

BYD COMPANY LIMITED
IMPLEMENTATION RULES OF THE NOMINATION COMMITTEE

ARTICLE 1 OBJECTIVES

- (1) These rules are formulated in accordance with relevant laws, regulations, rules and regulatory documents and the Articles of Association (hereinafter referred to as “**Articles of Association**”) of BYD Company Limited (the “**Company**”) with reference to the Company’s actual circumstances in order to improve its corporate governance structure, regulate the nomination procedures for directors, President and other senior officers of the Company, identify qualified candidates for directors, President and other senior officers for the Company and enhance the competitiveness of the Company.
- (2) The Nomination Committee is a special committee of the board of directors of the Company (the “**Board**”) and shall report to the Board.

ARTICLE 2 MEMBERS OF THE NOMINATION COMMITTEE

- (1) The Nomination Committee shall consist of no less than three directors of the Company, with at least one member of a different gender, and more than two-thirds of the members shall be Independent Non-executive Directors.
- (2) Members of the Nomination Committee are nominated by the Chairman of the Board and are appointed and dismissed by the Board.
- (3) The terms of office of members of the Nomination Committee shall be the same as that of directors, renewable upon re-election at its expiry. If during the term, a member of the Nomination Committee no longer serves as a director or an independent non-executive director of the Company, the Board shall fill up the vacancy in time in accordance with these rules in order to meet the requirements herein on the composition of the Nomination Committee. The member shall perform the relevant duties hereunder until the vacancy is filled up by the Board under these rules.
- (4) The Nomination Committee shall have one chairman, who shall be an independent non-executive director and shall be nominated by the Chairman of the Board and considered and approved by the Board.

ARTICLE 3 OPERATIONS OF THE NOMINATION COMMITTEE

- (1) The meetings of the Nomination Committee may be convened upon the proposal of one half or more of its members or the chairman.
- (2) The Company shall, in principle, provide relevant materials and information no later than three days before the meeting of the Nomination Committee. The Company shall keep the aforementioned meeting materials for at least ten years.
- (3) The meetings of the Nomination Committee shall be chaired by the chairman who, if unable to attend the meeting, may appoint another member (being an independent non-executive director) to chair the meeting.
- (4) The quorum of the meetings of the Nomination Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members. Where a member fails to be present, he/she may appoint in writing another member to attend the meeting on his/her behalf.
- (5) The directors, President and other senior officers of the Company may be invited by the Nomination Committee to attend its meeting as non-voting participants when necessary.
- (6) Records shall be produced for meetings of the Nomination Committee, with minutes and resolutions to be submitted to the Board after the meetings (unless prohibited by laws or regulatory requirements). All members present at the meetings shall sign on the minutes and resolutions. Any objection to the resolutions by a member present at the meetings shall be recorded in the meeting records or minutes.
- (7) A meeting of the Nomination Committee may be held as physical meeting or by way of telecommunications including teleconference meeting, video conference and written resolutions, etc.
- (8) Where a meeting of the Nomination Committee is held by way of written resolutions, the written resolutions shall be despatched by email, facsimile, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after voting by the members. A resolution signed by consenting members who constitute a quorum as specified hereunder shall become a resolution of the committee.
- (9) The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee has the right to request adequate supports for its work and prompt response to its questions from the Board, President and other senior officers of the Company. President and other senior officers shall support the Nomination Committee and provide the information necessary for the Nomination Committee to perform its duties. If necessary, the Nomination Committee may engage external experts or intermediaries to provide professional advisory services at reasonable expense of the Company.

ARTICLE 4 DUTIES OF THE NOMINATION COMMITTEE

- (1) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year, assist the Board in compiling a Board skills matrix, and make recommendations to the Board in relation to any proposed changes to align with the Company's corporate strategy.
- (2) to assess the independence of independent non-executive directors.
- (3) to develop standards and procedures for selection of directors, President and other senior officers, and make recommendations to the Board in relation to appointments or reappointments of directors and director succession planning.
- (4) to develop and maintain a policy for the nomination of directors which includes the nomination procedures and process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and review periodically and disclose annually in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy.
- (5) to develop, maintain and review the Board Diversity Policy, disclose such policy or a summary thereof (including any measurable targets established for implementing the policy and progress toward achieving such targets) and an assessment of gender diversity within the Company's corporate governance report in accordance with disclosure requirements under the listing rules of the place where the Company's shares are listed and other regulatory requirements applicable to the Company from time to time.
- (6) to search extensively for qualified candidates of directors, President and other senior officers; nominate or appoint and remove directors, and hire or dismiss senior officers, including selecting and reviewing candidates for directors, President and other senior officers and their qualifications for appointment; When identifying candidates of directors, the Committee shall consider factors such as the candidate's strengths, the time and capacity they can contribute to the Board, and shall give full consideration to the benefits of diversity to the Board. The Committee shall make recommendations to the Board regarding the nomination or appointment and removal of directors, and the appointment or dismissal of the President and other senior officers.
- (7) to nominate the candidates of members of the special committees (excluding chairmen of the Nomination Committee and the special committees) of the Board.
- (8) to formulate the development plans for President, other senior officers and key backup talents.
- (9) to consider and evaluate each director's time commitment to the board, contributions, and ability to effectively perform their duties in accordance with the rules of the place where the Company's shares are listed. This includes, but is not limited to, considering their professional qualifications and work experience, their existing directorships at companies listed on the Main Board or the GEM of the Hong Kong Stock Exchange, and the time commitment involved in other significant external engagements, as well as other factors or circumstances related to their character, integrity, independence and experience.

- (10) to support the Company in conducting regular assessments of the Board's performance at least once every two years.
- (11) other matters authorized by the Board.

When it comes to the matters stipulated in item (6) of this article, it shall be submitted to the Board for review after obtaining the consent of more than half of all members of the Nomination Committee. If the Board does not adopt, or does not fully adopt, the recommendations of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.

ARTICLE 5 DUTIES AND POWERS OF THE CHAIRMAN OF THE NOMINATION COMMITTEE

- (1) to convene and chair the meetings of the Nomination Committee.
- (2) to supervise and inspect the implementation of resolutions of meetings of the Nomination Committee.
- (3) to sign on important documents of the Nomination Committee.
- (4) to make reports to the Board on a regular basis or in line with the arrangements of the Board.
- (5) other duties and powers authorized by the Board.

ARTICLE 6 ABSTAINING FROM VOTING

To ensure the performance of duties of the Nomination Committee on a fair and just basis, a member of the Nomination Committee shall be deemed as an interested party and shall make prior disclosure to the Nomination Committee and abstain from voting on resolutions of the Nomination Committee in respect of the selection of directors, President and other senior officers in any of the following circumstances:

- (1) where the member is proposed to be nominated;
- (2) where a close relative of the member is proposed to be nominated;
- (3) other circumstances that may have an impact on objective and fair judgement of the member.

ARTICLE 7 MISCELLANEOUS

- (1) Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.
- (2) Matters not dealt with herein shall be executed in accordance with the relevant applicable local and overseas laws, administrative regulations, the requirements of relevant securities regulatory authorities, the relevant rules of the stock exchange(s) on which the Company's shares are listed and the Articles of Association.
- (3) These rules shall come into effect from the date of approval by the Board.
- (4) These rules shall be interpreted by the Board.

BYD COMPANY LIMITED

30 October 2025