THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND FIXING REMUNERATION OF DIRECTORS PROPOSED PROVISION OF ASSET POOLING BUSINESS AND EXTERNAL GUARANTEES BY THE COMPANY AND ITS CONTROLLED SUBSIDIARIES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the "**EGM**") of the Company to be held on Tuesday, 29 September 2026 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 on pages EGM-1 to EGM-4 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, 28 September 2026, Hong Kong time) 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 EGM should you so wish.

7 September 2026

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

"A Share(s)"	ordinary domestic 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;
"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;
"CSRC"	the China Securities Regulatory Commission;
"Director(s)"	the director(s) of the Company;
"EGM"	the extraordinary general meeting of the Company which is scheduled to be held at the Company's Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC on Tuesday, 29 September 2026 at 10:00 a.m.;
"EGM Notice"	notice convening the EGM as set out on pages EGM-1 to EGM-4 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;

"Latest Practicable Date"	1 September 2026, 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;
"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;
"Shenzhen Stock Exchange"	the Shenzhen Stock Exchange;
"Staff Representative Meeting"	a body composed of the staff representatives elected by all employees of the Company to exercise democratic management rights on behalf of the employees; and
"Staff Director(s)"	the Director(s) to be elected democratically by employees of the Company via the Staff Representative 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)

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
Ms. Yu Ling

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 505-510, 5/F
Core Building 1E
1 Science Park E Avenue
Science Park
Pak Shek Kok
Tai Po
Hong Kong

7 September 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND FIXING REMUNERATION OF DIRECTORS PROPOSED PROVISION OF ASSET POOLING BUSINESS AND EXTERNAL GUARANTEES BY THE COMPANY AND ITS CONTROLLED SUBSIDIARIES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

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

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the provisions of the currently effective Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, the Regulatory Rules for Board Secretaries of Listed Companies (《上市公司董事會秘書監管規則》) and other laws, regulations and departmental rules, to further optimize the governance structure of the Company, and taking into account the actual business situation and corporate governance needs of the Company, the Board resolved to propose amendments to the Articles of Association on 28 August 2026. The contents of the proposed amendments to the Articles of Association include, among others, the amendments to the number of Directors on the Board and the qualifications and duties of the Secretary to the Board. The proposed amendments to the Articles of Association are subject to the consideration and approval by the Shareholders at the EGM by way of special resolution, and shall be submitted for registration of the relevant changes with the domestic administration for industry and commerce. The specific changes shall be subject to the final version filed with the relevant departments of the Market Supervision Bureau. It is hereby submitted to the EGM for the Shareholders' review and approval by way of special resolution.

Except for the proposed amendments, other provisions of the Articles of Association remain unchanged. The Board considers that the proposed amendments to the Articles of Association will not change the existing rights of the Shareholders nor the existing arrangements for the relevant class meetings, will not materially affect the rights of the holders of A Shares and H Shares, and are therefore in the interests of the Company and the Shareholders as a whole. The Company has been advised by its legal counsels that the proposed amendments comply with the Listing Rules and the PRC laws, respectively. The Company has also confirmed that there is nothing unusual about the proposed amendments for a company listed on the Hong Kong Stock Exchange.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular. Since the Company is a PRC incorporated company, and the Articles of Association are prepared in Chinese, the English translation of the proposed amendments is for reference only. If there are discrepancies between the Chinese and English versions, the Chinese version shall prevail.

3. PROPOSED RE-ELECTION OF DIRECTORS, ELECTION OF NEW DIRECTORS AND FIXING REMUNERATION OF DIRECTORS

3.1 Nomination of the Proposed Directors

As 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 Ms. Yu Ling, is about to expire, the Company will hold the EGM on 29 September 2026 for the election of Directors for the new session of the Board (namely the ninth session). Pursuant to relevant laws and regulations, upon the consideration and approval of the amendments to the Articles of Association and the appointment of Directors by the Shareholders at the EGM, the ninth session of the Board will comprise nine Directors: eight non-Staff Directors and one Staff Director. The Staff Director shall be democratically elected at a separate Staff Representative Meeting.

