



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 "EGM") of BYD Company Limited (the "Company") will be held at 11:00 a.m. on 28th February, 2006 at Conference Room, Yan An Road, Kuichong, Longgang District, Shenzhen, Guangdong Province, the People's Republic of China ("PRC") to consider and if thought fit, pass the following special resolutions:

"THAT:

1. The Company be and is hereby authorized, subject to the Administrative Measures on Short-term Debentures promulgated by the People's Bank of China (the "PBOC") and such other applicable rules and regulations, if any, to issue short-term debentures on the following principal terms:
 - (1) Principal amount of debentures to be issued: up to an aggregate principal amount of 40% of the net asset value as shown in the Company's then latest audited consolidated financial statements prepared in accordance with PRC Generally Accepted Accounting Rules and Regulations or such other limit as may be otherwise prescribed by PBOC in one or multiple tranches;
 - (2) Interest payable on the debentures: not higher than the resulting rate of the prevailing basic lending rate of PBOC as downwardly adjusted by not more than 10%;
 - (3) Target subscribers: Institutional investors in PRC domestic inter-bank bond market;
 - (4) Use of proceeds: subject to the then circumstances of the Group, it is currently contemplated that the issue proceeds will be used to refinance current bank loans and as working capital for handset related business.
2. Mr. Wang Chuanfu, president and director of the Company, be and is authorized to determine and finalise the terms and conditions and any other matters in relation to the issue of short-term debentures based on the then market conditions and requirements of the Group, including the principal amount, interest rate and term of the short term debentures as set out in resolution no. 1 above and to arrange for the preparation and execution of all necessary documents in connection with the proposed issue."

By Order of the Board
Wu Jing-Sheng
Company Secretary

Hong Kong, 13th January, 2006

Notes:

- (A) Holders of the Company's overseas listed foreign invested shares (in the form of H shares) whose names appear on the Company's Register of Members which is maintained by Computershare Hong Kong Investor Services Limited at the close of business on 27th January, 2006 (Friday) are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting;
- (B) Holders of H shares, who intend to attend the EGM, must complete and return the written replies for attending the EGM to the office of the Secretary of the Board of Directors of the Company no later than 7th February, 2006 (Tuesday);

Shareholders can deliver the written replies in person, by post or by facsimile;

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

Yan An Road
Kuichong, Longgang District
Shenzhen
Guangdong Province
PRC
Tel: (86-755) 8421 8888
Fax: (86-755) 8420 2222

- (C) Each holder of H shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notorially certified. Instrument appointing a proxy of any holder of H Shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its board of directors or by its authorized attorney. For holders of H shares, the power of attorney or other documents of authorization and proxy forms must be delivered to Computershare Hong Kong Investor Services Limited no less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.

- (D) The Company's Register of Members will be closed from 28th January, 2006 to 27th February, 2006, (both days inclusive), during which time no transfer of shares will be registered. Transferees of H shares who wish attend the EGM must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 27th January, 2006 at 4:00 p.m. for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited's address is as follows:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (E) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

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