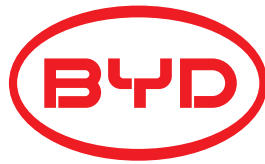

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This circular, for which the directors (“**Directors**”) of BYD Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading. All opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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: 01211 (HKD counter) and 81211 (RMB counter)

Website: <http://www.bydglobal.com>

PROPOSED RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND FIXING REMUNERATIONS OF DIRECTORS AND PROPOSED RE-ELECTION OF SUPERVISORS, ELECTION OF NEW SUPERVISORS AND FIXING REMUNERATIONS OF SUPERVISORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “**EGM**”) of the Company to be held on Tuesday, 19 September 2023 at 10:00 a.m. at the Company's Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the People's Republic of China, is set out in pages EGM-1 to EGM-3 of this circular. A proxy form (the “**Proxy Form**”) containing the proposed resolutions is enclosed herewith. The Proxy Form is also published on the HKEXnews website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>). Whether or not you are able to attend the EGM, you are requested to complete the accompanying Proxy Form in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Monday, 18 September 2023) or any adjournment thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

1 September 2023

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DEFINITIONS

In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“A Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shenzhen Stock Exchange and traded in RMB;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan;
“Company”	BYD Company Limited, a joint stock company incorporated in the PRC with limited liability;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company which is scheduled to be held at the Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC on Tuesday, 19 September 2023 at 10:00 a.m.;
“EGM Notice”	notice convening the EGM as set out on pages EGM-1 to EGM-3 of this circular;
“Group”	the Company and its subsidiaries from time to time;
“H Share(s)”	overseas listed ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollar;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Independent Supervisor(s)”	the Supervisor(s) who is/are independent from the Shareholders of the Company and does/do not hold any position within the Group;

DEFINITIONS

“Latest Practicable Date”	29 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Non-Staff Representative Supervisor(s)”	the Independent Supervisor(s) and the Shareholder Supervisor(s);
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	registered holder(s) of the Shares;
“Shareholder Supervisor(s)”	the Supervisor(s) nominated by the Shareholders and voted by poll at the general meeting;
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange;
“Staff Representative Meeting”	a body composed of the staff representatives elected by all staff of the Company to exercise democratic management power on behalf of the staff;
“Staff Representative Supervisor(s)”	the Supervisor(s) elected democratically by the staff of the Company via the Staff Representative Meeting, the general meeting of staff or in any other form;
“Supervisor(s)”	the supervisor(s) of the Company; and
“Supervisory Committee”	the Supervisory Committee of the Company.



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: 01211 (HKD counter) and 81211 (RMB counter)

Website: <http://www.bydglobal.com>

Board of Directors:

Executive Director

Mr. Wang Chuan-fu

Non-executive Directors

Mr. Lv Xiang-yang

Mr. Xia Zuo-quan

Independent non-executive Directors

Mr. Cai Hong-ping

Mr. Zhang Min

Mr. Jiang Yan-bo

Registered Office:

LEGAL ADDRESS

No. 1, Yan'an Road

Kuichong Street

Dapeng New District

Shenzhen

Guangdong Province

The PRC

**PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

Unit 1712, 17th Floor

Tower 2

Grand Central Plaza

No. 138 Sha Tin Rural Committee Road

New Territories

Hong Kong

1 September 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
ELECTION OF NEW DIRECTORS AND
FIXING REMUNERATIONS OF DIRECTORS AND
PROPOSED RE-ELECTION OF SUPERVISORS,
ELECTION OF NEW SUPERVISORS AND
FIXING REMUNERATIONS OF SUPERVISORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in connection with certain resolutions to be proposed at the EGM to enable you to make a decision on whether to vote for or against the relevant resolutions at the EGM, and to give you the EGM Notice.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND FIXING REMUNERATIONS OF DIRECTORS

In accordance with the Articles of Association, the term of office of the directors and supervisors is 3 years. The respective term of office of the existing Directors, namely Mr. Wang Chuan-fu, Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping, Mr. Zhang Min and Mr. Jiang Yan-bo, will expire on 8 September 2023. The Company will hold the EGM on 19 September 2023 for re-election of Directors and election of new Directors. The term of office of each of the aforesaid Directors will be extended to the date on which the formation of the new session of the Board is approved at the EGM and it formally discharges its duty in accordance with the provisions of the Articles of Association. Before completion of the re-election and appointment, all Directors will continue to perform their respective duties in accordance with the relevant laws and regulations and the Articles of Association to ensure the normal operation of the Group.

Mr. Wang Chuan-fu, Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping and Mr. Zhang Min have been nominated for re-election as candidates for the Directors of the Company by the Board and the Nomination Committee of the Company, and all of them are eligible and willing to offer themselves for re-election at the EGM.

