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**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 ANNUAL GENERAL MEETING**

**Notice is hereby given** that an annual general meeting (the “AGM”) of BYD Company Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 9 June 2026 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 report of the Board of Directors of the Company for the year ended 31 December 2025.
2. To consider and approve the audited financial statements of the Company for the year ended 31 December 2025.
3. To consider and approve the Company’s annual report and its summary for the year ended 31 December 2025.
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2025.
5. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company’s sole external auditor and internal control audit institution for the financial year of 2026 and to hold office until the next annual general meeting of the Company, and to authorise the Board, and the Board further authorises the management of the Company to determine their remuneration.
6. To consider and approve the provision of guarantees by the Company and its subsidiaries from the date on which this resolution is passed until the date of the conclusion of the next annual general meeting of the Company, with details set out as follows:
  - (a) provision of guarantee by the Company in respect of the banking and other institutional credit businesses and other businesses of the subsidiaries controlled by the Company within the PRC, and provision of guarantee in

respect of the banking and other institutional credit businesses and other businesses of the subsidiaries controlled by the Company outside the PRC in accordance with the relevant regulations of the PRC;

- (b) provision of cross-guarantee in respect of the banking and other financial institutional credit businesses and other businesses between the subsidiaries controlled by the Company within and outside the PRC in accordance with the relevant regulations of the PRC; and
- (c) provision of guarantee by the Company and its subsidiaries in respect of the credit businesses and other businesses of their invested entities within the PRC with banks and other institutions not limited to their respective capital contribution ratios, and provision of guarantee in respect of the credit businesses and other businesses of their invested entities outside the PRC with banks and other institutions not limited to their respective capital contribution ratios and according to the relevant regulations of the PRC, with the total guaranteed amount not exceeding RMB33.515 billion (including equivalent foreign currencies). The Company will, in accordance with Article 6 of the Company's Policy of External Guarantee (October 2025) (《對外擔保制度(2025年10月)》), require the guaranteed party to provide counter-guarantee to the Company, or have a third party recommended by the guaranteed party and approved by the Company to provide counter-guarantee to the Company in the form of guarantee or otherwise. The provider of such counter-guarantee shall have the actual ability to perform the obligation. In addition, the Company's provision of any guarantee shall also strictly comply with the relevant regulations of the China Securities Regulatory Commission and Shenzhen Stock Exchange.

The total amount of the guarantees to be provided by the Company and subsidiaries controlled by the Company within and outside the PRC pursuant to paragraphs (a) and (b) above shall not exceed RMB150 billion (including equivalent foreign currency), in which the amount of guarantee to be provided by the Company shall not exceed RMB140 billion (including equivalent foreign currency) for its controlled subsidiaries with the gearing ratio of 70% (inclusive) and above (as of the end of 2025) and the amount of guarantee to be provided by the Company shall not exceed RMB10 billion (including equivalent foreign currency) for its controlled subsidiaries with the gearing ratio of less than 70% (as of the end of 2025).

The Company has no plan to provide guarantees to its directors, senior management, or related parties in which it holds no direct or indirect equity interest, other than to the Company's majority-owned subsidiaries and the investee companies of the Company and its majority owned subsidiaries as set forth in paragraphs (a), (b) and (c) above.

**By way of special resolutions:**

7. 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 (including securities convertible into H Shares and any sale or transfer of treasury shares (as defined in the Listing Rules) listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (if any)):
  - (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 H Shares of the Company in issue (excluding treasury shares, if any);
  - (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 not limited to, the Company Law of the PRC and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange);
  - (iii) that the general mandate shall remain valid until the earliest of (1) the conclusion of the next annual general meeting of the Company; (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
- (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.

8. To consider and approve:

- (a) subject to paragraph 8(c) below and pursuant to the Listing Rules, the exercise by the board of directors of BYD Electronic (International) Company Limited (“**BYD Electronic**”) during the Relevant Period (as defined below) of all the powers of BYD Electronic to allot, issue and deal with additional shares of BYD Electronic (including any sale or transfer of treasury shares (as defined in the Listing Rules) listed on the Stock Exchange, if any) and to make or grant offers, agreements and options (including bonds, warrants, corporate bonds

and other securities which carry rights to subscribe for or are convertible into shares of BYD Electronic) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph 8(a) above shall authorise the board of directors of BYD Electronic during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants, corporate bonds and other securities which carry rights to subscribe for or are convertible into shares of BYD Electronic) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued from time to time by the board of directors of BYD Electronic pursuant to the approval in paragraph 8(a) above (including any sale or transfer of treasury shares listed on the Stock Exchange, if any), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, corporate bonds, notes or other securities issued by BYD Electronic carrying rights to subscribe for or are convertible into shares of BYD Electronic; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of BYD Electronic and/or any of its subsidiaries or any other eligible person(s) of shares or right to acquire shares of BYD Electronic; or (iv) an issue of shares as scrip dividend pursuant to the articles of association of BYD Electronic, shall not exceed 20 per cent of the number of issued shares of BYD Electronic (excluding treasury shares) as at the date of passing the ordinary resolution as referred to in the notice of annual general meeting of BYD Electronic to be held on 9 June 2026 (the “**BYD Electronic Resolution**”) (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of the BYD Electronic Resolution), and the said approval shall be limited accordingly; and
- (d) for the purposes of this special resolution No. 8:

