



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 HOLDERS OF H SHARES OF BYD COMPANY LIMITED (THE COMPANY) AT AN H SHARES CLASS MEETING OF THE COMPANY ("MEETING") TO BE HELD AT THE COMPANY'S CONFERENCE ROOM AT NO. 3001, HENGPING ROAD, PINGSHAN, LONGGANG, SHENZHEN, GUANGDONG PROVINCE, THE PEOPLE'S REPUBLIC OF CHINA ON TUESDAY, 8 SEPTEMBER 2009 AT 11 A.M. (OR AS SOON AS THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY SHALL HAVE BEEN CONCLUDED OR ADJOURNED) 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 No. 3001, Hengping Road, Pingshan, Longgang, Shenzhen, Guangdong Province, the People's Republic of China on Tuesday, 8 September 2009 at 11 a.m. (or as soon as the Extraordinary general meeting of the Company shall have been concluded or adjourned) and at any adjournment thereof and to vote on my/our behalf as directed below ^(note 4).

	Special Resolutions	FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve "Resolution in respect of the Company's initial public offering and listing of A Shares".		
2.	To approve "Resolution in respect of the grant of authority to the Board of Directors to deal with the matters for the initial public offering and listing of A Shares".		

Dated this _____ day of _____ 2009

Shareholder's Signature _____ ^(note 5)

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please indicate clearly the number of 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 H 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 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 need 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.
- 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 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.
- 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 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).