



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)

REVISED PROXY FORM

Proxy form for holders of H Shares for use at
the Extraordinary General Meeting (the "EGM") or any adjournment thereof

I/We (note 2) _____
of _____ (note 2)
being the registered holders of _____ (note 3) H shares in BYD COMPANY LIMITED
(the "Company"), HEREBY APPOINT (note 4) the Chairman of the meeting, or _____
of _____
or failing him _____
of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company (or any adjournment thereof) to be held on Friday, 9 September 2011 at 10 a.m. at the Conference Room, No. 3009, BYD Road, Pingshan, Shenzhen, 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.

By way of ordinary resolutions		For (note 5)	Against (note 5)
1.	To consider and approve the appointment of Mr. Li Lian-he as an independent non-executive director of the Company with effect from 9 September 2011 to 10 June 2014 and to fix his remuneration at RMB150,000 per annum.		
2.	To consider and approve the appointment of Ernst & Young Hua Ming as the Company's PRC auditors for the year ending 31 December 2011 and to authorise the Board to determine their remuneration.		
By way of special resolutions			
3.	To consider and approve the Domestic Corporate Bonds Issue of aggregate principal amount not exceeding RMB6 billion with a term of maturity not exceeding 10 years to be listed on the Shenzhen Stock Exchange, as detailed in the supplemental notice of the EGM dated 26 August 2011. The resolution passed at the EGM in respect of the Domestic Corporate Bonds Issue will expire 24 months after the date of passing of such resolution.		
4.	To authorise the Board that after obtaining the approval from the Shareholders, the Board will delegate Mr. Wang Chuan-fu and Mr. Wu Jing-sheng to exercise all powers to handle all matters in connection with the issue and listing of the Domestic Corporate Bonds according to the applicable laws and regulations and the prevailing market conditions ("Relevant Matters"); details of the Relevant Matters were set out in the supplemental notice of the EGM dated 26 August 2011. The aforementioned authorization shall be valid for 24 months from the date of approval by the Shareholders at the EGM.		
By way of ordinary resolution			
5.	To consider and approve the Company and its subsidiaries to, from the date on which this resolution is passed until the date of the conclusion of the 2011 annual general meeting of the Shareholders to be held in 2012, provide guarantee as detailed in the supplemental notice of the EGM dated 26 August 2011.		

Date _____

Signature(s) (note 6) _____

Notes:

- This form of proxy supersedes the form of proxy of the Company in relation to the EGM despatched on 22 July 2011.
- 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", 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:
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
- Any alteration made to this proxy form must be initialled by the person(s) who sign it.