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This circular, for which the directors (“Directors”) of BYD Company Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

**PROPOSED ELECTION OF NEW DIRECTORS AND
RE-ELECTION OF DIRECTORS AND
PROPOSED ELECTION OF NEW SUPERVISORS AND
RE-ELECTION OF SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of the Company 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, is set out in pages EGM-1 to EGM-4 to this circular. A proxy form (the “**Proxy Form**”) containing the proposed resolutions is enclosed herewith. The Proxy Form will also be published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying Proxy Form in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned EGM should you so wish.

25 July 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed Election of New Directors and Re-election of Directors	4
3. Proposed Election of New Supervisors and Re-election of Supervisors	5
4. The EGM	5
5. Recommendation	6
Appendix I – Details of Directors and Supervisors	7
Notice of The Extraordinary General Meeting	EGM-1

DEFINITIONS

In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“A Share(s)”	ordinary domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shenzhen Stock Exchange and traded in RMB;
“Board”	the board of Directors of the Company;
“China” or “PRC”	the People’s Republic of China;
“Company”	BYD Company Limited, a joint stock limited company incorporated in the PRC;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company which is scheduled to be held at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, the PRC on 10 September 2014 at 2:00 p.m.;
“Group”	the Company and its subsidiaries from time to time;
“H Share(s)”	ordinary overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollar;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	22 July 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“RMB”	Renminbi, the lawful currency of the PRC;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	registered holder(s) of the Shares;
“Supervisor(s)”	the Supervisor(s) of the Company; and
“Supervisory Committee”	the Supervisory Committee of the Company.

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Director

Mr. Wang Chuan-fu

Non-executive Directors

Mr. Lv Xiang-yang

Mr. Xia Zuo-quan

Independent Non-executive Directors

Ms. Li Dong

Mr. Wu Chang-qi

Mr. Li Lian-he

Registered Office:

LEGAL ADDRESS

Yan An Road Kuichong

Longgang District Shenzhen

Guangdong Province

The PRC

**PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Unit 1712, 17th Floor

Tower 2 Grand Central Plaza

No. 138 Shatin Rural Committee Road

Shatin, New Territories

Hong Kong

25 July 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF NEW DIRECTORS AND
RE-ELECTION OF DIRECTORS AND
PROPOSED ELECTION OF NEW SUPERVISORS AND
RE-ELECTION OF SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in connection with certain resolutions to be proposed at the EGM to enable you to make a decision on whether to vote for or against the relevant resolutions at the EGM, and to give you the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF NEW DIRECTORS AND RE-ELECTION OF DIRECTORS

In accordance with the Articles of Association of the Company (the “**Articles of Association**”), the term of office of the directors and supervisors is 3 years. The term of office of each of the existing Directors (namely Mr. Wang Chuan-fu, Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Ms. Li Dong, Mr. Wu Chang-qi and Mr. Li Lian-he) has expired on 10 June 2014. Mr. Wang Chuan-fu, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan have been nominated as candidates for the Directors of the Company by the Board and the Nomination Committee of the Company, and all of them will be eligible and offer themselves for re-election at the EGM. In accordance with the “Guidance for Listed Companies on the Establishment of Independent Directors System” issued by CSRC, the period in office of independent directors shall not exceed six years, while Ms. Li Dong and Mr. Wu Chang-qi, both being the independent non-executive Directors, inform the Board that they will retire as the independent non-executive Directors at the EGM; and Mr. Li Lian-he, being an independent non-executive Director, decided to resign as an independent non-executive Director of the Company on 6 May 2014. Mr. Li’s resignation will take effect from election of a new independent non-executive Director at the EGM of the Company to fill his vacancy.

Mr. Wang Zi-dong, Mr. Zou Fei and Ms. Zhang Ran have been nominated as the independent non-executive Directors of the Company by the Board and the Nomination Committee of the Company. In accordance with the Articles of Association, the appointment of directors is subject to the Shareholders’ approval. Therefore, the Board has resolved to submit a proposal as ordinary resolutions at the EGM, to approve the appointment of Mr. Wang Zi-dong, Mr. Zou Fei and Ms. Zhang Ran as the independent non-executive Directors of the Company and their term of office will be three years commencing from the date of approving the resolutions of appointment by the Shareholders at the EGM.