Mr. Jiang Yan-bo, being an independent non-executive Director, has indicated that he will not offer himself for re-election when his term of office expires. Ms. Yu Ling has been nominated by the Board and the Nomination Committee of the Company as an independent non-executive Director of the Company. She is eligible and willing to offer herself for re-election at the EGM. In accordance with the Articles of Association, the appointment of a Director is subject to the Shareholders' approval. Therefore, the Board has resolved to submit the above proposed appointments as ordinary resolution at the EGM to approve the appointment of Ms. Yu Ling as an independent non-executive Director of the Company. Her term of office shall be three years from the date of approval of the appointment resolutions by the Shareholders at the EGM. The Board is of the opinion that Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling satisfy the independence requirements under Rule 3.13 of the Listing Rules.

The above proposed re-election of Directors and election of new Directors are subject to the Shareholders' approval by way of ordinary resolutions at the EGM. In accordance with Article 82 of the Articles of Association, the Directors will be elected at the EGM under cumulative voting system. Accordingly, in respect of proposed re-election of Mr. Wang Chuan-fu, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan, a Shareholder can cast all his or her votes to an executive or non-executive Director candidate or divide his or her votes among several executive or non-executive Director candidates. Meanwhile, in respect of proposed re-election and appointment of Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling, a Shareholder can cast all his or her votes to an independent non-executive Director candidate or divide his or her votes among several independent non-executive Director candidates.

It will be proposed at the EGM that Mr. Wang Chuan-fu, the executive Director, will not receive any director fee. It will also be proposed at the EGM that the annual Director fee for each of the non-executive Directors and independent non-executive Directors, namely Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling, be RMB300,000.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF SUPERVISORS, ELECTION OF NEW SUPERVISORS AND FIXING REMUNERATIONS OF SUPERVISORS

The respective term of office of each of the Supervisors, namely Mr. Dong Jun-qing, Mr. Li Yong-zhao, Ms. Wang Zhen, Mr. Huang Jiang-feng and Ms. Tang Mei, will expire on 8 September 2023. The Company will hold the EGM on 19 September 2023 for re-election of Supervisors and election of new Supervisors. In accordance with the provisions of the Articles of Association, the term of office of each of the aforesaid Supervisors will be extended until the EGM and the date on which the new session of the Supervisory Committee is approved at the Staff Representative Meeting to be held separately on or before the same day and officially performs its duty. Before completion of the re-election and appointment, all Supervisors will continue to perform their respective duties in accordance with the relevant laws and regulations and the Articles of Association to ensure the normal operation of the Group.

The Supervisory Committee has nominated Mr. Li Yong-zhao and Ms. Zhu Ai-yun as candidates for the independent Supervisors of the Company, and they are eligible and willing to offer themselves for re-election and election at the EGM. Mr. Huang Jiang-feng has been nominated by the Shareholders of the Company as a Shareholders representative Supervisor and is eligible and willing to offer himself for re-election at the EGM.

Mr. Dong Jun-qing, being an independent Supervisor, has indicated that he will not offer himself for re-election when his term of office expires. The proposed re-election of Ms. Wang Zhen and Ms. Tang Mei as Staff Representative Supervisors will be considered and approved by the general meeting of staff representatives of the Company at a separate meeting to be held on or before the date of the EGM.

It will be proposed at the EGM that the annual Supervisor fee for the Non-Staff Representative Supervisors, namely Mr. Li Yong-zhao, Ms. Zhu Ai-yun and Mr. Huang Jiang-feng be fixed at RMB200,000 and no Supervisor fee will be paid to the Staff Representative Supervisors, namely Ms. Wang Zhen and Ms. Tang Mei.

The above re-election and appointment of the Non-Staff Representative Supervisors are subject to the Shareholders' approval by way of ordinary resolutions at the EGM. In accordance with Article 82 of the Articles of Association, the Non-Staff Representative Supervisors will be elected at the EGM under cumulative voting system. Accordingly, in respect of proposed re-election and appointment of Mr. Li Yong-zhao, Ms. Zhu Ai-yun and Mr. Huang Jiang-feng, a Shareholder can cast all his or her votes to a Non-Staff Representative Supervisor candidate or divide his or her votes among several Non-Staff Representative Supervisor candidates.

At the EGM, resolutions in respect of re-election and appointment of Directors and Supervisors will be proposed to elect the Directors for a term of office of 3 years commencing from the date of the passing thereof (the “**Next Session**”), to authorize the Board to enter into new service contracts with the re-elected and newly appointed Directors, to re-elect and appoint the Non-Staff Representative Supervisors of the Next Session and to authorize the Supervisory Committee to enter into new service contracts with the re-elected and newly appointed Non-Staff Representative Supervisors.

