
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This supplemental 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 supplemental 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 supplemental circular misleading. All opinions expressed in this supplemental 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 supplemental 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 supplemental circular and the accompanying form of proxy and the reply slip 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: 1211)

Website: <http://www.byd.com.cn>

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 21 APRIL 2017 PROPOSED AUTHORISATION TO ISSUE DEBT FINANCING INSTRUMENT(S) AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company in relation to the AGM dated 21 April 2017.

The notice of the AGM, the proxy form for use at the AGM (the “Original Proxy Form”) and the relevant reply slip have been despatched by the Company on 21 April 2017 and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). The supplemental notice of the AGM adding a resolution in relation to the the authorisation to the Board to determine the proposed plan for the issuance of debt financing instrument(s) to the agenda of the AGM, is set out on pages AGM-1 to AGM-3 of this supplemental circular and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>).

A supplemental proxy form for use at the AGM (the “Supplemental Proxy Form”) is enclosed herewith and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). Whether or not you are able to attend the AGM, you are requested to complete and return the Original Proxy Form and the Supplemental Proxy Form in accordance with the instructions printed thereon and return them as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Monday, 5 June 2017, Hong Kong time) or any adjournment thereof. Completion and return of the Original Proxy Form and the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so wish.

29 April 2017

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DEFINITIONS

In this supplemental circular, unless the context requires otherwise, the following expressions have the following 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;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company which is scheduled to be held at the Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC on Tuesday, 6 June 2017 at 10:00 a.m.;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Circular”	the circular of the Company in relation to the AGM dated 21 April 2017;
“Company”	BYD Company Limited, a joint stock company incorporated in the PRC with limited liability;
“Director(s)”	the director(s) of the Company;
“H Share(s)”	ordinary overseas listed foreign invested 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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Original AGM Notice”	notice of the AGM dated 21 April 2017;
“Original Proxy Form”	the proxy form of the AGM which was despatched to the Shareholders on 21 April 2017;

DEFINITIONS

“PRC”	the People’s Republic of China, excluding, for the purpose of this supplemental circular only, Hong Kong, Macau Special Administrative Region, and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	registered holder(s) of the Shares;
“Supplemental AGM Notice”	supplemental notice of the AGM as set out on pages AGM-1 to AGM-3 of this supplemental circular;
“Supplemental Proxy Form”	supplemental proxy form of the AGM being despatched on 29 April 2017 and enclosed to this supplemental circular; and
“USD”	United States Dollars, the lawful currency of the United States of America.

LETTER FROM THE BOARD



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: 1211)

Website: <http://www.byd.com.cn>

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. Wang Zi-dong

Mr. Zou Fei

Ms. Zhang Ran

Registered Office:

LEGAL ADDRESS

1 Yan' An Road

Kuichong

Dapeng New District

Shenzhen

Guangdong Province

The PRC

**PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Unit 1712, 17th Floor

Tower 2

Grand Central Plaza

No. 138 Shatin Rural Committee Road

New Territories

Hong Kong

29 April 2017

To the Shareholders

Dear Sir and Madam,

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED 21 APRIL 2017
PROPOSED AUTHORISATION TO ISSUE DEBT FINANCING INSTRUMENT(S)
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular. The purpose of the Circular and this supplemental circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

THE AUTHORISATION TO THE BOARD TO DETERMINE THE PLAN FOR THE ISSUANCE OF DEBT FINANCING INSTRUMENT(S)

Pursuant to the relevant requirements of the Articles of Association, Mr. Wang Chuan-fu, a Shareholder holding more than 3% of the Company's Shares, submitted an extempore proposal to the Board to submit the special resolution on "Authorisation to the Board to determine the plan for the issuance of debt financing instrument(s) 《關於授權公司董事會決定發行債務融資工具的議案》" for consideration and approval by the Shareholders at the AGM. The details of the extempore proposal is set out as follows:

For the purpose of a more flexible choice in financing instruments, timely fulfillment of capital requirements, improvement in debt structure and reduction in finance costs, pursuant to the relevant laws and regulations, the Articles of Association and the actual circumstances, a proposal will be submitted at the AGM for granting a general and unconditional authorisation to the Board (or the directors authorised by the Board) to determine, within the extent of the amount of the bonds that may be issued, the matters on the issuance of domestic and overseas debt financing instruments with a principal amount of not more than RMB20 billion or equivalent in domestic and overseas bond markets, including (but not limited to) determining the actual amount to be issued, the interest rate, the term, the target of issuance and use of proceeds of the relevant debt financing instruments, the preparation, signing and disclosure of all necessary documents and the handling of all other matters in relation to the issuance of debt financing instruments under this special resolution. The relevant debt financing instruments include but are not limited to short-term debentures, super-short term debentures, medium term notes, corporate bonds, RMB bonds and foreign currency bonds in overseas market, convertible bonds which are convertible to the overseas listed H shares of the Company and other debt financing instruments in RMB or foreign currency. If convertible bonds are to be issued, the size of each tranche shall not exceed USD1.2 billion or equivalent in principal amount, and the new H shares to be converted by the holders of convertible bonds may be issued under the relevant general mandate as considered and approved at the general meeting of the Company.

Subject to Shareholders' approval at the AGM, the Board will in turn authorise the chairman and/or president of the Company and/or a Director designated by the chairman of the Company to carry out the above matters of issuance.

The validity of this proposal will commence from the date on which this special resolution is passed until the conclusion of the next annual general meeting of Company.

