



# 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 Yan An Road, Kuichong, Longgang District, Shenzhen, Guangdong Province, the People's Republic of China on 30th January, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:-

### AS ORDINARY RESOLUTIONS

#### "THAT:

- (a) the deed of gift dated 24th November, 2006 (the "Deed of Gift") entered into between the Company, Golden Link Worldwide Limited ("Golden Link") and the attorney of 35 individuals who are members of the senior management and full-time employees of core business divisions of the Company and its subsidiaries (the "Participants") in relation to the transfer by way of gift of a 9% shareholding interest in BYD Electronic Company Limited to the trustee appointed by the Participants to hold the shares for the benefit of the Participants (the "Transfer") (a copy of which is produced to the meeting marked "A" and signed by the chairman of the meeting for the purposes of identification) and the terms thereof be and are hereby approved in all respects and all the transactions contemplated thereby be and are hereby approved;
- (b) the Directors be and are hereby authorised to sign, execute, perfect and deliver all such documents and deed, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Deed of Gift, the Transfer, all other transactions contemplated by the Deed of Gift and all other matter incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating to the Deed of Gift that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Transfer and are in the best interests of the Company; and
- (c) the appointment of Ernst & Young as auditors of the Company to fill the casual vacancy following the resignation of PricewaterhouseCoopers as auditors of the Company, and to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved."

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

Hong Kong, 15th December, 2006

#### Notes:

- (A) The Company will not process registration of transfers of H Shares from 30th December, 2006 to 30th January, 2007 (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 on 30th January, 2007 are entitled to attend and vote at the Meeting following completion of the registration procedures. To qualify for attendance and voting at the Meeting, documents on transfers of H Shares must be lodged with the Company's H Share registrar and transfer office, not later than 4:00 p.m. on 29th December, 2006. 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, Wanchai  
Hong Kong
- (B) Holders of H Shares and domestic shares of the Company intending to attend the Meeting should complete and return the reply slip for attending the Meeting personally, by facsimile or by post to the Secretary of the Board 20 days before the Meeting, namely, on or before 10th January, 2007. The contact details of the Secretary of the Board are as follows:  
Secretary of the Board  
Yan An Road  
Kuichong  
Longgang District  
Shenzhen  
Guangdong Province  
the PRC
- (C) Each holder of H Shares entitled to attend and vote at the Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Meeting 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 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Meeting.
- (F) Each holder of domestic Shares (excluding H Shares) who is entitled to attend and vote at the Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Meeting 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 (excluding H 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 of the Board not less than 24 hours before the time appointed for the Meeting. The address of the Secretary of 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. 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, 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 is expected to last for half a day. Shareholders who attend the Meeting shall bear their own travelling and accommodation expenses.

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