

BYD COMPANY LIMITED

IMPLEMENTATION RULES FOR THE AUDIT COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 To strengthen the decision-making function of the Board of Directors of BYD Company Limited (the “**Company**”), achieve effective supervision over the Company’s financial revenue and expenditure and various operating activities, conduct prior review and professional review, ensure the effective supervision of the Board of Directors over the management and further improve the corporate governance structure, the Board of Directors of the Company has established the Audit Committee and formulated these Implementation Rules in light of the actual circumstances of the Company and in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Measures for the Administration of Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, the Shenzhen Stock Exchange’s Guidelines on Self-Regulatory Supervision of Listed Companies No. 1 – Standardized Operations of Listed Companies on the Main Board, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”), the Articles of Association of BYD Company Limited (the “**Articles of Association**”) and other relevant regulations.

Article 2 The Audit Committee is a special working body established by the Board of Directors in accordance with relevant laws and regulations. It exercises the powers of the Supervisory Committee stipulated in the Company Law in accordance with the provisions of the Articles of Association and the Rules of Procedure of the Board of Directors, and is responsible for reviewing the Company’s financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, and supervising and expressing opinions on the Company’s audit, internal control system and other aspects. The Audit Committee shall perform its duties independently, report to and be accountable to the Board of Directors, and shall not be subject to interference from other departments or individuals of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Audit Committee shall consist of at least three independent non-executive directors, with more than half of its members being independent directors. At least one independent non-executive director on the Audit Committee must be an accounting professional and possess the “appropriate professional qualifications or accounting or related financial management experience” as required by the HKEX Listing Rules. An accounting professional among the independent directors shall serve as the convener, and members of the Audit Committee may not serve as senior management of the listed company.

The accounting professionals referred to in this article shall possess extensive accounting expertise and experience and meet at least one of the following conditions:

(I) possess the qualification of Certified Public Accountant;

(II) possess a senior professional title, associate professor or above title or a doctoral degree in accounting, auditing, or financial management;

(III) possess senior titles in economic management and have more than five years of full-time working experience in accounting, auditing, or financial management and other professional positions.

Article 4 The members of the Audit Committee shall be nominated by the Chairman, a majority of the independent directors or one-third or more of all directors and elected by the Board of Directors. The Audit Committee shall have a chairman who shall be an accounting professional among the independent non-executive directors. The chairman shall be nominated by the Chairman and approved by the Board of Directors.

Article 5 The term of office of Audit Committee members shall be the same as that of Board members, and such term is renewable upon re-election when it expires. If any committee member ceases to serve as a director of the Company during the term, he/she shall automatically lose his/her membership and the number of committee members shall be supplemented in accordance with Articles 3 to 5 of these Implementation Rules.

Article 6 The Board Office shall be responsible for coordinating the Audit Committee's daily work, including liaison, organization of meetings and implementation of resolutions.

Article 7 The Company shall establish an internal audit department, which will carry out internal audits under the guidance and supervision of the Audit Committee.

CHAPTER 3 RESPONSIBILITIES AND POWERS

Article 8 The main responsibilities and powers of the Audit Committee include:

(I) review the Company's financial information, internal control evaluation reports and their disclosures, and review quarterly, interim and annual financial statements before submitting them to the Board of Directors;

(II) supervise and evaluate external audits and propose to the Board of Directors the appointment or replacement of the accounting firm undertaking the Company's audit affairs;

(III) guide, supervise and evaluate internal audits, coordinate the relationship between the internal audit department and external audit units such as accounting firms and national audit institutions to ensure the coordination of the work of internal and external auditors;

(IV) oversee and evaluate the Company's internal controls to ensure that the internal audit function is adequately resourced and appropriately positioned within the Company; and review and monitor the effectiveness of the internal audit function;

(V) exercise the powers of the Supervisory Committee as stipulated in the Company Law;

(VI) review the Company's financial control, internal control and risk management systems, and provide opinions and suggestions on the improvement and perfection of the Company's financial control, internal control and risk management systems;

(VII) propose the appointment or dismissal of the Company's chief financial officer;