According to the provisions of the Administrative Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the CSRC, "an independent director shall not hold office at a listed company for more than six years in his/her consecutive tenure". Mr. Cai Hong-ping and Mr. Zhang Min, being independent non-executive Directors, have indicated that they will not offer themselves for re-election as independent non-executive Directors of the Company upon expiry of their respective terms, as their tenure would exceed six years if they continued to serve in this position. Therefore, effective from the conclusion of the EGM, Mr. Cai Hong-ping and Mr. Zhang Min will no longer serve as an independent non-executive Director respectively. Mr. Cai Hong-ping and Mr. Zhang Min have respectively confirmed that they have no disagreement with the Board, and there are no other matters relating to their cessation to act as the independent non-executive Directors that need to be brought to the attention of the Shareholders.

At the 4th meeting of the eighth session of the Nomination Committee and the 24th meeting of the eighth session of the Board held by the Company on 28 August 2026, the Nomination Committee and the Board approved the nomination of candidates for election as Directors (the "**Proposed Directors**") set out in the table below for proposed re-election and/or election at the EGM respectively:

	Names of the Proposed Directors	**Current position**	**Proposed position**
1	Wang Chuan-fu	Executive Director	Executive Director
2	Lv Xiang-yang	Non-executive Director	Non-executive Director
3	Xia Zuo-quan	Non-executive Director	Non-executive Director
4	Cai Hong-ping	Independent non-executive Director	Non-executive Director
5	Li Yong-zhao	N/A	Non-executive Director
6	Li Gang	N/A	Independent non-executive Director
7	Yu Ling	Independent non-executive Director	Independent non-executive Director
8	Xu Tu	N/A	Independent non-executive Director

Biographical details of each of the Proposed Directors as of the Latest Practicable Date and other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

Given that the re-election and/or election of Proposed Directors for the ninth session of the Board is currently under preparation, the Company will hold the EGM for the election of Directors for the ninth session of the Board. Before the completion of the election process of the new session of the Board, all members of the Board will continue to perform the obligations and duties of Directors according to the laws, administrative regulations and the Articles of Association. The normal operation of the Company will not be affected by the postponement of election of the Directors.

3.2 Further Information about the Proposed Directors

In accordance with the Articles of Association and the Implementation Rules of the Nomination Committee of the Company, and after fully considering the Company's board diversity policy, including but not limited to gender, age, cultural and educational background, professional experience and skills, the Nomination Committee is of the opinion that:

(1) The Directors standing for re-election (namely Mr. Wang Chuan-fu, Mr. Lv Xiang-yang, Mr. Xia Zuo-quan and Ms. Yu Ling) have demonstrated outstanding performance and made significant contributions during their respective terms of office.

(2) Mr. Cai Hong-ping, who is proposed to be elected as a non-executive Director, possesses extensive experience in international capital markets and investment banking. He has previously served as an executive chairman of the investment banking division of Deutsche Bank (德意志銀行) in the Asia Pacific region, chairman of the investment banking division of UBS AG (瑞銀投行) in Asia, and other senior executive positions at top-tier investment banks. In his early career, he was involved in the guidance work on overseas listing of Chinese enterprises under the State Commission for Restructuring the Economic Systems of the State Council. He is well-versed in domestic and overseas listing rules, corporate governance, capital operations, and cross-border investment and financing, and is capable of providing professional support for the Company's strategic development and governance optimization.

(3) Mr. Li Yong-zhao, who is proposed to be elected as a non-executive Director, possesses a solid professional foundation in mechanical manufacturing, high-end equipment research and development and industrialization. He holds the professional title of researcher-level senior engineer and has extensive experience in leading projects of precision manufacturing and professional supporting equipment development. He is familiar with the full-process manufacturing workflows, quality control, and production system establishment, and is able to gain insights into the Company's vehicle, battery, component and other manufacturing operations from an industrial technology perspective.