LETTER FROM THE BOARD

The biographical details of the candidates proposed to be re-elected and appointed as Directors, independent Supervisors and Shareholders representative Supervisor at the EGM and the candidates proposed to be re-elected as Staff Representative Supervisors at a separate meeting to be held by the Staff Representative Meeting of the Company are set out in Appendix to this circular.

4. THE EGM

The EGM is to be held on Tuesday, 19 September 2023 at 10:00 a.m. at the Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC. The EGM Notice dated 1 September 2023 is set out on pages EGM-1 to EGM-3 of this circular.

The Proxy Form for use at the EGM containing the relevant proposed resolutions will be delivered to the Shareholders together with this circular on the same day. The Proxy Form is also published on the HKEXnews website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>).

The register of holders of H Shares of the Company will be closed from Thursday, 14 September 2023 to Tuesday, 19 September 2023 (both days inclusive), during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on Tuesday, 19 September 2023 are entitled to attend and vote at the EGM (or any adjournment thereof) following completion of the registration procedures. To qualify for attendance and voting at the EGM (or any adjournment thereof), documents on transfers of H Shares must be lodged with the Company's H Share Registrar and Transfer office, not later than 4:30 p.m. on Wednesday, 13 September 2023.

Whether or not you are able to attend the EGM, you are advised to read the EGM Notice and to complete and return the Proxy Form and the reply slip (which are enclosed in this circular) in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the EGM (i.e. not later than 10:00 a.m., on Monday, 18 September 2023) or any adjournment thereof for the Proxy Form and seven days before the EGM (i.e. not later than 10:00 a.m., on Tuesday, 12 September 2023) or any adjournment thereof for the reply slip, respectively. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned EGM should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

5. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions to be proposed at the EGM as set out in the EGM Notice.

Yours faithfully,
Wang Chuan-fu
Chairman

Biographical details of the candidates proposed to be elected and re-elected as Directors, independent Supervisors and Shareholders representative Supervisor at the EGM and the candidates proposed to be re-elected as staff representative Supervisors at the separate meeting held by the Staff Representative Meeting of the Company are set out as follows:

EXECUTIVE DIRECTOR

Mr. Wang Chuan-fu, born in 1966, Chinese national, master's degree holder and senior engineer. Mr. Wang graduated from Central South University of Technology (中南工業大學) (currently known as Central South University (中南大學)) in 1987 with a bachelor's degree majoring in metallurgy physical chemistry, and then graduated from Beijing Non-Ferrous Research Institute in the PRC (中國北京有色金屬研究總院) in 1990 with a master's degree majoring in metallurgy physical chemistry. Mr. Wang held positions as vice supervisor in Beijing Non-Ferrous Research Institute (北京有色金屬研究總院) and general manager in Shenzhen Bi Ge Battery Co. Limited (深圳市比格電池有限公司). In February 1995, he founded Shenzhen BYD Battery Company Limited (深圳市比亞迪實業有限公司) (“**BYD Battery**”) (became BYD Company Limited (比亞迪股份有限公司) on 11 June 2002) with Mr. Lv Xiang-yang and took the position of general manager. He is the Chairman, Executive Director and President of the Company, and is responsible for the general operations of the Group and the development of business strategies for the Group. He is a non-executive director and the chairman of BYD Electronic (International) Company Limited (比亞迪電子(國際)有限公司) (SEHK Stock Code: 0285), the Chairman of BYD Semiconductor Co., Ltd (比亞迪半導體股份有限公司), the chairman of Shenzhen DENZA New Energy Automotive Co., Ltd. (深圳騰勢新能源汽車有限公司), and a director of Southern University of Science and Technology of China (南方科技大學).

Mr. Wang, being a technology expert, enjoyed special allowances from the State Council. He was awarded “The 2008 CCTV Man of the Year China Economy Innovation Award” (二零零八年CCTV中國經濟年度人物年度創新獎), “2014 Zayed Future Energy Prize Lifetime Achievement Award” (二零一四年扎耶德未來能源獎個人終身成就獎), “a founding member of the 2016 United Nations Development Programme’s ‘Advisory Council for Sustainable Development’” (二零一六年聯合國開發計劃署「可持續發展顧問委員會」創始成員), “a member of the ‘13th Five Year Plan’ National Development Planning Expert Committee” (「十三五」國家發展規劃專家委員會委員), “an Outstanding Builder of Socialism with Chinese Characteristics in the 5th National Non-Public Economic Sector in 2019” (二零一九年第五屆全國非公有制經濟人士優秀中國特色社會主義事業建設者), “a model innovator and entrepreneur and advanced model figure for the 40th Anniversary of the Establishment of the Shenzhen Special Economic Zone” (深圳經濟特區建立40週年創新創業人物和先進模範人物), “National Advanced Person in the Private Economy for the Fight against COVID-19” (全國抗擊新冠肺炎民營經濟先進個人) etc.

