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)

FORM OF PROXY

FORM OF PROXY FOR USE BY SHAREHOLDERS OF BYD COMPANY LIMITED (THE COMPANY") AT AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY ("MEETING") TO 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 10:00 A.M. (OR ANY ADJOURNMENT THEREOF).

I/We[note 1] ____

of ____

being the registered holder(s) of ____

shares[note 2] of RMB1.00 each in the capital of the Company hereby appoint[note 3] the Chairman of the Meeting,

or ____

of ____

or failing him ____

of ____

to act as my/our proxy at the Meeting to 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 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below [note 4].

	FOR[note 4]	**AGAINST**[note 4]
1. To approve the Proposed Spin-off (as defined in the Notice of Extraordinary General Meeting)		
2. To approve the Preferential Offer (as defined in the Notice of Extraordinary General Meeting)		

Dated this ______________ day of ______________________ 2007

Shareholder's Signature ______________________________[note 5]

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.

2. Please indicate clearly the number of Domestic Shares and/or H Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the Domestic Shares and/or H Shares in the Company registered in your name(s).

3. Where the proxy appointed is not the Chairman of the Meeting, please cross out "the Chairman of the Meeting or", and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) may 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 holder may only vote on a poll. The person who signs this proxy form shall initial against any alteration in it.

4. Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote at his discretion.

5. This form of proxy must be signed by you or your attorney duly authorized in writing. If the form of proxy is signed by your attorney duly authorized in writing, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder 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 or duly signed by its director or any other person duly authorized by that corporate shareholder as required by the Articles of Association.

6. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) must be delivered (i) with respect to holders of H Shares, 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); and (ii) with respect to holders of Domestic Shares (excluding H Shares), the Secretary to the Board (address: Yan An Road, Kuichong, Longgang District, Shenzhen, Guangdong Province, the PRC), not less than 24 hours before the time appointed for the Meeting (or any adjournment thereof).