(VIII) discuss risk management and internal control systems with the management to ensure that management has fulfilled its responsibilities in establishing effective systems. The discussion shall include whether the Company has sufficient resources, staff qualifications and experience in accounting and financial reporting functions, as well as the adequacy of staff training programmes and budget;

(IX) study the results of major investigations into risk management and internal controls and the Company's management's response to the investigation findings as commissioned by the Board of Directors or on its own initiative;

(X) review changes in accounting policies and accounting estimates or corrections of significant accounting errors due to reasons other than changes in accounting standards;

(XI) review the Company's arrangements for employees to confidentially raise concerns about possible irregularities in financial reporting, internal controls or other areas. The Audit Committee shall ensure that appropriate arrangements are in place to enable the Company to conduct fair and independent investigations into such matters and take appropriate action;

(XII) other matters stipulated by laws and regulations, the Shenzhen Stock Exchange's self-regulatory rules, and the Articles of Association;

(XIII) other matters authorized by the Company's Board of Directors.

Matters involving items (I), (II), (VII) and (X) of this Article shall be submitted to the Board of Directors for review after approval by more than half of all members of the Audit Committee.

The review opinions adopted by the Audit Committee at the meeting shall be submitted to the Company's Board of Directors in writing. The Company shall disclose the annual performance of the Audit Committee in its annual report, mainly including the specific performance of duties and the convening of Audit Committee meetings. The Audit Committee shall submit its review opinions to the Board of Directors on matters within its scope of responsibility. For any review opinions not adopted by the Board of Directors, the Company shall disclose and fully explain the reasons.

Article 9 The Audit Committee shall inspect the Company's financial affairs in accordance with the law, supervise the compliance of the listed company's directors and senior management with laws and regulations, other regulations of The Stock Exchange of Hong Kong Limited and the Shenzhen Stock Exchange and the Articles of Association as well as their performance of their duties in the Company, and may require directors and senior management to submit reports on the performance of their duties. Directors and senior management shall truthfully provide the Audit Committee with relevant information and materials and shall not hinder the Audit Committee from exercising its powers.

If the Audit Committee discovers that any director or senior management has violated laws and regulations, relevant regulations of The Stock Exchange of Hong Kong Limited or the Shenzhen Stock Exchange or the Articles of Association, it shall notify the Board of Directors or report to the shareholders' meeting and disclose the information in a timely manner. It may also report the same directly to the regulatory authorities.

In the course of performing its supervisory duties, the Audit Committee may propose the removal of directors or senior management who violate laws and regulations, these Rules, other regulations of The Stock Exchange of Hong Kong Limited and the Shenzhen Stock Exchange, the Articles of Association or resolutions of the shareholders' meeting.

Article 10 The Audit Committee shall review the Company's financial and accounting reports and provide opinions on the authenticity, accuracy and completeness of the financial and accounting reports. It shall focus on major accounting and auditing issues in the financial and accounting reports, especially whether there is the possibility of fraud, malpractice and material misstatements related to the financial and accounting reports, and shall supervise the rectification of issues in the financial and accounting report.

For issues such as financial fraud and major accounting errors, the Audit Committee shall require the Company to correct the relevant financial data in the prior resolution, and it shall not approve such issues before the correction is completed.

If any member of the Audit Committee cannot guarantee the authenticity, accuracy and completeness of the financial information in the periodic report or has any objection, he/she shall vote against or abstain from voting when the Audit Committee reviews the periodic report.

Article 11 To ensure the effective performance of its duties, the Audit Committee shall be entitled to exercise the powers of the Supervisory Committee as provided for in the Company Law in accordance with laws and regulations, the self-regulatory rules of the Shenzhen Stock Exchange and the provisions of the Articles of Association:

(I) check the Company's financial affairs;

(II) supervise the conduct of directors and senior management in performing their duties;

(III) require directors and senior management to correct their actions that harm the interests of the Company;

(IV) propose the convening of extraordinary board meetings;

(V) propose the convening of extraordinary shareholders' meetings, and convene and preside over shareholders' meetings when the Board of Directors fails to perform its duties as required by law;

(VI) submit proposals to shareholders' meetings;

(VII) accept shareholders' requests to file lawsuits against directors and senior management other than members of the Audit Committee who violate laws, administrative regulations or the Articles of Association while performing their duties and thus cause losses to the Company;

(VIII) other powers prescribed by laws and regulations, the self-regulatory rules of the Shenzhen Stock Exchange and the Articles of Association.