Save as disclosed above, Mr. Wang served as an independent director of Renren Inc. (人人公司) in the past three years and already resigned. Apart from this, he did not hold any directorship in other listed companies in the past three years or other material positions with the Group.

Mr. Wang is the younger brother of Mr. Wang Chuan-fang, a senior management of the Company, and a younger cousin of Mr. Lv Xiang-yang, a non-executive Director.

As at the Latest Practicable Date, Mr. Wang was interested in 517,351,550 A Shares and 1,000,000 H Shares within the meaning of Part XV of the SFO.

The term of office of Mr. Wang will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Wang as an executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2022, he had not received any director's fee. The Board proposes to fix Mr. Wang's annual emolument as a member of the senior management.

In relation to the re-election of Mr. Wang as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Mr. Lv Xiang-yang, born in 1962, Chinese national, economist. Mr. Lv worked at Chaohu Branch of the People's Bank of China (中國人民銀行巢湖分行). In February 1995, he founded BYD Battery with Mr. Wang Chuan-fu and currently is the Vice Chairman and a non-executive Director of the Company and also the chairman of Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司), chairman of Youngy Co., Ltd. (融捷股份有限公司), chairman of Youngy Health Technology Co., Ltd. (融捷健康科技股份有限公司), chairman of Onyx International Inc. (廣州文石信息科技有限公司), chairman of Nanjing Regenecore Biotechnology Co., Ltd. (南京融捷康生物科技有限公司), chairman of Youngy Education Technology Co., Ltd. (融捷教育科技有限公司), a director of Anhua Agricultural Insurance Company Limited (安華農業保險股份有限公司), honorary chairman of Guangdong Manufacturers Association (廣東省製造業協會), honorary chairman of Guangdong Association for the Promotion of Industrial Development (廣東省產業發展促進會) and so on.

Save as disclosed above, he did not hold any directorship in other listed companies in the past three years or other material positions with the Group.

Mr. Lv is the elder cousin of Mr. Wang Chuan-fu, the Chairman, an executive Director and the President of the Company and the younger cousin of Mr. Wang Chuan-fang, senior management of the Company.

As at the Latest Practicable Date, Mr. Lv was interested in 394,378,222 A Shares, including personal interest of 239,228,620 A Shares and corporate interest of 155,149,602 A Shares held through Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司) which was owned as to 89.5% by Mr. Lv and 10.5% by Mr. Lv's spouse within the meaning of Part XV of the SFO.

The term of office of Mr. Lv will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Lv as a non-executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2022, he received a Director's emolument of RMB200,000. The Board proposes to fix Mr. Lv's annual Director's emolument at RMB300,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Lv as a non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Xia Zuo-quan, born in 1963, Chinese national, the PRC, master's degree holder. Mr. Xia studied computer science in Beijing Institute of Iron and Steel Engineering (北京鋼鐵學院) (now known as University of Science & Technology Beijing (北京科技大學)) from 1985 to 1987 and he graduated from Guanghua School of Management of Peking University (北京大學光華管理學院) with an EMBA in 2007. Mr. Xia worked in the Hubei branch of The People's Insurance Company (中國人民保險公司湖北分公司) and joined BYD Battery in 1997 and held positions as an executive Director and Vice President of the Company. He is a non-executive Director of the Company and chairman of Shenzhen Zhengxuan Investment (Holdings) Co., Ltd. (深圳市正軒投資有限公司), Shenzhen Zhengxuan Qianhai Equity Investment Fund Management Co., Ltd. (深圳正軒前海股權投資基金管理有限公司) and Beijing Zhengxuan Investment Co., Ltd. (北京正軒投資有限責任公司), a director of Shenzhen UBTECH Robotics Co., Ltd. (深圳市優必選科技股份有限公司), a director of Uni-Fortune Supply Chain Co., Ltd. (聯合利豐供應鏈股份有限公司), chairman of Annuo Youda Gene Technology (Beijing) Co., Ltd. (安諾優達基因科技(北京)有限公司), an independent director of China Yuhua Education Corporation Limited (中國宇華教育集團有限公司), vice chairman of Shenzhen Lianxia Charity Foundation (深圳市蓮夏慈善基金會).