(4) Based on the information available to the Nomination Committee, the Nomination Committee is of the opinion that:

    (i) To fill the vacancies arising from the retirement of Mr. Cai Hong-ping and Mr. Zhang Min, being independent non-executive Directors, the Nomination Committee agreed to nominate Mr. Li Gang and Mr. Xu Tu as suitable candidates. The relevant information on such candidates was submitted to the eighth session of the Board for review and approval on 28 August 2026, subject to election and approval by the Shareholders at the EGM;

(ii) The Nomination Committee has received and reviewed the written confirmations of independence from Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu in accordance with the provisions of the guidelines set out in Rule 3.13 of the Listing Rules and having considered that each of Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu has submitted a confirmation of independence as required under the Listing Rules confirming that he/she (i) satisfies the independence with respect to the factors set out in Rules 3.13(1) to (8) of the Listing Rules; that he/she has no financial or other interests in the business of the Group, past or present, or any connection with any core connected person (as defined in the Listing Rules) of the Company, and that there are no other factors that may affect his/her independence at the time of appointment; (ii) does not participate in the day-to-day management of the Company; and (iii) has no relationship or circumstances that would interfere with his/her exercise of independent judgment; the eighth session of the Board and the Nomination Committee are of the view that each of the independent non-executive director candidates has met the independence requirements;

(iii) Each of Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu can bring different perspectives, skills, and experience to the Board, including but not limited to automotive industry (Mr. Li Gang), legal (Ms. Yu Ling) and accounting (Mr. Xu Tu); and

(iv) As Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu have different genders, professional qualifications, career and educational backgrounds (see Appendix II to this circular for details), each of them can contribute to the diversity of the Board.

Based on the above considerations, the Nomination Committee recommends to the Board the re-election or election of Mr. Wang Chuan-fu as an executive Director; Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping and Mr. Li Yong-zhao as non-executive Directors; and the re-election or election of Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu as independent non-executive Directors. Upon the approval of the resolutions on the election of the new session of the Board by the Shareholders at the EGM, the Company will enter into or renew service contracts with each Director. The term of office of each Proposed Director shall be three years commencing from the date on which the relevant resolution is passed at the EGM.

The above proposed re-election of Directors and election of new Directors are subject to approval by the Shareholders at the EGM by way of ordinary resolutions. In accordance with Article 76 of the Articles of Association, the cumulative voting system shall be adopted for the election of Directors at the EGM. Accordingly, in respect of the proposed re-election and appointment of Mr. Wang Chuan-fu, Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping and Mr. Li Yong-zhao, Shareholders may cast all their votes for one candidate for executive Director or non-executive Director, or distribute their votes among multiple candidates for executive Director or non-executive Director. Meanwhile, in respect of the proposed re-election and appointment of Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu, Shareholders may cast all their votes for one candidate of independent non-executive Director, or distribute their votes among multiple candidates of independent non-executive Director.

3.3 Election of the Staff Director

In accordance with the relevant PRC laws and regulations and the latest amendments to the Articles of Association, and to improve the corporate governance structure and ensure the proper operation of the Board, the Staff Representative Meeting will elect a Staff Director at a separately convened meeting to be held on or before the date of the EGM, with the same term of office as that of the ninth session of the Board. The election is not subject to the approval by the Shareholders, and the Company will make further announcement upon approval of relevant resolution at the Staff Representative Meeting.

3.4 Fixing Remuneration of Directors

It will be proposed at the EGM that Mr. Wang Chuan-fu, an executive Director, and the proposed Staff Director, will not receive any Directors' fee. It will also be proposed at the EGM that the annual Directors' fee for each of the proposed non-executive Directors, namely Mr. Lv Xiang-yang, Mr. Xia Zuo-quan, Mr. Cai Hong-ping and Mr. Li Yong-zhao, and each of the proposed independent non-executive Directors, namely Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu, be RMB300,000 before tax. The remunerations of Directors will be set out in their respective service contracts.