“Relevant Period” means the period from the passing of the BYD Electronic Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of BYD Electronic;
- (ii) the expiration of the period within which the next annual general meeting of BYD Electronic is required to be held by the articles of association of BYD Electronic or any applicable law; or

- (iii) the date on which the authority given under the BYD Electronic Resolution is revoked or varied by ordinary resolution of the shareholders of BYD Electronic in general meeting of BYD Electronic; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of BYD Electronic, open for a period fixed by the board of directors of BYD Electronic to holders of shares of BYD Electronic (and, where appropriate, to holders of other securities of BYD Electronic entitled to the offer) on the register on a fixed record date in proportion to the then holdings of such shares of BYD Electronic (or, where appropriate, such other securities) of such holders as at that date (subject to such exclusions or other arrangements as the board of directors of BYD Electronic may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to BYD Electronic).

**By way of ordinary resolution:**

9. To consider and approve the amendments to the “Remuneration Management Policy for Directors and Senior Management” of the Company.

**By way of a special resolution:**

10. To consider and approve:
- (a) pursuant to the relevant laws and regulations, the articles of association of the Company (the “**Articles of Association**”) and the actual circumstances, the proposed new issuance by the Company and its subsidiaries of domestic and overseas debt financing instruments with a principal amount of not more than RMB50 billion (including its equivalent in foreign currencies) in the domestic and overseas bond markets. The relevant debt financing instruments include but are not limited to short-term financing notes, super short-term financing notes, medium-term notes, corporate bonds, enterprise bonds, asset-backed securities (ABS), asset-backed notes (ABN), REITs and REIT-like products, offshore RMB bonds and foreign currency bonds, domestic exchangeable bonds, convertible bonds convertible into overseas-listed H Shares of the Company, and other RMB or foreign currency debt financing instruments, as well as financing from trust plans initiated and established by trust companies, and financing from insurance asset management products such as insurance fund debt investment plans initiated and established by insurance asset management companies. If convertible bonds are to be issued, the principal amount of a single issuance shall not exceed USD2 billion or its US dollar

equivalent, and the new H Shares to be converted by the holders of the convertible bonds may be issued under the general mandate considered and approved at a general meeting of the Company.

- (b) the grant of an unconditional authorisation to the Board (or Directors authorized by the Board) to, within the bond issuance limit described in resolution (a), determine and handle matters including but not limited to determining the actual issue amount, interest rate, term, and issue targets of the relevant debt financing instruments and the use of proceeds (the use of proceeds typically includes, among other things, meeting the Company's production and operational needs, adjusting the debt structure, replenishing working capital, and/or project investments); preparing, executing and disclosing all necessary documents; and handling other relevant matters in connection with the issuance of debt financing instruments under this resolution.

**By way of ordinary resolution:**

- 11. To consider and approve the purchase of liability insurance for the Company and all its Directors, senior management and other relevant personnel, and, subject to the authorisation of the general meeting, to approve the Board's delegation of authority to the Chairman of the Company or his/her authorized person(s) to approve and handle matters relating to the purchase of liability insurance for the Company and all its Directors and senior management (including but not limited to determining other relevant responsible personnel, selecting the insurance company, determining the insured amount, premium and other insurance terms, signing relevant legal documents and handling other matters relating to the taking out of insurance), provided that the aggregate limit of indemnity does not exceed RMB100 million per year, and to handle matters relating to the renewal or re-insuring of such liability insurance upon or before the expiry of the aforementioned liability insurance contracts.

By Order of the Board  
**Wang Chuan-fu**  
*Chairman*

Shenzhen, the PRC, 22 April 2026

*Notes:*

- (A) For the purpose of determining the eligibility of the shareholders to attend and vote at the AGM, the record date is 9 June 2026 (Tuesday). In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026, 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 Stock Exchange (“**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company on Tuesday, 9 June 2026 shall be entitled to attend and vote at the AGM. In order for the holders of H Shares to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, 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 Wednesday, 3 June 2026 for registration.
- (B) 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 AGM (or any adjournment thereof) on his behalf. A proxy need not be a Shareholder of the Company.
- (C) 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 authorisation (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (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.
- (D) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) 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 AGM (i.e., no later than 10:00 a.m. (Hong Kong time) on Monday, 8 June 2026) or any adjournment thereof.
- (E) 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](http://www.computershare.com/hk/en/online_feedback) in connection with the AGM.
- (F) A shareholder of the Company or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the AGM (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 authorisation document (as the case may be).
- (G) The AGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the AGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board of Directors 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 Ms. Yu Ling being the independent non-executive Directors.*