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or other material positions with the Group.

Mr. Xia is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Xia was interested in 82,635,607 A Shares and 500,000 H Shares, including personal interest of 195,000 H Shares and corporate interest of 305,000 H Shares held through Sign Investments Limited, which was wholly owned by Mr. Xia within the meaning of Part XV of the SFO.

The term of office of Mr. Xia will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Xia as a non-executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2022, he received a Director's emolument of RMB200,000. The Board proposes to fix Mr. Xia's annual Director's emolument at RMB300,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Xia as a non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cai Hong-ping, born in 1954, Chinese (Hong Kong) national, bachelor's degree holder. Mr. Cai graduated from Fudan University (復旦大學) in 1988 with a bachelor's degree in mass communications. Mr. Cai served as an executive chairman of Deutsche Bank (德意志銀行) in the Asia Pacific region, chairman of the investment banking division of UBS AG in Asia, chairman of China of BNP Paribas Capital (Asia Pacific) Limited (法國巴黎資本(亞太)有限公司), senior vice president and managing director of banking division of Peregrine Investments Holdings Limited (百富勤投資銀行), member of office of the Overseas Listing Team for Chinese Enterprises under the Restructuring Committee of the State Council (國務院國家體改委中國企業海外上市指導小組), and the chairman of the Joint Committee of Board Secretaries for H Share Companies in the PRC (中國H股公司董事會秘書聯席會議). Mr. Cai currently serves as an independent non-executive director of the Company, the chairman and founding partner of AGIC (漢德資本), an independent director of China Eastern Airlines Corporation Limited (中國東方航空股份有限公司), Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司), China Southern Airlines Company Limited (中國南方航空股份有限公司), and a supervisor of China Merchants Bank Co., Ltd.(招商銀行股份有限公司).

Save as disclosed above, Mr. Cai served as an independent director of COSCO SHIPPING Development Co., Ltd. (中遠海運發展股份有限公司) in the past three years and already resigned. Apart from this, he did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Mr. Cai is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Cai did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Mr. Cai will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Cai as an independent non-executive Director at the EGM. The Company will enter into a service contract with Mr. Cai. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2022, he received a Director's emolument of RMB200,000. The Board proposes to fix Mr. Cai's annual Director's emolument at RMB300,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Cai as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Zhang Min, born in 1977, Chinese national, doctoral degree holder and professor of accounting. Mr. Zhang graduated from Beijing Wuzi University (北京物資學院) in 1999 with a bachelor's degree in management majoring in accounting, from Zhongnan University of Economics and Law (中南財經政法大學) in 2005 with a master's degree in management majoring in accounting, from Renmin University of China (中國人民大學) in 2008 with a doctor's degree in management majoring in accounting, and completed his post-doctoral training in Peking University Guanghua School of Management (北京大學光華管理學院) in 2010. Mr. Zhang currently serves as an independent non-executive director of the Company, the accounting professor, supervisor for Ph.D. candidates and accounting director of Business School, Renmin University of China (中國人民大學商學院) as well as an independent director of CSG Holding Co., Ltd. (中國南玻集團股份有限公司) and SDIC Capital Co., Ltd. (國投資本股份有限公司).

Save as disclosed above, Mr. Zhang served as an independent director of Shanghai Fullhan Microelectronics Co., Ltd. (上海富瀚微電子股份有限公司), Beijing HanjianHeshan Pipeline Co., Ltd. (北京韓建河山管業股份有限公司) and Beijing SPC Environment Protection Tech Co., Ltd. (北京清新環境技術股份有限公司) in the past three years and already resigned. Apart from this, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Zhang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Mr. Zhang will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Zhang as an independent non-executive Director at the EGM. The Company will enter into a service contract with Mr. Zhang. His emoluments are determined by reference to job responsibilities and prevailing market conditions. For the year ended 31 December 2022, he received a Director's emolument of RMB200,000. The Board proposes to fix Mr. Zhang's annual Director's emolument at RMB300,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Zhang as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Yu Ling, born in 1977, Chinese national, doctoral degree holder, professor of law. Ms. Yu graduated from Xiangtan Polytechnic University (湘潭工學院) (currently known as Hunan University of Science and Technology (湖南科技大學)) and Xiangtan University (湘潭大學) in 2001 with a bachelor's degree in law, from Jiangxi University of Finance and Economics (江西財經大學) in 2004 with a master degree in economic law, and from East China University of Political Science and Law (華東政法大學) in 2008 with a doctoral degree in economic law. Ms. Yu is currently a director of Economic Law Research Association of China (中國經濟法學研究會), Fiscal and Tax Law Research Association (財稅法學研究會), Case Law Research Association (案例法學研究會) and Asian Society for Competition Law Research (亞洲競爭法學研究會), and currently an independent director of Jiangxi Anyi Rural Commercial Bank Co., Ltd. (江西安義農村商業銀行股份有限公司), Xinyu Rural Commercial Bank Co., Ltd. (新餘農村商業銀行股份有限公司) and Jiangxi Runtian Industry Co., Ltd. (江西潤田實業股份有限公司).

