



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>

**Proxy form for holders of H Shares for use at the annual general meeting (the "AGM")
to be held on 6 June 2024 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 AGM of the Company to be held on Thursday, 6 June 2024 at 10:00 a.m. (or any adjournment thereof) at the Company's Conference Room, No. 3009, BYD Road, Pingshan 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.

	Resolutions	For (note 4)	Against (note 4)	Abstain (note 4)
By way of ordinary resolutions:				
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2023.			
2.	To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2023.			
3.	To consider and approve the audited financial report of the Company for the year ended 31 December 2023.			
4.	To consider and approve the annual report of the Company for the year ended 31 December 2023 and the summary thereof.			
5.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023.			
6.	To consider and approve the appointment of Ernst & Young Hua Ming LLP as the sole external auditor and internal control audit institution of the Company for the financial year of 2024 and to hold office until the next annual general meeting of the Company, and to authorise the Board and the Board delegates the management of the Company to determine their remuneration.			
By way of special resolutions:				
7.	To consider and approve the provision of guarantees by the Group.			
8.	To consider and approve the estimated cap of ordinary connected transactions of the Group for the year 2024.			
9.	To consider and approve: (a) the grant to the Board a general mandate to allot, issue and deal with additional H shares in the capital of the Company subject to the following conditions: (i) that the aggregate nominal amount of H shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to the general mandate shall not exceed 20 per cent of the aggregate nominal amount of share capital of the Company in issue;			

Resolutions		For (note 4)	Against (note 4)	Abstain (note 4)
	<p>(ii) that the exercise of the general mandate shall be subject to all governmental and/or regulatory approval(s), if any, and applicable laws (including but without limitation, the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”));</p> <p>(iii) that the general mandate shall remain valid until the earliest of (1) the conclusion of the next annual general meeting of the Company; or (2) the expiration of a 12-month period following the passing of this resolution; or (3) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and</p> <p>(b) the authorisation to the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary or expedient in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (a) of this resolution.</p>			
10.	To consider and approve a general and unconditional mandate to the directors of BYD Electronic (International) Company Limited (“BYD Electronic”) to allot, issue and deal with new shares of BYD Electronic not exceeding 20 per cent of the number of the issued shares of BYD Electronic.			
11.	To consider and approve the authorisation to the Board to determine the proposed plan for the issuance of debt financing instrument(s).			
By way of ordinary resolution:				
12.	To consider and approve matters in connection with the purchase of liability insurance for the Company and all directors, supervisors, senior management and other related persons, and subject to obtaining authorization from general meeting, to agree with the delegation of the Board to authorize the chairman or its authorised persons to approve and handle matters in connection with the purchase of liability insurance for the Company and all directors, supervisors, and senior management (including but not limited to the determination of other related responsible persons, the determination of the insurance company, the determination of the insurance amount, the premium and other insurance clauses, the signing of relevant legal documents and dealing with other matters relating to the purchase of insurance, etc.), and to deal with matters relating to the renewal or repurchase of the insurance upon or before the expiration of the abovementioned liability insurance contracts.			
By way of special resolutions:				
13.	To consider and approve the resolution on amendments to the Articles of Association of the Company.			
14.	To consider and approve the resolution on amendments to the Rules of Procedures of the Shareholders’ General Meetings.			

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 need 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 (i.e. not later than 10:00 a.m. on Wednesday, 5 June 2024, Hong Kong time).
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.