The above election of new Directors and re-election of Directors are subject to the Shareholders’ approval by way of ordinary resolutions at the EGM. In accordance with Article 83 of the Articles of Association, the Directors will be elected at the EGM under cumulative voting system. Accordingly, in respect of proposed appointments of Mr. Wang Chuan-fu, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan, a Shareholder can give all his or her votes to an executive or non-executive Director candidate or divide his or her votes among several executive or non-executive Director candidates. Meanwhile, in respect of proposed appointments of Mr. Wang Zi-dong, Mr. Zou Fei and Ms. Zhang Ran, a Shareholder can give all his or her votes to an independent non-executive Director candidate or divide his or her votes among several independent non-executive Director candidates.

It will be proposed at the EGM that Mr. Wang Chuan-fu, the executive Director, will not receive any director fee but will receive an annual salary of not exceeding RMB4,100,000. It will also be proposed at the EGM that the annual director fee for each of the non-executive Directors and independent non-executive Directors, namely Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Wang Zi-dong, Mr. Zou Fei and Ms. Zhang Ran, be RMB150,000.

LETTER FROM THE BOARD

3. PROPOSED ELECTION OF NEW SUPERVISORS AND RE-ELECTION OF SUPERVISORS

The respective term of office of the Supervisors being Mr. Dong Jun-qing, Mr. Li Yong-zhao, Ms. Wang Zhen and Ms. Yan Chen, has expired on 10 June 2014. The Supervisory Committee has nominated Mr. Dong and Mr. Li as candidates for the independent Supervisors of the Company, and both of them will be eligible and offer themselves for re-election at the EGM. Mr. Zhang Hui-bin, being a shareholders representative Supervisor, resigned as a Supervisor on 29 October 2013, and Mr. Huang Jiang-feng has been nominated as a Supervisor for being the Shareholders' nominee.

Ms. Wang and Ms. Yan are staff representative Supervisors, and their re-election will be considered and approved by the staff of the Company at a separate meeting to be held on or before the date of the EGM (as applicable).

It will be proposed at the EGM that the annual Supervisor fee for Supervisors who are not staff representatives of the Company, namely Mr. Dong Jun-qing, Mr. Li Yong-zhao and Mr. Huang Jiang-feng be fixed at RMB50,000 and no Supervisor fee will be paid to the staff representative Supervisors, namely Ms. Wang Zhen and Ms. Yan Chen.

The above election of new Supervisors and re-election of Supervisors are subject to the Shareholders' approval by way of ordinary resolutions at the EGM. In accordance with Article 83 of the Articles of Association, the Supervisors will be elected at the EGM under cumulative voting system. Accordingly, in respect of proposed appointments of Mr. Dong Jun-qing, Mr. Li Yong-zhao and Mr. Huang Jiang-feng, a Shareholder can give all his or her votes to a Supervisor candidate or divide his or her votes among several Supervisor candidates.

At the EGM, resolutions will be proposed to elect the Directors for a term of office of 3 years commencing from the date of the passing thereof (the "**Next Term**"), to authorize the Board to enter into new service contract or appointment letter (as the case may be) with the re-elected and elected Directors, to re-elect and elect the independent Supervisors and the Shareholders representative Supervisor of the Next Term and to authorize the Board to enter into new service contract with the re-elected Supervisors.

The biographical details of the candidates proposed to be re-elected or elected as Directors, independent Supervisors and shareholders representative Supervisor at the EGM and the candidates proposed to be elected as staff representative Supervisors at a separate meeting to be held by the staff of the Company are set out in Appendix I to this circular.

4. THE EGM

The EGM is to be held on Wednesday, 10 September 2014 at 2:00 p.m. at the Conference Room, No.3009, BYD Road, Pingshan, Shenzhen, the PRC. The notice of the EGM dated 25 July 2014 is enclosed with this circular.

The Proxy Form for use at the EGM containing the relevant proposed resolutions will be delivered to the Shareholders together with this circular on the same day. The Proxy Form will also be published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk).

LETTER FROM THE BOARD

The register of holders 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.

Whether or not you are able to attend the EGM, please complete and return the Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned EGM should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted by poll.

5. RECOMMENDATION

The Directors believe that the proposed resolutions for consideration and approval by Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions to be proposed at the EGM as set out in the notice of EGM.