4. PROPOSED PROVISION OF ASSET POOLING BUSINESS AND EXTERNAL GUARANTEES BY THE COMPANY AND ITS CONTROLLED SUBSIDIARIES

To effectively revitalize the existing financial assets of the Company and its controlled subsidiaries, enhance overall capital turnover efficiency, and optimize the financial structure of the subsidiaries, the Company and its domestic controlled subsidiaries propose to use their financial assets, including certificates of deposit, deposits, commercial bills, letters of credit, wealth management products, and accounts receivable to conduct asset pooling business, and to provide guarantees for domestic controlled subsidiaries of the Company in their financing businesses such as bank acceptance bills and letters of guarantee with cooperative banks. The total amount of such guarantees shall not exceed RMB50 billion (including equivalent foreign currencies, same as below); among which, the amount of guarantees provided by the Company to its domestic controlled subsidiaries with an asset-liability ratio of 70% (inclusive) or above (based on the unaudited data as at 30 June 2026, same as below) shall not exceed RMB45 billion, and the amount of guarantees provided by the Company to its domestic controlled subsidiaries with an asset-liability ratio below 70% shall not exceed RMB5 billion. The validity period of such amounts shall commence from the date when the proposal is considered and approved by the Shareholders at the EGM and end on the date of the conclusion of the 2026 annual general meeting. The aforesaid guarantee amounts may be utilized on a revolving basis. The Board hereby requests the Company's general meeting to authorize it to delegate authority to the Company's management to handle matters in relation to the proposed provision of asset pooling business and external guarantees, including but not limited to the signing of relevant agreements or documents.

The Board believes that the proposed asset pooling business and external guarantee arrangements are in the interests of the Company and its Shareholders as a whole, and are fair and reasonable. The Company and its relevant controlled subsidiaries have not yet entered into agreements in relation to the proposed asset pooling business and/or guarantees through the asset pooling business, and the estimated amounts above are preliminary maximum estimates. After the resolution is considered and approved by the Shareholders at the EGM, it shall be subject to the negotiation and execution of agreements by the Company and/or its relevant controlled subsidiaries with banks or relevant institutions, and the specific amounts, terms, and methods shall be determined based on actual needs within the aforesaid estimated limits. The Group will comply with the relevant Listing Rules when entering into the relevant agreements and carrying out the relevant transactions and/or guarantees, and if such transactions and/or guarantees constitute disclosable transactions under the Listing Rules, the Group will comply with the relevant requirements of the Listing Rules as and when appropriate.

The proposed amendments to the Articles of Association, proposed re-election of Directors, election of new Directors and fixing remuneration of Directors, as well as proposed provision of asset pooling business and external guarantees are subject to approval by the Shareholders at the EGM. The above resolutions in respect of (i) proposed amendments to the Articles of Association; (ii) proposed re-election of Directors, election of new Directors and fixing remuneration of Directors; and (iii) proposed provision of asset pooling business and external guarantees by the Company and its controlled subsidiaries will be put forward at the EGM for consideration and approval by the Shareholders.

5. THE EGM AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The EGM will be held on Tuesday, 29 September 2026 at 10:00 a.m. at the Company's Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC. The EGM Notice dated 7 September 2026 is set out on pages EGM-1 to EGM-4 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 record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is Tuesday, 29 September 2026. In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Thursday, 24 September 2026 to Tuesday, 29 September 2026, both days inclusive, during which no transfer of 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, 29 September 2026 shall be entitled to attend and vote at the EGM (or any adjournment thereof) following completion of the registration procedures. To qualify for attending 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, 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, 23 September 2026 for registration.

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 (which is 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, 28 September 2026) 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 adjournment thereof 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.

6. 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,
By order of the Board
BYD Company Limited
Wang Chuan-fu
Chairman

Set out below are the proposed amendments to the Articles of Association which were originally drafted in Chinese and the English translation is for your reference only. In case of any inconsistencies between the Chinese and the English versions, the Chinese version shall prevail.

No.	Prior to the amendments	After the amendments
1	Article 105 The Company shall have a Board, which shall comprise ~~six (6)~~ Directors, with one chairman and one vice-chairman.	Article 105 The Company shall have a Board, which shall comprise <u>**nine (9)**</u> Directors, with one chairman and one vice-chairman.
2	Article 140 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His primary duties include: (1) to ensure that the Company has complete constitutional documents and records; (2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities (including but not limited to the Administration for Industry and Commerce) in accordance with the law; ~~(3)~~ to ensure that the Company's register of members is properly maintained, and that persons entitled to access ~~to~~ the relevant records and documents are furnished with such records and documents without delay;	Article 140 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His primary duties include: (1) to ensure that the Company has complete constitutional documents and records; (2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities (including but not limited to the Administration for Industry and Commerce) in accordance with the law; <u>**(3) to be responsible for organizing and coordinating the preparation of regular reports, and coordinating the president, chief financial officer and other senior management personnel as well as relevant departments of the Company to timely complete relevant content of such regular reports; to monitor, within the scope of his duties, material anomalies in regular reports, including abnormal financial data, abnormal operational and business matters, and abnormalities in the preparation and disclosure procedures, and promptly carry out verification; to report any identified issues to the Board and propose corrective measures;**</u>

