



**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)**

**EXEMPTED CONNECTED TRANSACTION  
RELATING TO THE TRANSFER OF A 9% INTEREST  
IN A SUBSIDIARY BY WAY OF GIFT  
TO CERTAIN EMPLOYEES PURSUANT TO  
A ONE-OFF SHARE AWARD PLAN**

**AND**

**CHANGE OF AUDITORS**

The Board is pleased to announce that, the ordinary resolutions for approval of (i) the Deed of Gift, the Transfer and all transactions contemplated under the Deed of Gift and for authorizing the Directors to do all such actions which are, in the opinion of the Directors, appropriate to implement and complete the Deed of Gift; and (ii) the appointment of E&Y as auditors of the Company, were duly passed by the Independent Shareholders or the Shareholders (as the case may be) by way of poll at the EGM held on 30th January, 2007.

Reference is made to the Company's announcement dated 24th November, 2006 and the circular dated 15th December, 2006 (the "Circular"). Terms used in this announcement shall have the same meanings as defined in the Circular, unless the context otherwise requires.

The Board is pleased to announce that, the ordinary resolutions for approval of (i) the Deed of Gift, the Transfer and all transactions contemplated under the Deed of Gift and for authorizing the Directors to do all such actions which are, in the opinion of the Directors, appropriate to implement and complete the Deed of Gift; and (ii) the appointment of E&Y as auditors of the Company were duly passed by the Independent Shareholders or the Shareholders (as the case may be) by way of poll at the EGM held on 30th January, 2007, and the voting results are as follows:

<b>Ordinary resolution</b>	<b>Number of votes cast (Percentage of total number of votes cast)</b>		<b>Total number of votes cast</b>
	<b>For</b>	<b>Against</b>	
(a) To consider and approve the Deed of Gift, the Transfer and all transactions contemplated under the Deed of Gift; and to authorise the Directors to do all such actions which are appropriate to implement and complete the Deed of Gift.	345,421,396 (90.2104%)	37,485,062 (9.7896%)	382,906,458
(b) To consider and approve the appointment of E&Y as auditors of the Company to fill the casual vacancy following the resignation of PWC as auditors of the Company, and to hold office until the conclusion of the next annual general meeting of the Company.	428,457,908 (100%)	0 (0%)	428,457,908

As at the date of the EGM, the Company had 539,500,000 Shares in issue. The Participants who are also directors of the Subsidiaries of the Company and/or promoters of the Company and their respective associates, being connected persons of the Company interested in the above transactions and interested in an aggregate of 69,151,550 Shares as at the date of the EGM, had abstained from voting at the EGM in respect of resolution no. (a). Shareholders of 470,348,450 Shares, representing approximately 87.1823% of the issued share capital of the Company as at the date of the EGM, were entitled to attend and vote at the EGM in respect of resolution no. (a). Shareholders of 539,500,000 Shares, representing 100% of the issued share capital of the Company as at the date of the EGM, were entitled to attend and vote at the EGM in respect of resolution no. (b). There was no Shareholder who was entitled to attend the EGM but was only entitled to vote against the resolution proposed at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, was appointed as the scrutineer for vote-taking at the EGM.

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

By order of the Board of  
**BYD COMPANY LIMITED**  
**Wang Chuan-fu**  
*Chairman*

Hong Kong, 30th January, 2007