Save as disclosed above, she did not hold any directorship in other listed companies in the past three years or any other positions with the Group.

Ms. Yu is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Yu did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

Subject to the Shareholders' approval, Ms. Yu will be appointed by the Company as an independent non-executive Director for a term of three years starting from the date on which the resolution regarding Ms. Yu's appointment is passed at the EGM. The Company will enter into a service contract with Ms. Yu. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Yu's annual Director's emolument at RMB300,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Ms. Yu as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

According to code provision B.3.1 of Appendix 14 to the Listing Rules, the Nomination Committee of the Board of the Company and the Board have discussed the election of the above three independent non-executive Directors and consider that the background and experience of Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling are capable of providing independent, impartial and objective advice on the matters of the Company, and believe that they can also contribute to the diversity of the structure of the Board in many aspects, including gender, culture, knowledge, educational background, experience and skills. The Board considers that Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling satisfy the independence requirements of Rule 3.13 of the Listing Rules. Based on the above information and the background, expertise and experience of the proposed independent non-executive Directors candidates, the Board considers that Mr. Cai Hong-ping, Mr. Zhang Min and Ms. Yu Ling are suitable candidates to serve as independent non-executive Directors of the Company.

INDEPENDENT SUPERVISORS

Mr. Li Yong-zhao, born in 1961, Chinese national, bachelor's degree holder, and a researcher level senior engineer. Mr. Li graduated from Xi'an Institute of Technology (西安工業學院) in August 1982 with a bachelor's degree in mechanical manufacturing technology and equipment. Mr. Li worked as technician, office head, deputy director, director, deputy plant manager and held other posts in state-owned Factory 615 of China Industries Group Corporation (中國兵器工業集團公司). He also acted as the general manager of the Sino-foreign joint venture named Baoji Xingbao Machinery & Electric Co., Ltd. (寶雞星寶機電公司), plant manager of state-owned Factory 843 of China Industries Group Corporation (中國兵器工業集團公司) since May 2002, vice general manager of China North Industries Group Corporation (西北工業集團有限公司), executive director of Xi'an Northern Qinchuan Company Ltd. (西安北方秦川集團有限公司) since October 2010; member of science and technology committee of China North Industries Group Corporation (西北工業集團有限公司) since June 2020; the executive director, Party secretary of Xi'an Northern Qinchuan Company Ltd. (西安北方秦川集團有限公司) since October 2020. Mr. Li retired in October 2021. He is currently a Supervisor of the Company.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Li is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Mr. Li will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Li as a Supervisor at the EGM. For the year ended 31 December 2022, he received a supervisor's emolument of RMB100,000. The Supervisory Committee proposes to fix Mr. Li's annual supervisor's emolument at RMB200,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Li as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Zhu Ai-yun, born in 1965, Chinese national, master's degree holder. Ms. Zhu graduated from Changsha Communications University (長沙交通學院) with a bachelor's degree in engineering financial accounting in 1988 and obtained an EMBA degree from Peking University (北京大學) in 2008. Ms. Zhu worked as an accountant for Yantai, Marine Salvage Bureau (烟台海上救撈局) under the Ministry of Communications and joined BYD Battery in 1997 where she served as an accountant, manager and senior manager of the financial department, the chief financial officer of BYD Electronic (International) Company Limited (比亞迪電子(國際)有限公司), etc. Currently, she is an executive partner of Shenzhen Zhengxuan Space Technology Partnership (Limited Partnership) (深圳市正軒太空科技合夥企業(有限合夥)) and Yinchuan Xinnuo Huifu Equity Investment Partnership (Limited Partnership) (銀川鑫諾匯富股權投資合夥企業(有限合夥)), a director of Shenzhen Shanghong Investment Co., Ltd. (深圳尚宏投資有限公司), a supervisor of Shenzhen Changmu Medical and Healthcare Management Co., Ltd. (深圳市長木醫療健康管理有限公司), a supervisor of Shenzhen Zhengxuan Zhihe Investment Co., Ltd. (深圳市正軒志合投資有限公司), a supervisor of Shenzhen Zhengxuan Qianzhan Zhihe Investment Co., Ltd. (深圳市正軒前贍志合投資有限公司) and a supervisor of Shenzhen Zhengxuan Qianzhan Venture Capital Co. Ltd. (深圳市正軒前贍創業投資有限公司).

