



# 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 DOMESTIC SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a Domestic Shares class 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 14th June, 2007 at 12:00 noon (or as soon as the H Share class meeting of the Company shall have been concluded or adjourned) or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

### AS SPECIAL RESOLUTIONS

1. **"THAT** the Proposed Spin off (as defined below), which constitutes a material dilution (for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the **"Listing Rules"**) and the **"Stock Exchange"** respectively) of the Company's interest in BYD Electronic Company Limited (**"BE"**) and its subsidiaries and a discloseable transaction (for the purposes of the Listing Rules), subject to and conditional upon (among other things): (i) the Listing Committee granting approval for the listing of, and permission to deal in, all the shares of HK\$0.10 each in the share capital of BE (**"BE Shares"**) in issue and to be issued pursuant to the Proposed Spin-off (including the BE Shares to be issued upon the exercise of the Over-allotment Option); (ii) the shareholders of the Company, the holders of domestic shares of the Company and the holders of H shares of the Company, in each case, passing a special resolution at the respective general meetings to approve the Proposed Spin-off; (iii) the offer price (the **"Offer Price"**) in relation to the offer of the BE Shares pursuant to the Proposed Spin-off having been agreed between BE, Golden Link Worldwide Limited and UBS AG (on behalf of the underwriters of the Proposed Spin-off (the **"Underwriters"**)) and the due execution and delivery of the underwriting agreements; and (iv) the obligations of the Underwriters under the underwriting agreements to be entered into among BE and the Underwriters in respect of the Proposed Spin-off becoming unconditional and the underwriting agreements not being terminated in accordance with their respective terms, on or before the dates and times to be specified therein, be and is hereby approved and the board of directors of the Company be and is hereby authorised on behalf of the Company to approve and implement the Proposed Spin off and all incidental matters and to take all actions in connection therewith or arising therefrom relating to the Proposed Spin Off as they shall think fit."

For the purpose of this resolution,

**"Proposed Spin-off"** means the offer of the BE Shares to the public for subscription, the preferential offer of the BE Shares to certain qualifying shareholders of the Company and the offer of BE Shares to certain professional, institutional and other investors for sale or subscription, as more particularly described in the prospectus to be issued by BE in relation to the Proposed Spin-off (the **"Prospectus"**), subject to any variations or changes which are considered by the Company's directors not to be material."

2. **"THAT** the exclusion of: (a) shareholders of the Company whose addresses on the register of members of the Company were outside Hong Kong at the close of business on the record date including those who are within the United States (within the meaning of Regulation S under the United States of America Securities Act 1933) for Preferential Offer (as defined below) (the **"Overseas Shareholders"**); (b) holder of domestic shares of the Company (the **"Domestic Shareholders"**); and (c) directors of BE and their associates (as such terms defined under the Listing Rules) (the **"Excluded Directors"**) from applying for the BE shares under the Preferential Offer be and is hereby approved and the board of directors of the Company be and is hereby authorised on behalf of the Company to approve and implement the Preferential Offer and all incidental matters and to take all actions in connection therewith or arising therefrom relating to the Preferential Offer as they shall think fit."

For the purpose of this resolution,

**"Preferential Offer"** means the proposed preferential offer to the shareholders of the Company (other than the Overseas Shareholders, the Domestic Shareholders and the Excluded Directors) whose names appear on the register of members of the Company at the close of business on the record date for Preferential Offer for subscription of certain number of BE Shares at the Offer Price on and subject to the terms and conditions as described in the Prospectus and the related application form."

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

Hong Kong, 23rd April, 2007

#### Notes:

- (A) The Company will not process registration of transfers of Domestic Shares from 10th May, 2007 to 14th June, 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company after 4:30 p.m. on 9th May, 2007 are entitled to attend and vote at the Meeting (or any adjournment thereof) following completion of the registration procedures.

Holders of Domestic Shares should contact the secretary to the board (**"Secretary to the Board"**) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

- (B) Holders of Domestic Shares intending to attend the Meeting (or any adjournment thereof) should complete and return the reply slip for attending the Meeting (or any adjournment thereof) personally, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the Meeting (i.e. on or before 25th May, 2007).

The contact details of the Secretary to the Board are as follows:

Secretary to the Board  
Yan An Road  
Kuichong  
Longgang District  
Shenzhen  
Guangdong Province  
the PRC

- (C) Each holder of Domestic Shares who is entitled to attend and vote at the Meeting (or any adjournment thereof) may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Meeting (or any adjournment thereof) 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 Domestic 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 (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 Secretary to the Board not less than 24 hours before the time appointed for the Meeting (or any adjournment thereof). The address of the Secretary to the Board is stated in note (B) above.
- (F) A shareholder of the Company or his proxy should produce proof of identity when attending the Meeting (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 Meeting (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 Meeting (or any adjournment thereof) is expected to last for half a day. Shareholders who attend the Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

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

\* The English name is a direct translation of the Chinese name. If there is any inconsistency, the Chinese name shall prevail.