No.	Prior to the amendments	After the amendments
	~~(4)~~ be responsible for the preparation of the general meetings of shareholders~~,~~ and meetings of the Board, keep custody of documents and the management of the information of shareholders of the Company and to handle matters relating to information disclosure; ~~(5)~~ To perform the responsibilities and obligations (including all those as reasonably required by the Board) that a board secretary is held responsible for by laws, the regulatory body of the jurisdiction where the Company is listed and/or the provisions in the Articles of Association.	**(4)** to ensure that the Company's register of members is properly maintained, and that persons entitled to access the relevant records and documents are furnished with such records and documents without delay; **(5)** to be responsible for the preparation of the general meetings of shareholders and meetings of the Board, keep custody of documents and the management of the information of shareholders of the Company and to handle matters relating to information disclosure; **the secretary to the Board shall attend the general meetings of shareholders and meetings of the Board;** **(6) to be responsible for organizing the formulation of the Company's information disclosure management system and maintaining the effective implementation of the system, as well as handling the information disclosure affairs of the Company;** **(7) to be responsible for the confidentiality of the Company's information disclosure, organizing the formulation of the insider information management system and maintaining the effective implementation of the system, as well as registering, keeping custody of, and submitting the files of persons with insider information in accordance with the regulations;**

No.	Prior to the amendments	After the amendments
		(8) to organize and coordinate the investor relations management of the Company, and enhance investors' understanding and recognition of the Company; **(9)** to perform the responsibilities and obligations (including all those as reasonably required by the Board) that a board secretary is held responsible for by laws, the regulatory body of the jurisdiction where the Company is listed and/or the provisions in the Articles of Association.
3	Article 141 ~~The Directors and other senior management personnel of the Company could concurrently hold the post of the secretary to the Board.~~ The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board. Where the office of the secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform the act in dual capacity.	Article 141 **The secretary to the Board shall not concurrently hold the positions of president, vice president in charge of business operations, or chief financial officer. If the secretary to the Board also holds other positions in the Company, the duties of the secretary to the Board and those of other positions shall be clearly separated.** The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board. Where the office of the secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform the act in dual capacity. **To perform his duties, the secretary to the Board shall have the right to attend relevant meetings of senior management, review relevant documents and materials, understand the Company's financial and operating conditions, or request relevant departments or personnel of the Company to provide explanations on relevant matters.**

No.	Prior to the amendments	After the amendments
		Directors, other senior management personnel, and the relevant departments of the Company shall support and cooperate with the secretary to the Board in the performance of his duties, promptly provide relevant materials as requested by the secretary to the Board, and shall not refuse, obstruct, or interfere with the normal performance of duties by the secretary to the Board. **Where Directors, other senior management personnel, and other personnel of the Company become aware of significant events relating to the Company's operations and finances, or the progress of disclosed matters, they shall promptly fulfill their reporting obligations in accordance with the Company's regulations and notify the secretary to the Board, who shall recommend that the Board make timely disclosure.** **Where the internal audit institution of the Company identifies significant issues or leads, it shall promptly report to the Audit Committee and inform the secretary to the Board.** **Where the secretary to the Board identifies any abnormalities in financial information, issues related to internal control or relevant clues in the course of performing his duties, he shall promptly report the matter to the Audit Committee.**

Biographical details of the candidates proposed to be re-elected and appointed as Directors at the EGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Wang Chuan-fu, aged 60, is a Chinese national, a master's degree holder, a professorate senior engineer, and an expert with special allowances from the State Council; he serves as a founding member of the Sustainable Development Advisory Committee of the United Nations Development Programme, a member of the National Development Planning Expert Committee during the 13th, 14th, and 15th Five-Year Plans and other social positions. 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 General Research Institute for Nonferrous Metals (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 Room 301 of Beijing General Research Institute for Nonferrous Metals (北京有色金屬研究總院) and general manager in Shenzhen Bige Battery Co. Limited (深圳市比格電池有限公司). In February 1995, he incorporated 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 Company and the development of business strategies for the Company. 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), the chairman of BYD Semiconductor Company Limited (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).

