



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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that an H 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 11:00 a.m. (or as soon as the extraordinary general 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 resolution:

AS SPECIAL RESOLUTION

“**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.”

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 H Shares from 10th May, 2007 to 14th June, 2007 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares of the Company at Computershare Hong Kong Investor Services Limited 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. To qualify for attendance and voting at the Meeting (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 9th May, 2007. 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
Hong Kong
- (B) Holders of H 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 Company's H-Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) Shops 1806-1807, 18th 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 Meeting (i.e. on or before 25th May, 2007).
- (C) Each holder of H 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 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 (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: Shop 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Meeting (or any adjournment thereof).
- (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.*