



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)

PROXY FORM FOR THE FIRST CLASS MEETING OF HOLDERS OF H SHARES
IN 2015 TO BE HELD ON 21 JULY 2015 (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of _____ (Note 1)
being the registered holders of _____ (Note 2) H 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 first class meeting of the holders of H shares of the Company (or any adjournment thereof) to be held on Tuesday, 21 July 2015 at 11:00 a.m. (or immediately after the conclusion or adjournment of the first class meeting of the holders of A shares in 2015 of the Company to be held on the same date) at the Company's Conference Room, No. 3009, BYD Road, Pingshan New District, 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 special resolution		For (Note 4)	Against (Note 4)	Abstain (Note 4)
1.	To consider and approve the proposal for the non-public issuance of A Shares by the Company.			
	1.01 Class of shares to be issued and nominal value			
	1.02 Method of issue			
	1.03 Target subscribers and method of subscription			
	1.04 Price determination date and basis of determination of issue price			
	1.05 Number of new A Shares to be issued			
	1.06 Lock-up period			
	1.07 Amount and use of proceeds			
	1.08 Arrangement relating to the distributable profits of the Company accumulated but not declared			
	1.09 Validity period of the resolutions in respect of the Additional A Shares Issue			
	1.10 Place of listing			
2.	To consider and approve the plan for the non-public issuance of A Shares by the Company.			

* Further details of the resolutions are set out in the notice of the class meeting of holders of H Shares dated on or around 4 June 2015.

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 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 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". If you wish to abstain from voting in respect of any resolution, tick in the box marked "Abstain", and your voting will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. 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.