remunerations of the Directors of the fifth session of the Board and allowances of independent Directors; and

4. To consider and approve the resolution in respect of fixing the remunerations of the Supervisors of the fifth session of the Supervisory Committee.

By Order of the Board of  
**Wang Chuan-fu**  
*Chairman*

25 July 2014

Notes:

- (A) The register of shareholders of H Shares of the Company will be closed from Monday, 11 August 2014 to Wednesday, 10 September 2014 (both days inclusive), during which no transfer of H Shares will be effected.

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 Wednesday, 10 September 2014 are entitled to attend and vote at the EGM (or any adjournment thereof) following completion of the registration procedures. To qualify for attendance and voting at the EGM (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, 8 August 2014.

The address of the Company's H Share Registrar and Transfer Office is as follows:

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

- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (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) 17M 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 EGM (i.e. on or before Wednesday, 20 August 2014).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
- (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 EGM (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: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (or any adjournment thereof).

- (F) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (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 EGM (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.
- (G) The EGM (or any adjournment thereof) is expected to last for half a day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board of Directors of BYD Company Limited comprises Mr. Wang Chuan-fu being the executive Director, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan being the non-executive Directors, and Ms. Li Dong, Mr. Wu Chang-qi and Mr. Li Lian-he being the independent non-executive Directors.*