Yours faithfully
By Order of the Board of
Wang Chuan-fu
Chairman

Biographical details of the candidates proposed to be re-elected and elected as Directors, independent Supervisors and shareholders representative Supervisor at the EGM and the candidates proposed to be elected as staff representative Supervisors at the separate meeting held by the staff of the Company are set out as follows:

EXECUTIVE DIRECTOR

Mr. Wang Chuan-fu, born in 1966, Chinese national with no right of abode overseas, master degree holder, senior engineer. Mr. Wang graduated from Central South University of Technology (中南工業大學) (currently Central South University) in 1987 with a bachelor degree majoring in metallurgy physical chemistry, and then graduated from Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) in the PRC in 1990 with a master degree majoring in metallurgy physical chemistry. Mr. Wang held positions as vice supervisor in Beijing Non-Ferrous Research Institute, general manager in Shenzhen Bi Ge Battery Co. Limited. In February 1995, he founded Shenzhen BYD Battery Company Limited (深圳市比亞迪實業有限公司) with Mr. Lv Xiang-yang and took the position of general manager. He is the Chairman, an executive Director and the President of the Company responsible for overseeing the general operations of the Group and determining the business strategies for the Group. He is a non-executive director and the chairman of BYD Electronic (International) Company Limited, a director of Shenzhen BYD Daimler New Technology Co., Ltd., vice chairman of Shenzhen Pengcheng Electric Automobiles Renting Co. Ltd., a director of Tianjin BYD Auto Co., Ltd., an independent Director of Renren Inc., director of South University of Science and Technology of China and a director of BYD Charity Foundation.

Mr. Wang, being a technology expert, enjoyed special allowances from the State Council. In June 2003, he was awarded Star of Asia by BusinessWeek. He was awarded with Mayor award of Shenzhen in 2004 (二零零四年深圳市市長獎) and “The 2008 CCTV Man of the Year China Economy Innovation Award”, etc.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Mr. Wang is a cousin of Mr. Lv Xiang-yang, a non-executive Director.

As at the Latest Practicable Date, Mr. Wang was interested in 570,642,580 A shares under Part XV of the SFO.

The term of office of Mr. Wang under the current service contract made between Mr. Wang and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Wang as an executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2013, he was not entitled to any director's fee. The Board proposes to fix Mr. Wang's annual emolument as a member of the senior management at an amount not exceeding RMB4,100,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Wang as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Mr. Lv Xiang-yang, born in 1962, Chinese national with no right of abode overseas, bachelor degree holder, economist. Mr. Lu worked at Chaohu Centre Branch of the People's Bank of China (中國人民銀行巢湖中心分行). In February 1995, he founded Shenzhen BYD Battery Company Limited with Mr. Wang Chuan-fu. He is the Vice Chairman and a non-executive Director of the Company and also the chairman of Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司) ("Youngy Investment"), Guangzhou Mingyue Real Estate Development Company Limited (廣州明粵房地產開發有限公司), and Guangdong Youngy Financing Guarantee Company Limited (廣東融捷融資擔保有限公司), executive director and general manager of Shenzhen Youngy Guarantee Company Limited (深圳融捷擔保有限公司), executive director and manager of Guangdong Youngy Financing Guarantee Company Limited (廣東融捷融資擔保有限公司), executive director of Guangdong Youngy Financing Renting Company Limited (廣東融捷融資租賃有限公司) and vice chairman of BYD Charity Foundation.

Save as disclosed above, he did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Mr. Lv is a cousin of Mr. Wang Chuan-fu, the Chairman, an executive Director and the President of the Company.

As at the Latest Practicable Date, Mr. Lv was interested in 401,810,480 A Shares, including personal interest of 239,228,620 A Shares and corporate interest of 162,581,860 A Shares held through Youngy Investment owned as to 89.5% by Mr. Lv within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Lv and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Lv as a non-executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2013, he received a director's emolument of RMB150,000. The Board proposes to fix Mr. Lv's annual director's emolument at RMB150,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Lv as a non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Xia Zuo-quan, born in 1963, Chinese national with no right of abode overseas, master degree holder. Mr. Xia studied computer science in Beijing Institute of Iron and Steel Engineering (北京鋼鐵學院) (now known as University of Science & Technology of Beijing (北京科技大學)) from 1985 to 1987 and he graduated from Guanghua School of Management of Peking University with an MBA in 2007. Mr. Xia worked in the Hubei branch of The People's Insurance Company (中國人民保險公司) and joined Shenzhen BYD Battery Company Limited in 1997 and held positions as an executive Director and a Vice President of the Company. He is a non-executive Director of the Company and the Chairman of Shenzhen Zhengxuan Investment (Holdings) Co., Ltd (深圳市正軒投資有限公司) and Beijing Zhengxuan Investment Co., Ltd (北京正軒投資有限責任公司), a director of Sinocompound Catalysts Co. Ltd. (formerly known as Zhangjiagang Applica Technology Co., Ltd.) (江蘇欣諾科催化劑有限公司, 前稱張家港雅普利華生物科技股份有限公司), a director of Shenzhen UniFortune Supply Chain Service Co., Ltd. (深圳市聯合利豐供應鏈管理有限公司), the chairman of Shenzhen Zhengxuan Asset Management Co. Ltd. (深圳市正軒資產管理有限公司), the chairman of Anuo Youda Gene Technology (Beijing) Co. Ltd. (安諾優達基因科技(北京)有限公司) and the Vice-chairman of BYD Charity Foundation.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Xia is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Xia was interested in 118,977,060 A Shares under Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Xia and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Xia as a non-executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2013, he received a director's emolument of RMB150,000. The Board proposes to fix Mr. Xia's annual director's emolument at RMB150,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Xia as a non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Zi-dong, born in 1958, Chinese national with no right of abode overseas, bachelor's degree holder and senior engineer. Mr. Wang graduated from Beijing Industrial Institute (currently known as Beijing Institute of Technology) in 1982 with a bachelor's degree in engineering. Currently, Mr. Wang serves as a researcher in China North Vehicle Research Institute, director of China North Vehicle Research Institute (Battery Test Center of National 863 Electric Vehicle), and serves as an independent non-executive director of Cangzhou Mingzhu Plastic Material Co., Ltd (滄州明珠塑料股份有限公司) and Shenzhen Yinghe Polytron Technologies Inc (深圳市贏合科技股份有限公司).