Mr. Wang has been on the list of TIME100: The Most Influential People of 2024, the World's 100 Most Influential Business Leaders in 2024 and 2025 by Fortune, and China's Best CEOs nominated by Forbes for five consecutive years.

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

As at the Latest Practicable Date, Mr. Wang was interested in 1,540,871,550[Note] A Shares and 3,000,000 H Shares within the meaning of Part XV of the SFO.

Note: The 1,540,871,550 A Shares did not include the 11,183,100 A Shares held by Mr. Wang Chuan-fu in No. 1 Assets Management Plan through E Fund BYD.

The term of office of Mr. Wang will last for 3 years commencing from the date of the passing of the resolution by the Shareholders of re-election of Mr. Wang as an executive Director at the EGM. For the year ended 31 December 2025, he had not received any Director's fee. The Board proposes to fix Mr. Wang's annual remuneration as a member of the senior management by reference to his job responsibilities and prevailing market conditions.

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

NON-EXECUTIVE DIRECTORS

Mr. Lv Xiang-yang, aged 64, is a Chinese national and an 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 is currently the Vice Chairman and a non-executive Director of the Company and also a chairman of Youngy Investment Holding Group Co., Ltd. (融捷投資控股集團有限公司), a chairman of Youngy Co., Ltd. (融捷股份有限公司), a director of Youngy Health Technology Co., Ltd. (融捷健康科技股份有限公司), chairman of Nanjing Regenecore Biotech Co., Ltd. (南京融捷康生物科技有限公司), 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, a member of the senior management of the Company.

As at the Latest Practicable Date, Mr. Lv was interested in 1,183,134,666 A Shares, including personal interest of 717,685,860 A Shares and corporate interest of 465,448,806 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 by the Shareholders of re-election of Mr. Lv as a non-executive Director at the EGM. For the year ended 31 December 2025, he received a Director's fee of RMB300,000 before tax. The Board proposes to fix Mr. Lv's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, 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 other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

Mr. Xia Zuo-quan, aged 63, is a Chinese national and a master's degree holder. Mr. Xia studied computer science at the 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 Qianzhan Venture Capital Co., Ltd. (深圳市正軒前瞻創業投資有限公司), 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 UBTECH ROBOTICS CORP 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 Annoroad Gene Technology (Beijing) Co., Ltd. (安諾優達基因科技(北京)股份有限公司), and vice chairman of Shenzhen Lianxia Charity Foundation (深圳市蓮夏慈善基金會).

Mr. Xia also served as an independent non-executive director of China YuHua Education Corporation Limited (中國宇華教育集團有限公司) from February 2017 to April 2024. Save as disclosed above, he did not hold any directorship in any other listed companies in the past three years or other material positions with the Group.

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

As at the Latest Practicable Date, Mr. Xia was interested in 247,906,821 A Shares and 1,500,000 H Shares, including personal interest of 585,000 H Shares and corporate interest of 915,000 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 by the Shareholders of re-election of Mr. Xia as a non-executive Director at the EGM. For the year ended 31 December 2025, he received a Director's fee of RMB300,000 before tax. The Board proposes to fix Mr. Xia's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, 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 other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

Mr. Cai Hong-ping, aged 72, is a Chinese (Hong Kong) national and a bachelor's degree holder. Mr. Cai graduated from Fudan University (復旦大學) in 1988 with a bachelor's degree in journalism. Mr. Cai served as an executive chairman of the investment banking division of Deutsche Bank (德意志銀行) in the Asia Pacific region, chairman of the investment banking division of UBS AG (瑞銀投行) 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 the Overseas Listing Team Office for Chinese Enterprises under the State Commission for Restructuring the Economic Systems of the State Council (國務院國家體改委中國企業海外上市指導小組辦公室), 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 non-executive director of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司) and China Taiping Insurance Holdings Company Limited (中國太平保險控股有限公司).