Article 12 The Audit Committee shall oversee the engagement of external auditors and perform the following duties:

(I) formulate policies, procedures and relevant internal control systems for selecting and engaging external audit firms in accordance with the authorization of the Board of Directors;

(II) propose to initiate the selection and engagement of external audit firms;

(III) review the selection and engagement documents, determine the evaluation factors and specific scoring criteria, and supervise the selection process;

(IV) review and decide on the external audit firm to be engaged, make recommendations on audit fees, and submit the same to the Board of Directors for resolution;

(V) be responsible for other matters concerning the selection and dismissal of external audit firms as authorized by laws, regulations, articles of association and the Board of Directors.

The Audit Committee shall make recommendations to the Board of Directors on the engagement or replacement of external audit firms and review the audit fees and terms of engagement of external audit firms and shall not be improperly influenced by the Company's substantial shareholders, de facto controllers, or directors and senior management.

Article 13 The Audit Committee shall supervise and evaluate the audit work of the external audit firm, and urge the external audit firm to be honest, trustworthy, diligent and responsible, strictly abide by business rules and industry's self-regulatory standards, strictly implement the internal control system, verify the Company's financial and accounting reports, perform special duty of care and express professional opinions prudently.

The Audit Committee shall regularly (at least annually) submit to the Board of Directors an evaluation report on the performance of the engaged external audit firm and a report on the Audit Committee's performance of its supervisory responsibilities over the external audit firm.

Article 14 The internal audit department shall accept the supervision and guidance of the Audit Committee during the process of supervising and inspecting the Company's business activities, risk management, internal controls and financial information. The Audit Committee shall participate in the assessment of the head of internal audit.

The Audit Committee shall oversee and evaluate internal audits and perform the following duties:

(I) guide and supervise the establishment and implementation of the internal audit system;

(II) review the Company's annual internal audit plan;

(III) supervise the implementation of the Company's internal audit plan;

(IV) guide the effective operation of the internal audit department;

(V) report to the Board of Directors on the progress and quality of internal audits, as well as any significant issues or clues discovered;

(VI) coordinate the relationship between the internal audit department and external audit institutions such as external audit firms and national audit agencies.

The internal audit department shall report to the Audit Committee. If any relevant major issues or clues are discovered, the internal audit department shall immediately report directly to the Audit Committee.

Article 15 The duties and responsibilities of the chairman of the Audit Committee shall include:

- (I) convene and preside over Audit Committee meetings;
- (II) supervise and inspect the implementation of the resolutions of the Audit Committee meetings;
- (III) sign important documents of the Audit Committee;
- (IV) report work to the Company's Board of Directors regularly;
- (V) other powers granted by the Board of Directors.

Article 16 The members of the Audit Committee shall supervise the internal audit department to conduct inspections of the following matters at least once a quarter, issue inspection reports and submit the same to the Audit Committee. Any violations of laws and regulations, irregular operations or other irregularities found during inspections shall be reported to the regulatory authorities in a timely manner:

(I) the implementation of major matters such as the Company's use of raised funds, external guarantees, related-party transactions, securities investment and derivatives trading, provision of financial assistance, purchase or sale of assets and external investments;

(II) the Company's large-amount financial transactions and financial transactions with directors, senior management, controlling shareholders, de facto controllers and their related parties.

Article 17 The Audit Committee shall report to the Board of Directors at least once a quarter in respect of the progress and quality of internal audits and any major issues discovered.

Article 18 The Audit Committee must meet with the Company's external auditors at least twice a year. The Audit Committee shall meet with the external auditors at least once a year in the absence of the executive directors of the Board of Directors.

