



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)

**Proxy form for holders of H Shares/Domestic Shares for use at
the Annual General Meeting or any adjournment thereof**

I/We (note 1) _____
of _____ (note 1)
being the registered holders of _____ (note 2) H shares/Domestic Shares in BYD COMPANY LIMITED (the "Company"),
HEREBY APPOINT (note 3) the Chairman of the meeting, or _____
of _____
or failing him _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company (or any adjournment thereof) to be held on 5th June, 2009 at [10] a.m. at the Conference Room, No. 3001, Hengping Road, Pingshan, Longgang, Shenzhen, Guangdong Province, the People's Republic of China and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolutions	For (note 4)	Against (note 4)
By way of ordinary resolutions:		
1. To consider and approve the working report of the board of directors of the Company for the year ended 31st December, 2008.		
2. To consider and approve the working report of the supervisory committee of the Company for the year ended 31st December, 2008.		
3. To consider and approve the audited financial statements of the Company as at and for the year ended 31st December, 2008.		
4. To consider and approve the proposal for appropriation of profit of the Company for the year ended 31st December, 2008.		
5. To re-appoint Ernst & Young as the Company's international auditors for the financial year of 2009, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to determine its remuneration.		
6. To consider, approve and confirm the remuneration of the directors of the Company as determined and fixed by the board of directors of the Company.		
7. To consider, approve and confirm the remuneration of the supervisors of the Company as determined and fixed by the supervisory committee of the Company.		
8. To consider and approve proposals (if any) put forward in accordance with the Articles of Association of the Company by any shareholder(s) holding 5 per cent or more of the Shares carrying the right to vote at the Annual General Meeting.		
By way of special resolutions:		
9. To consider and approve: (a) the grant to the board of directors of the Company (the "Board") a general mandate to allot, issue and deal with additional shares in the capital of the Company, whether domestic shares or H shares, subject to the following conditions:- (i) that the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to the general mandate shall not exceed 20 per cent of the total nominal amount of shares of the same class of the Company in issue; (ii) that the exercise of the general mandate is subject to all governmental and/or regulatory approval(s), if any, under the applicable law (including but without limitation to the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); (iii) that the general mandate shall remain valid until the earliest of (x) the conclusion of the next annual general meeting of the Company; or (y) the expiration of a 12-month period following the passing of this resolution; or (z) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and (b) the authorisation to the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (a) of this resolution.		

	Resolutions	For <i>(note 4)</i>	Against <i>(note 4)</i>
10	To consider and approve the amendments to the articles of association of the Company as set out in Appendix I of a circular of the Company dated 20th April, 2009.		
11.	To consider and approve a general and unconditional mandate to the directors of BYD Electronic (International) Company Limited (“BYD Electronic”) to allot, issue and otherwise deal with new shares of BYD Electronic not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of BYD Electronic.		

Date: _____

Signature(s) *(note 5)*: _____

Notes:

- Please insert full name(s) and address(es) in block capitals.
- Please indicate clearly the number of H shares/Domestic 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 H shares/Domestic Shares in the Company registered in your name(s).
- Where the proxy appointed is not the Chairman of the meeting, please cross out “the Chairman of the meeting”, and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the meeting on his behalf. The proxy needs not be a member of the Company. The person who signs this proxy form shall initial against any alteration in it.
- 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the corporate seal or under the hand of the chairman of its board of directors or attorney duly authorised in writing.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited for the holders of H Shares of the Company at the following address of Computershare Hong Kong Investor Services Limited not less than 24 hours before the time appointed for the holding of the meeting.

Computershare Hong Kong Investor Services Limited’s address is:
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong
- For holders of Domestic Shares, to be valid, this proxy form and, if such proxy is signed by a person under a power of attorney or other authority or other authority on behalf of the appointor, a notarially certified copy of the power of attorney or other authority (if applicable), must be delivered to the secretary to the board (the “Secretary to the Board”) of the directors of the Company at the following address:

Secretary to the Board
Yan An Road
Kuichong
Longgang District
Shenzhen
Guangdong Province
The PRC
- Any alteration made to this proxy form must be initialled by the person(s) who sign it.