Mr. Cai also served as an independent non-executive director of COSCO SHIPPING Development Co., Ltd. from June 2016 to February 2023, an independent non-executive director of China Southern Airlines Company Limited (中國南方航空股份有限公司) from December 2022 to July 2024 and an independent non-executive director of China Eastern Airlines Corporation Limited (中國東方航空股份有限公司) from December 2019 to April 2024. Save as disclosed above, 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, 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 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 by the Shareholders of appointment of Mr. Cai as a non-executive Director at the EGM. For the year ended 31 December 2025, he received a Director's fee of RMB300,000 before tax. The Board proposes to fix Mr. Cai's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Cai as a non-executive Director, save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

Mr. Li Yong-zhao, aged 65, is a Chinese national, a 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) (now known as Xi'an Technological University (西安工業大學)) in 1982 with a bachelor's degree in mechanical manufacturing technology and equipment. Mr. Li worked as the general manager of Xi'an Northern Qinchuan Machinery Corporation Co., Ltd. (西安北方秦川機械工業有限公司), the chairman, executive director and Party secretary of Xi'an Northern Qinchuan Company Ltd. (西安北方秦川集團有限公司), etc., and the chairman of the supervisory committee of the Company.

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

Mr. Li is not related to any Director, 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 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 by the Shareholders of appointment of Mr. Li as a non-executive Director at the EGM. For the year ended 31 December 2025, he received a supervisor's emolument of RMB186,000 before tax as a supervisor. The Board proposes to fix Mr. Li's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Li as a non-executive Director, save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Gang, aged 69, is a Chinese national with a bachelor's degree. Mr. Li graduated from Beijing University of Technology in 1982 with a bachelor's degree in metallic materials. Mr. Li previously worked at the Beijing Automobile Manufacturing Plant (北京汽車製造廠) and served as the director of the Machinery and Equipment Division of the Industry Department of the National Development and Reform Commission (國家發改委產業司機械裝備處), and as a director of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司). He currently serves as the chief automotive expert of SDIC Fund Management Co., Ltd. (國投創新投資管理有限公司), a director of Zhejiang NaTRIUM Energy Co., Ltd. (浙江鈉創新能源有限公司), and a director of ArcSoft Corporation Limited (虹軟科技股份有限公司).

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

Mr. Li is not related to any Director, 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 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 by the Shareholders of appointment of Mr. Li as an independent non-executive Director at the EGM. The Board proposes to fix Mr. Li's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Li as an independent non-executive Director, save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

Ms. Yu Ling, aged 49, is a Chinese national, a doctoral degree holder and a 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's degree in economic law, and then obtained a doctoral degree in economic law from East China University of Political Science and Law (華東政法大學). Ms. Yu has extensive experience in compliance, regulation and risk control, and is particularly familiar with anti-monopoly compliance, anti-money laundering and legal risk management. She has presided over six research projects of the State Administration for Market Regulation, led the design of the anti-monopoly compliance guidelines framework, and provided plans for legal risk identification and prevention for enterprises. Ms. Yu also participated in the revision of the Anti-Money Laundering Law of the People's Republic of China, which officially came into effect on 1 January 2025. Ms. Yu currently serves as an independent non-executive Director of the Company, 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) and Case Law Research Association (案例法學研究會), and currently an independent director of Xinyu Rural Commercial Bank Co., Ltd. (新餘農村商業銀行股份有限公司) and Jiangxi Hongcheng Environment Co., Ltd. (江西洪城環境股份有限公司).

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, 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 which is discloseable pursuant to Part XV of the SFO.

The term of office of Ms. Yu will last for 3 years commencing from the date of the passing of the resolution by the Shareholders of re-election of Ms. Yu as an independent non-executive Director at the EGM. For the year ended 31 December 2025, she received a Director's fee of RMB300,000 before tax. The Board proposes to fix Ms. Yu's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, subject to the approval of the Shareholders at the EGM.