Article 19 The Audit Committee shall supervise and guide the internal audit department in carrying out internal control inspections and internal control evaluations, and urge the internal audit department to assess the risk status of key areas and key links of the Company's internal controls. The Audit Committee may organize regular analysis of evaluation opinions and inspections, and internal control deficiencies discovered during the inspections shall be reflected in the internal control evaluation report.

The Audit Committee shall, based on the evaluation report and relevant materials issued by the internal audit department, issue an annual internal control self-evaluation report on the establishment and implementation of internal control systems related to financial reporting and information disclosure matters.

The internal control self-evaluation report shall at least include the following:

- (I) the Board of Directors' statement on the authenticity of the internal control report;
- (II) the overall status of internal control evaluation work;
- (III) the basis, scope, procedures and methods of internal control evaluation;
- (IV) internal control deficiencies and their identification;
- (V) the rectification status of internal control deficiencies in the previous year;
- (VI) proposed rectification measures for internal control deficiencies during the current year;
- (VII) conclusion on the effectiveness of internal controls.

The internal control evaluation report shall be approved by more than half of all members of the Audit Committee and submitted to the Board of Directors for review.

Article 20 The Board of Directors shall authorize the Audit Committee to conduct any investigation activities within its scope of responsibility. The Audit Committee shall have the right to obtain any information it requires from any employee, and all employees must cooperate with any request made by the Audit Committee.

Article 21 If the listed company has major internal control deficiencies or is found to have engaged in financial fraud, misappropriation of funds, illegal guarantees, etc., the Audit Committee shall urge the listed company to carry out subsequent rectification and internal accountability, and shall urge the listed company to formulate rectification plans and rectification measures and complete the rectification within a time limit and establish and strictly implement an internal accountability system.

CHAPTER 4 DECISION-MAKING PROCESS

Article 22 The internal audit department shall be responsible for the preliminary preparations for the Audit Committee's decision-making and shall provide the Company with relevant written materials:

- (I) relevant financial reports of the Company;
- (II) internal audit plans and reports;
- (III) external audit contracts and related work reports;
- (IV) the Company's disclosure of information to the public;
- (V) audit reports on the Company's major related-party transactions;
- (VI) other relevant data.

Article 23 The chairman of the Audit Committee shall convene the meeting to review the report provided by the internal audit department and submit the relevant written resolution materials to the Board of Directors for discussion:

(I) evaluation of the work of external audit firms and recommendations on the engagement and replacement of external audit firms;

(II) whether the Company's internal audit system has been effectively implemented and whether the Company's financial reports are comprehensive and true;

(III) whether the Company's financial reports and other information disclosed to the public are objective and true, whether the Company's major related-party transactions comply with relevant laws and regulations, and the rationality and economic viability of major investments;

(IV) evaluation of the performance of the Company's finance department, audit department as well as their respective leaders;

(V) other related matters.

CHAPTER 5 RULES OF PROCEDURE

Article 24 Audit Committee meetings can be divided into regular meetings and extraordinary meetings. Regular meetings are held once a quarter, while extraordinary meetings can be held upon the proposal of two or more members or when the convener deems it necessary. In principle, the Company shall provide relevant materials and information no later than three days before the Audit Committee meeting.

Article 25 The meeting shall be chaired by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable to attend, he/she may delegate another independent director who is a member of the committee to chair the meeting. When the convener of the Audit Committee is unable or refuses to perform his/her duties, a majority of the Audit Committee members shall jointly nominate an independent director who is a member of the committee to preside over the meeting.

Article 26 The Audit Committee meeting can only be held if more than two-thirds of the members are present. Each member has one vote, and resolutions made at the meeting must be passed by more than half of all members before they can be implemented.

Article 27 Members of the Audit Committee may attend the meetings in person or authorize other members to attend the meetings and exercise voting rights on their behalf. Each Audit Committee member may accept a delegation from no more than one other member. If any member of the Audit Committee authorizes another member to attend meetings and exercise voting rights on his/her behalf, he/she shall submit a written power of attorney to the Company's securities affairs department. The power of attorney shall be delivered no later than before the meeting.