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Zhu is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Zhu was interested in 615,965 A Shares within the meaning of Part XV of the SFO.

Subject to the Shareholders' approval, Ms. Zhu will be appointed by the Company as a Supervisor for a term of three years starting from the date on which the resolution regarding Ms. Zhu's appointment is passed at the EGM. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Supervisory Committee proposes to fix Ms. Zhu's annual Supervisor's emolument at RMB200,000, subject to the approval of the Shareholders at the EGM.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

SHAREHOLDERS REPRESENTATIVE SUPERVISOR

Mr. Huang Jiang-feng, born in 1980, Chinese national, bachelor's degree holder. Mr. Huang graduated from Zhongnan University of Economics and Law (中南財經政法大學) in 2003 with a bachelor's degree in administration. Mr. Huang held positions in Sinopec Chenzhou Petroleum Branch in Hunan (中國石化湖南郴州石油分公司), Dongguan Hsu Fu Chi Foods Co., Ltd. (東莞徐福記食品有限公司) and Guangzhou Office (廣州營業部) of Guosen Securities (國信證券). He has been working in Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司) since August 2008, and has been a Supervisor of the Company since September 2014 and now serves as a director and Vice President of Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司), an executive director and general manager of Shenzhen Qianhai Youngy Financial Services Company Limited (深圳前海融捷金融服務有限公司), manager of Guangdong Youngy Financing Service Company Limited (廣東融捷融資服務有限公司), a director and general manager of Guangdong Youngy Financing Renting Company Limited (廣東融捷融資租賃有限公司), an executive director and manager of Guangdong Youngy Supply Chain Management Co., Ltd. (廣東融捷供應鏈管理有限公司), a director of Anhui Youngy Investment Co., Ltd (安徽融捷投資有限公司), a director and general manager of Shenzhen Youngy Asset Management Co., Ltd (深圳融捷資產管理有限公司), chairman of the supervisory committee of Youngy Co., Ltd (融捷股份有限公司), an executive director of Guangzhou Youngy Equity Investment Co., Ltd (廣州融捷股權投資有限公司), a director of Manqian Network Technology Limited (慢錢科技控股集團有限公司), an executive director and manager of Kangding Tianjie Construction Material Co., Ltd (康定市天捷建材有限公司), chairman of Chengdu Youngy Lithium Technology Co., Ltd (成都融捷鋰業科技有限公司), a director of Hefei Youngy Metal Technology Co., Ltd (合肥融捷金屬科技有限公司), a director of Wuhu Tianyi Energy Technology Co., Ltd. (蕪湖天弋能源科技有限公司), a director of Youngy Education Technology Co., Ltd. (融捷教育科技有限公司), an executive director and manager of Guangdong Youngy Capital Management Co., Ltd (廣東融捷資本管理有限公司) and an executive director and manager of Youngy Intelligent Energy Co., Ltd. (融捷智慧能源有限公司).

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Huang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Huang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Mr. Huang will last for 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Huang as a Supervisor at the EGM. For the year ended 31 December 2022, he received a supervisor's emolument of RMB100,000. The Supervisory Committee proposes to fix Mr. Huang's annual supervisor's emolument at RMB200,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Huang as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

STAFF REPRESENTATIVE SUPERVISORS

Ms. Wang Zhen, born in 1976, Chinese national, bachelor's degree holder. Ms. Wang graduated from Guangdong University of Foreign Studies (廣東外語外貿大學) (formerly known as Guangzhou Institute of Foreign Languages (廣州外國語學院)) in the PRC in 1998, majoring in Spanish and obtained a bachelor's degree. Ms. Wang joined BYD Battery in 1998 and served as a manager in overseas Ministry of Commerce, Vice President of Administrative Personnel of Shenzhen DENZA New Energy Automotive Co., Ltd. (深圳騰勢新能源汽車有限公司), officer of the President's office, director of the rail transit industry office, Secretary-General of BYD Charity Foundation and general manager of BYD Company (Pingshan District). She is a Supervisor and the general manager of Human Resources Office of the Company, a supervisor of Shantou City Sky Rail Transportation Co., Ltd. (汕頭市雲軌交通有限公司), a supervisor of Jining City Sky Rail Transportation Co., Ltd. (濟寧市雲軌交通有限公司) and the chairman of BYD Charity Foundation.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other material positions with the Group.

Ms. Wang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Wang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Ms. Wang will last for 3 years commencing from the date of the passing upon the approval of re-election of Ms. Wang as a Supervisor at the separate meeting held by the Staff Representative Meeting of the Company. As a staff representative Supervisor, she does not receive Supervisor's emolument.

