



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)

Website: <http://www.byd.com.cn>

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

I/We (note 1) _____
of _____ (note 1)
being the registered holder(s) 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 EGM of the Company to be held on Friday, 8 September 2017 at 10:00 a.m. (or at any adjournment thereof) at the Company's 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.

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)	Abstain (note 4)
1.	To consider and approve the resolutions in respect of the election of new session of the Board of the Company:			
	To elect the non-independent Directors under cumulative voting system:	Cumulative Voting (note 5) (Please insert the number of votes for 1(a) to 1(c) below)		
	(a) the re-election of Mr. Wang Chuan-fu as an executive Director;			
	(b) the re-election of Mr. Lv Xiang-yang as a non-executive Director;			
	(c) the re-election of Mr. Xia Zuo-quan as a non-executive Director;			
	To elect the independent non-executive Directors under cumulative voting system:	Cumulative Voting (note 5) (Please insert the number of votes for 1(d) to 1(f) below)		
	(d) the re-election of Mr. Wang Zi-dong as an independent non-executive Director;			
	(e) the re-election of Mr. Zou Fei as an independent non-executive Director;			
2.	To consider and approve the resolutions in respect of the election of new session of the Supervisory Committee of the Company:			
	To re-elect Mr. Dong Jun-qing, Mr. Li Yong-zhao and Mr. Huang Jiang-feng as the Supervisors under cumulative voting system:	Cumulative Voting (note 5) (Please insert the number of votes for 2(a) to 2(c) below)		
	(a) the re-election of Mr. Dong Jun-qing as a Supervisor;			
	(b) the re-election of Mr. Li Yong-zhao as a Supervisor;			
	(c) the re-election of Mr. Huang Jiang-feng as a Supervisor;			
	(d) the Board be and is hereby authorized to enter into a Supervisor service contract with Ms. Wang Zhen and Mr. Yang Dong-sheng upon such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such re-election and election;			
3.	To consider and approve the resolution in respect of the fixing the remunerations of the Directors of the sixth session of the Board of the Company and allowances of independent Directors;			
4.	To consider and approve the resolution in respect of the fixing the remunerations of the Supervisors of the sixth session of the Supervisory Committee of the Company.			

Dated: _____

Signature (note 6) _____

Notes :

1. Please insert full name(s) and address(es) in block capitals.
2. Please insert 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).
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 desired 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 need not be a member of the Company. The person who signs this Revised Proxy Form shall initial against it 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”. 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.
5. In respect of the resolutions 1(a) to 1(c), 1(d) to 1(f) and 2(a) to 2(c) related to the election of Directors and Supervisors, cumulative voting system shall be adopted. For each group of resolution related to the election, each shareholder is entitled to a number of votes equal to the total number of resolutions under such group of resolution for every share held by such shareholder.

The total number of votes to which each shareholder is entitled for the re-election of non-independent Directors equals to the number of shares held by such shareholder times 3. A shareholder can split his votes equally or in any other proportion he desires among the three non-independent Director candidates, provided that the total number of votes shall not exceed the number of shares held by such shareholder times 3.

The total number of votes to which each shareholder is entitled for the re-election of independent non-executive Directors equals to the number of shares held by such shareholder times 3. A shareholder can split his votes equally or in any other proportion he desires among the three independent non-executive Director candidates, provided that the total number of votes shall not exceed the number of shares held by such shareholder times 3.

The total number of votes to which each shareholder is entitled for the re-election of Supervisors equals to the number of shares held by such shareholder times 3. A shareholder can split his votes equally or in any other proportion he desires among the three Supervisor candidates, provided that the total number of votes shall not exceed the number of shares held by such shareholder times 3.

No ballot will be cast “For”, “Against” and “Abstain” in cumulative voting. You are requested to fill in the corresponding number of votes in the “Cumulative Voting” column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes under each group of resolution, and does not need to be the integral multiples of the number of shares held by you. If you mark “✓” in the blank against the name of each candidate, you will be deemed to cast your total number of votes equally amongst the corresponding candidates.

Where the votes cast for a particular candidate for Director or Supervisor of the Company are more than half of the total number of shares held by all Shareholders attending (before cumulation), such candidate shall be re-elected as a Director or Supervisor of the Company.

6. This Revised Proxy Form 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 or its board of directors or attorney duly authorised in writing.
7. To be valid, this Revised Proxy Form, and, if such Revised Proxy Form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited for the holders of the 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 (i.e. not later than 10:00 a.m. on Thursday, 7 September 2017).

Computershare Hong Kong Investor Services Limited's address is:
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

8. Any alteration made to this Revised Proxy Form must be initialled by the person(s) who sign it.
9. **Any shareholder who has already lodged the initial proxy form, which was sent by the Company to shareholders on 24 July 2017 (the “Initial Proxy Form”) with the Company should note that:**
 - (i) if no Revised Proxy Form is lodged with the Company, the lodged Initial Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such shareholder. The Company will only count the “for” votes in respect of the resolutions 1(a) to 1(c), 1(d) to 1(f) and 2(a) to 2(c). All “against” votes and “abstain” votes will be counted as 0.
 - (ii) if the correctly completed Revised Proxy Form is lodged with the Company before the closing time set out in note 7 above, the Initial Proxy Form previously lodged by such shareholder will be revoked and superseded. The Revised Proxy Form will then be treated as a valid proxy form lodged by the shareholder.
 - (iii) if the Revised Proxy Form is lodged with the Company after the closing time set out in note 7 above, the Revised Proxy Form will be invalid, and the vote casted by the purported proxy so appointed by the invalid Revised Proxy Form will not be counted in any poll to be taken on a proposed resolution. The Initial Proxy Form previously lodged by the shareholder (if any) will then be treated as a valid proxy form lodged by the shareholder. The proxy so appointed by the shareholder under the Initial Proxy Form will be entitled to vote in the manner as mentioned in (i) above. Accordingly, shareholders are advised to lodge the Revised Proxy Form before the closing time set out in note 7 above. If such shareholders wish to vote at the EGM, they will have to attend and vote at the EGM in person.