Article 28 The power of attorney shall be signed by the appointer and the attorney and shall contain at least the following:

(I) the name of the appointer;

(II) the name of the attorney;

(III) matters entrusted by the appointer;

(IV) instructions on exercising voting rights on meeting agenda items ("in favour", "against" or "abstention") and, if no specific instructions are given, whether the attorney can vote according to his/her own wishes;

(V) the term of the power of attorney;

(VI) the signature date of the power of attorney.

Article 29 Members of the Audit Committee shall attend the meetings in person. If any member neither attends the meeting in person nor authorizes other members to attend the meeting on his/her behalf, he/she shall be deemed to have not attended the relevant meeting. If any member of the Audit Committee fails to attend two consecutive meetings, he/she shall be deemed to be unable to properly perform his/her duties and powers, and the Company's Board of Directors may remove his/her position as a member.

Article 30 The head of the Company's internal audit department may attend the Audit Committee meetings and, if necessary, other directors, the president and other senior management of the Company may also be invited to attend the meetings.

Article 31 If necessary, the Audit Committee may engage an intermediary organization to provide professional advice for its decision-making, and the expenses shall be paid by the Company.

Article 32 Audit Committee meetings may be held by way of physical meeting or through communication tools. Communication tools include telephone conferences, video conferences and written proposal conferences.

Article 33 When the Audit Committee meeting is held in the form of a written proposal, the written proposal shall be delivered to all members by email, fax, express delivery or personal delivery. After the members vote on the proposal, the original copy shall be mailed back to the Company for archiving. If the number of committee members who sign in agreement meets the number specified in these Implementation Rules, the proposal will become a committee resolution.

Article 34 The resolutions passed and voting results of the Audit Committee meetings shall be reported to the Company's Board of Directors in writing (unless such reporting is impracticable due to legal or regulatory restrictions).

Article 35 The Audit Committee meetings must have complete meeting minutes, which shall be true and accurate and fully reflect the opinions of the participants on the matters under review. The members present at the meeting and the recorder shall sign the minutes, which shall be kept by the Company's Board Secretary. Any objection to a meeting resolution expressed by a member present shall be noted in the minutes. During the Company's existence, the minutes of meetings must be kept for no less than ten years.

Article 36 The draft minutes of the Audit Committee meeting should be provided to all committee members for review as soon as possible. Members who wish to make amendments or additions to the draft minutes shall submit written amendments within one week of receiving the draft. The finalized minutes shall be completed within a reasonable time after the meeting and sent to all members for record-keeping.

Article 37 The Board Secretary shall circulate the minutes and reports of the Audit Committee meetings to all members of the Board of Directors for review.

Article 38 The Audit Committee shall make its terms of reference public, explaining its role and the authority delegated to it by the Board of Directors.

Article 39 Where the Board of Directors disagrees with the Audit Committee's opinion on the selection, appointment, resignation or removal of the external auditors, a statement from the Audit Committee explaining its recommendation and the Board of Directors' reasons for its dissenting view shall be included in the Corporate Governance Report.

Article 40 The Audit Committee shall report to the Board of Directors on matters where it considers action or improvement is necessary and make recommendations on possible steps to be taken.

Article 41 All persons attending the meeting shall have an obligation to keep confidential the matters discussed at the meeting and shall not disclose relevant information without authorization.

CHAPTER 6 ABSTENTION SYSTEM

Article 42 If any Audit Committee member or his/her immediate family members, or any other enterprise controlled by any Audit Committee member or his/her immediate family members, has a direct or indirect interest in the topics discussed at the meeting, such member shall disclose the nature and extent of the interest to the Audit Committee as soon as possible.

Article 43 In the event of the circumstance described in the preceding article, the interested members shall explain the relevant circumstances in detail at the Audit Committee meeting and explicitly state that they will abstain from voting. However, if the other members of the Audit Committee unanimously agree after discussion that such interests will not have a significant impact on the voting matters, the interested members may participate in the voting. If the Company's Board of Directors deems it inappropriate for the interested members mentioned in the preceding paragraph to participate in the voting, it may revoke the voting results of the relevant proposals and require the disinterested members to re-vote on the relevant proposals.