Save as disclosed above, he did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Mr. Wang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

Subject to the approval of the Shareholders, Mr. Wang will be appointed as an independent non-executive Director of the Company and the term of office will be 3 years commencing from the date of the passing of the resolution in respect of appointing Mr. Wang at the EGM. The Company will enter into a letter of appointment with Mr. Wang. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Wang's annual director's emolument at RMB150,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Wang as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Zou Fei, born in 1973, Chinese national, doctoral degree holder, chartered financial analyst, member of Chinese Finance Association of America, and expert listed in "Thousand Talents Program" of the Organisation Department of the CPC Central Committee. Mr. Zou graduated from University of Texas of the United States with a master's degree in economics and a doctorate in finance. Mr. Zou served as a fund manager of American Century Investments, a managing director of special investment department of China Investment Corporation, the former chairman of the board of Chinese Finance Association of America, the former board observer of Noble Group of Singapore, etc. He serves as the president of Synergy Capital and is an independent director of Delta Dunia Makmur TBK PT in Indonesia, and senior advisor of Louis Dreyfus Commodities in France.

Save as disclosed above, he did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Mr. Zou is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Zou did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

Subject to the approval of the Shareholders, Mr. Zou will be appointed as an independent non-executive Director of the Company and the term of office will be 3 years commencing from the date of the passing of the resolution in respect of appointing Mr. Zou at the EGM. The Company will enter into a letter of appointment with Mr. Zou. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Zou's annual director's emolument at RMB150,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Zou as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Zhang Ran, born in 1977, Chinese national with no right of abode overseas, doctor degree holder and associate professor. Ms. Zhang Ran graduated from Beijing Jiaotong University in 2002 with a bachelor of accountancy and a master's degree in economics, and a doctorate degree in accountancy from Leeds School of Business, University of Colorado at Boulder. Ms. Zhang held positions as a part-time lecturer in Leeds School of Business, University of Colorado at Boulder, and an accounting and auditing tax commissioner in Bill Brooks CPA, Boulder, CO, USA. Currently, she serves as an associate professor of accounting and doctoral tutor in Guanghua School of Management of Peking University.

Save as disclosed above, Ms. Zhang did not hold any other directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Zhang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Zhang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

Subject to the approval of the Shareholders, Ms. Zhang will be appointed as an independent non-executive Director of the Company and the term of office will be 3 years commencing from the date of the passing of the resolution in respect of appointing Ms. Zhang at the EGM. The Company will enter into a letter of appointment with Ms. Zhang. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Zhang's annual director's emolument at RMB150,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Ms. Zhang as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