In relation to the re-election of Ms. Wang as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Tang Mei, born in 1983, is a Chinese national and a bachelor's degree holder. Ms. Tang graduated from Central South University (中南大學) in June 2005, with a bachelor's degree in English. Ms. Tang joined the Group in 2005 and held positions as secretary of the President, a manager in Cultural Propaganda Department of the Group, a manager in reception center of the Group, executive officer of BYD Charity Foundation, currently the Supervisor and deputy head of the Chief Executive Office and manager of the automobile business office of the Company.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other material positions with the Group.

Ms. Tang is not related to any Director, Supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Tang did not have any interest in the Shares of the Company which is discloseable pursuant to Part XV of the SFO.

The term of office of Ms. Tang will last for 3 years commencing from the date of the passing upon the approval of re-election of Ms. Tang as a Supervisor at the separate meeting held by the Staff Representative Meeting of the Company. As a staff representative Supervisor, she does not receive Supervisor's emolument.

In relation to the re-election of Ms. Tang as a Supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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: 01211 (HKD counter) and 81211 (RMB counter)

Website: <http://www.bydglobal.com>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of BYD Company Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 19 September 2023 at the Company’s Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the People’s Republic of China to consider and, if thought fit, pass the following resolutions:

By way of ordinary resolutions

1. To consider and approve the resolutions in respect of the election of new session of the Board of the Company:
 - (a) the re-election of Mr. Wang Chuan-fu as an executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Wang Chuan-fu 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;
 - (b) the re-election of Mr. Lv Xiang-yang as a non-executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Lv Xiang-yang 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;
 - (c) the re-election of Mr. Xia Zuo-quan as a non-executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Xia Zuo-quan 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;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) the re-election of Mr. Cai Hong-ping as an independent non-executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Cai Hong-ping 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;
 - (e) the re-election of Mr. Zhang Min as an independent non-executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Mr. Zhang Min 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;
 - (f) the appointment of Ms. Yu Ling as an independent non-executive Director with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Board be and is hereby authorized to enter into a service contract with Ms. Yu Ling upon such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such appointment;
2. To consider and approve the resolutions in respect of the election of new session of the Supervisory Committee of the Company:
- (a) the re-election of Mr. Li Yong-zhao as a Supervisor with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Supervisory Committee be and is hereby authorized to enter into a service contract with Mr. Li Yong-zhao upon such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such re-election;
 - (b) the appointment of Ms. Zhu Ai-yun as a Supervisor with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Supervisory Committee be and is hereby authorized to enter into a service contract with Ms. Zhu Ai-yun upon such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such appointment;
 - (c) the re-election of Mr. Huang Jiang-feng as a Supervisor with effect from the date of approval of the appointment resolutions by the Shareholders at the EGM for a term of 3 years and the Supervisory Committee be and is hereby authorized to enter into a service contract with Mr. Huang Jiang-feng upon such terms and conditions as the Supervisory Committee shall think fit and to do all such acts and things to give effect to such re-election;

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. To consider and approve the resolution in respect of the fixing the remunerations of the Directors of the eighth session of the Board of the Company; and
4. To consider and approve the resolution in respect of the fixing the remunerations of the Supervisors of the eighth session of the Supervisory Committee of the Company.

By order of the Board
BYD Company Limited
Wang Chuan-fu
Chairman

Shenzhen, the PRC, 1 September 2023

Notes:

- (A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, 14 September 2023 to Tuesday, 19 September 2023, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (“**H Shares**”), will be effected.

Holders of H Shares whose names appear on the registers of members of the Company kept at Computershare Hong Kong Investor Services Limited on Tuesday, 19 September 2023 shall be entitled to attend and vote at the EGM (or any adjournment thereof) following completion of the registration procedures. In order for the holders of H Shares to qualify to attend and vote at the EGM (or any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 13 September 2023 for registration.

- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the Company’s H Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company’s H Share Registrar and Transfer Office 7 days before the EGM (i.e. on or before Tuesday, 12 September 2023).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.

- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Monday, 18 September 2023) (or any adjournment thereof).

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (F) Shareholders may contact the Company's H Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by online enquiry at www.computershare.com/hk/en/online_feedback in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorised by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (H) The EGM (or any adjournment thereof) is expected to last for a day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board of the Company comprises Mr. Wang Chuan-fu being the executive Director, Mr. Lv Xiang-yang and Mr. Xia Zuo-quan being the non-executive Directors, and Mr. Cai Hong-ping, Mr. Zhang Min and Mr. Jiang Yan-bo being the independent non-executive Directors.