Article 44 The Audit Committee meetings shall review and make resolutions on proposals without counting interested members into the quorum. When the Audit Committee does not have the minimum quorum to convene the meeting after the withdrawal of the interested members, all members (including the interested members) shall make resolutions on procedural issues such as submitting such proposals to the Company's Board of Directors for review, and the Company's Board of Directors shall review such proposals.

Article 45 The minutes and resolutions of the Audit Committee meetings shall indicate any instances where interested members are not counted in the quorum and do not participate in the voting.

CHAPTER 7 WORKING PROCEDURES FOR ANNUAL REPORTS

Article 46 The timing of the audit of the annual financial report shall be determined by the Audit Committee in consultation with the accounting firm responsible for the Company's annual audit.

Article 47 The Audit Committee shall urge the accounting firm to submit the audit report within the agreed time limit, and record the method, frequency and results of urges in the form of written opinions, as well as the signature confirmation of the relevant person in charge.

Article 48 The Audit Committee shall review the financial accounting statements prepared by the Company before the certified public accountant for annual audits enters the site and form written opinions.

Article 49 After the certified public accountant for annual audits enters the site, the Audit Committee shall strengthen communication with the accountant for annual audits and review the Company's financial accounting statements again after the certified public accountant for annual audits issues preliminary audit opinions to form written opinions.

Article 50 After the annual financial report audits are completed, the Audit Committee must vote on the audited financial report and submit the resolution to the Board of Directors for review.

Article 51 When renewing the contract with the accountant for annual audits for the next year, the Audit Committee shall submit to the Board of Directors a summary report on the audit work of the accounting firm for the Company in the current year, and make a comprehensive and objective evaluation of the performance of the certified public accountant for annual audits in completing the audit work in the current year and the quality of his/her practice. After reaching a positive opinion, it shall be submitted to the Board of Directors for approval and a shareholders' meeting shall be held for resolution; and if a negative opinion is formed, a proposal should be made to engage a new accounting firm.

Article 52 When engaging a new accounting firm for the next year's annual audits, the Audit Committee shall conduct a comprehensive understanding and appropriate evaluation of the previous and proposed new accounting firms through face-to-face communication. After forming an opinion, it shall submit it to the Board of Directors for resolution and convene a shareholders' meeting for deliberation.

The Audit Committee must pay close attention to situations where the listed company changes its accounting firm during the annual report audit period. In principle, the Company shall not change the accounting firm for annual audits during the annual report audit period. If a change is necessary, the Audit Committee shall meet with the previous and proposed new accounting firms, make a reasonable evaluation of the quality of practice of both firms, and express its opinion based on the sufficiency of the Company's reasons for the change. After the resolution is passed by the Board of Directors, a shareholders' meeting shall be held to make a resolution, and the newly engaged accounting firm will be notified to attend the meeting and state its opinions at the shareholders' meeting. The listed company shall fully disclose the resolutions of shareholders' meetings and the opinions stated by the newly engaged accounting firm.

Article 53 The above-mentioned communication, evaluation opinions and suggestions of the Audit Committee must be recorded in writing and signed by the relevant parties.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 54 Unless otherwise specified, the terms used in these Implementation Rules have the same meanings as those in the Articles of Association.

Article 55 Matters not covered in these Implementation Rules shall be implemented in accordance with domestically and internationally applicable laws, administrative regulations, China Securities Regulatory Commission's regulations, relevant rules of the stock exchange where the Company's shares are listed and the Articles of Association. If these Implementation Rules conflict with laws, regulations promulgated by the PRC in the future or the Articles of Association amended through legal procedures, they shall be implemented in accordance with the relevant laws, regulations and provisions of the PRC and the Articles of Association, and shall be revised immediately and submitted to the Board of Directors for review and approval.

Article 56 These Implementation Rules shall come into effect on the date of approval by the Board of Directors.

Article 57 The Board of Directors shall be responsible for interpreting these Implementation Rules.

BYD COMPANY LIMITED
30 October 2025