INDEPENDENT SUPERVISORS

Mr. Dong Jun-qing, born in 1934, Chinese national with no right of abode overseas, bachelor degree holder, senior engineer at professor level. Mr. Dong graduated from Non-Ferrous Metal and Gold Faculty in Moscow, USSR, with a bachelor degree majoring in aluminium and magnesium metallurgy, and obtained the title of USSR engineer in 1959. Mr. Dong lectured at Non-Ferrous Metallurgy Faculty of the Northeast University (東北大學有色冶金系) in the PRC and researched at Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) and was engaged in research and development work in our Company. He is a Supervisor and the Chairman of the Supervisory Committee.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Dong is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Dong did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of appointment of Mr. Dong under the current service contract made between Mr. Dong and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Dong as a Supervisor at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2013, he received a supervisor's emolument of RMB50,000. The Supervisory Committee proposes to fix Mr. Dong's annual supervisor's emolument at RMB50,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Dong as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Li Yong-zhao, born in 1961, Chinese national with no right of abode overseas, bachelor degree holder, researcher level senior engineer. Mr. Li graduated from Xi'an Institute of Technology in August 1982 with a bachelor degree in Mechanical Manufacturing Technology and Equipment. Mr. Li worked as technician, office head, deputy director, director, deputy plant manager and held other posts in state-owned, 615 Factory, China North Industries Group Corporation. He acted as the general manager of the Sino-foreign joint venture named 寶雞星寶機電公司, plant manager of state-owned Factory 843, director and general manager of 西安北方秦川機械工業有限公司, director and the general manager of 西安北方秦川集團有限公司. He is currently a Supervisor of the Company and acted as the deputy general manager of 中國兵器西北工業集團有限公司 and the chairman of 西安北方秦川集團有限公司.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Li is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of appointment of Mr. Li under the current service contract made between Mr. Li and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Li as a Supervisor at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2013, he received a supervisor's emolument of RMB50,000. The Supervisory Committee proposes to fix Mr. Li's annual supervisor's emoluments at RMB50,000, subject to the approval of the Shareholders at the AGM.

In relation to the re-election of Mr. Li as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

SHAREHOLDERS REPRESENTATIVE SUPERVISOR

Mr. Huang Jiang-feng, born in 1980, Chinese national with no right of abode overseas, bachelor degree holder. Mr. Huang graduated from Zhongnan University of Economics and Law with a bachelor degree in administration. Mr. Huang held positions in Sinopec Chenzhou Petroleum Branch in Hunan (中國石化湖南郴州石油分公司), Dongguan Hus Fu Chi Foods Co., Ltd., Guangzhou Office of Guosen Securities. He has been working in Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司) since August 2008, and is currently a director and an assistant president in Youngy Investment Holding Group Co., Ltd.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Huang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Huang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

Subject to the approval of the Shareholders, Mr. Huang will be appointed as Shareholders representative Supervisor of the Company and the term of office will be 3 years commencing from the date of the passing of the resolution in respect of appointing Mr. Huang at the EGM. The Company will enter into service contract with Mr. Huang. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Supervisory Committee proposes to fix Mr. Huang's annual supervisor's emolument at RMB50,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Huang as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

STAFF REPRESENTATIVE SUPERVISORS

Ms. Wang Zhen, born in 1976, Chinese national with no right of abode overseas, bachelor degree holder. Ms. Wang graduated from Guangzhou Institute of Foreign Languages (廣州外國語學院) in the PRC in 1998, majoring in Spanish language and obtained a bachelor degree. Ms. Wang joined Shenzhen BYD Battery Company Limited in 1998 and has been working in the President's office. She is a Supervisor of the Company and officer of the President's office, vice president of administrative human personnel of Shenzhen BYD Daimler New Technology Co., Ltd., and a supervisor of BYD Charity Foundation.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Wang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Wang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of appointment of Ms. Wang under the current service contract made between Ms. Wang and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing upon the approval of re-election of Ms. Wang as a Supervisor at the separate meeting held by the staff of the Company. As a staff representative Supervisor, she is not entitled to Supervisor's emolument.

In relation to the re-election of Ms. Wang as a supervisor of the Company, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Yan Chen, born in 1977, Chinese national with no right of abode overseas, bachelor degree holder. Ms. Yan graduated from Beijing University of Aeronautics & Astronautics in July 2000 with a bachelor degree. Ms. Yan joined Shenzhen BYD Battery Company Limited in 2000 and held positions as system engineer, secretary to the president, chief office director of the management department of Shanghai BYD Company Limited, manager of the regional administration department for Shanghai and Xian. She is a Supervisor of the Company and manager of the automobile business office and also a supervisor of Shenzhen Pengcheng Electric Automobiles Renting Co., Ltd. and a supervisor of BYD Charity Foundation.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Yan is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Yan did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of appointment of Ms. Yan under the current service contract made between Ms. Yan and the Company has expired on 10 June 2014 and the term will be renewed for further 3 years commencing from the date of the passing upon the approval of re-election of Ms. Yan as a Supervisor at the separate meeting held by the staff of the Company. As a staff representative Supervisor, she is not entitled to Supervisor's emolument.

In relation to the re-election of Ms. Yan as a Supervisor of the Company, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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;

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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).

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (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.