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

Mr. Xu Tu, aged 40, is a Chinese national, a doctoral degree holder and an associate professor of accounting. Mr. Xu graduated from the University of Hong Kong in 2008 with a bachelor's degree in business administration (accounting and finance), from the University of Illinois, USA in 2010 with a master's degree in accounting, and then from Nanyang Technological University, Singapore in 2017 with a doctoral degree in accounting. Mr. Xu has served as an auditor at Deloitte Touche Tohmatsu in Hong Kong, a valuation and modeling analyst at KPMG Advisory (China) Limited, Beijing Branch, an assistant professor at the University of Hawaii, USA. Mr. Xu has long been engaged in research on capital market behavior, with particular expertise in the decision-making and judgment of investors and corporate executives. Mr. Xu has over 15 years of overseas experience, including more than 5 years of full-time overseas work experience, and possesses over 11 years of experience in finance and accounting. Mr. Xu serves as an associate professor in the Department of Accounting at the Business School of Renmin University of China, a council member of the Financial and Cost Branch of the Accounting Society of China, and also serves as an independent director of Roadmaint Co., Ltd.

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

Mr. Xu is not related to any Director, senior management or substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Xu did not have any interest in the Shares which is discloseable pursuant to Part XV of the SFO.

The term of office of Mr. Xu will last for 3 years commencing from the date of the passing of the resolution by the Shareholders of appointment of Mr. Xu as an independent non-executive Director at the EGM. The Board proposes to fix Mr. Xu's annual Director's fee at RMB300,000 before tax, which is determined by reference to job responsibilities and prevailing market conditions, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Xu as an independent non-executive Director, save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders.

According to paragraph J(a) of Part I of the Corporate Governance Code in Appendix C1 to the Listing Rules, the Nomination Committee 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. Li Gang, Ms. Yu Ling and Mr. Xu Tu 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. Li Gang, Ms. Yu Ling and Mr. Xu Tu satisfy the independence guidelines of Rule 3.13 of the Listing Rules, and that there is no information required to be disclosed pursuant to any of the 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 Director candidates, the Board considers that Mr. Li Gang, Ms. Yu Ling and Mr. Xu Tu are suitable candidates to serve as independent non-executive Directors 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)

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, 29 September 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 special resolution

1. To consider and approve the proposed amendments to the Articles of Association.

By way of ordinary resolutions

2. To consider and approve the resolutions in respect of the election of a new session of the board ("**Board**") of directors of the Company (the "**Directors**") – election of non-independent Directors:

   (a) the re-election of Mr. Wang Chuan-fu as an executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company 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 for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company 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 for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company 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;

(d) the appointment of Mr. Cai Hong-ping as a non-executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company 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 appointment; and

(e) the appointment of Mr. Li Yong-zhao as a non-executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company be and is hereby authorized to enter into a service contract with Mr. Li Yong-zhao 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.

3. To consider and approve the resolutions in respect of the election of a new session of the Board – election of independent non-executive Directors:

(a) the appointment of Mr. Li Gang as an independent non-executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company be and is hereby authorized to enter into a service contract with Mr. Li Gang 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;

(b) the re-election of Ms. Yu Ling as an independent non-executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company 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 re-election; and

(c) the appointment of Mr. Xu Tu as an independent non-executive Director for a term of 3 years with effect from the date of approval of the appointment resolution by the Shareholders at the EGM and the Company be and is hereby authorized to enter into a service contract with Mr. Xu Tu 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.

4. To consider and approve the resolution in respect of the fixing of the remuneration of the Directors of the ninth session of the Board.

5. To consider and approve the proposed provision of asset pooling business and external guarantees by the Company and its controlled subsidiaries.

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

Shenzhen, the PRC, 7 September 2026

Notes:

(A) The record date for determining the shareholders' eligibility to attend and vote at the EGM is Tuesday, 29 September 2026. 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, 24 September 2026 to Tuesday, 29 September 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 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, 29 September 2026 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 Wednesday, 23 September 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 EGM (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 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.

(D) 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 (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 EGM (i.e. not later than 10:00 a.m. on Monday, 28 September 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 in connection with the EGM.

(F) 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).

(G) 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 Ms. Yu Ling being the independent non-executive Directors.