The Board approved the above proposal at a Board meeting held on Friday, 28 April 2017. In accordance with the relevant laws and regulations and the requirements of the Articles of Association, the Board also resolved to include the said special resolution for consideration and approval by the Shareholders at the AGM.

LETTER FROM THE BOARD

The above authorisation to the Board to determine the proposed plan for the issuance of debt financing instrument(s) is subject to Shareholders' approval at the AGM by way of a special resolution.

ANNUAL GENERAL MEETING

The AGM will be held as originally scheduled at the Company's Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the PRC on Tuesday, 6 June 2017 at 10:00 a.m..

The Original AGM Notice, the Original Proxy Form and the relevant reply slip of the AGM have been despatched by the Company on 21 April 2017 and were also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). The Supplemental AGM Notice is set out on pages AGM-1 to AGM-3 of this supplemental circular and the Supplemental Proxy Form of the AGM is also enclosed herewith.

Whether or not you are able to attend the AGM, you are requested to complete and return the Original Proxy Form and the Supplemental 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 AGM (i.e. not later than 10:00 a.m. on Monday, 5 June 2017, Hong Kong time) or any adjournment thereof. Completion and delivery of the Original Proxy Form and the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned AGM should you so wish.

The Supplemental Proxy Form is intended to be used for the supplemental resolution set out in the Supplemental AGM Notice, and will not affect the validity of the Original Proxy Form duly completed by you in respect of the resolutions set out in the Original AGM Notice. If you have already validly appointed a proxy to attend and act on your behalf at the AGM but have not completed and returned the Supplemental Proxy Form, your proxy will have the right to vote on the proposed new supplemental resolution set out in the Supplemental AGM Notice at his/her discretion.

Apart from the proposed new special resolution set out in the Supplemental AGM Notice, all matters in connection with the AGM remain the same. For details in connection with the other resolutions to be put forward at the AGM, qualification for attending, registration procedure, appointment of proxy and other related matters, please refer to the Original AGM Notice and the Circular from the Company both dated 21 April 2017.

All resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by Shareholders at the AGM, including but not limited to the new resolution proposed under this supplemental circular, 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 AGM.

Yours faithfully,
Wang Chuan-fu
Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



比亞迪股份有限公司 BYD COMPANY LIMITED

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(Stock Code: 1211)

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) of BYD Company Limited (the “**Company**”) dated 21 April 2017 and the notice (the “**Original AGM Notice**”) of an annual general meeting (the “**AGM**”) of the Company which will be held at 10:00 a.m. on Tuesday, 6 June 2017 at the Company’s Conference Room, No. 3009, BYD Road, Pingshan District, Shenzhen, the People’s Republic of China. Unless the context otherwise requires, the terms used in this supplementary notice shall have the same meaning with those in the Circular.

Pursuant to the relevant requirements of the Articles of Association, Mr. Wang Chuan-fu, a shareholder of the Company holding more than 3% of the Company’s shares, submitted an extempore proposal to the Board to submit the resolution on “Authorisation to the Board to determine the plan for the issuance of debt financing instrument(s) 《關於授權公司董事會決定發行債務融資工具的議案》” for consideration and approval by the Shareholders at the AGM.

At a meeting of the Board held on Friday, 28 April 2017, the Board passed the said resolution. In accordance with the relevant laws and regulations and the requirements of the Articles of Association, the Board also resolved to include the said resolution for consideration and approval by the Shareholders at the AGM.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Supplemental notice is hereby given that the AGM will be held as originally scheduled and will consider and, if thought fit, pass the resolution set out below in addition to the resolutions set out in the Original AGM Notice:

By way of Special Resolution:

13. To consider and approve the authorisation to the Board to determine the proposed plan for the issuance of debt financing instrument(s).

A proposal will be submitted at the AGM for granting a general and unconditional authorisation to the Board (or the directors authorised by the Board) by Shareholders to determine, within the extent of the amount of the bonds that may be issued, the matters on the issuance of domestic and overseas debt financing instruments with a principal amount of not more than RMB20 billion or equivalent in domestic and overseas bond markets, including (but not limited to) determining the actual amount to be issued, the interest rate, the term, the target of issuance and use of proceeds of the relevant debt financing instruments, the preparation, signing and disclosure of all necessary documents and the handling of all other matters in relation to the issuance of debt financing instruments under this special resolution. The relevant debt financing instruments include but not limited to short-term debentures, super-short term debentures, medium term notes, corporate bonds, RMB bonds and foreign currency bonds in overseas market, convertible bonds which are convertible to the overseas listed H shares of the Company and other debt financing instruments in RMB or foreign currency. If convertible bonds are to be issued, the size of each tranche shall not exceed USD1.2 billion or equivalent in principal amount, and the new H shares to be converted by the holders of convertible bonds may be issued under the relevant general mandate as considered and approved at the general meeting of the Company.

Subject to Shareholders' approval at the AGM, the Board will in turn authorise the chairman and/or president of the Company and/or a Director designated by the chairman of the Company to carry out the above matters of issuance.

The validity of this proposal will commence from the date on which this resolution is passed until the conclusion of the next annual general meeting of Company.

By order of the Board
Wang Chuan-fu
Chairman

Shenzhen, the PRC, 29 April 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (A) The Company has on this date issued to shareholders of the Company a supplemental proxy form in respect of the above special resolution. If you intend to appoint a proxy to attend the AGM, the enclosed supplemental proxy form must be completed in accordance with the instructions printed thereon and deposited at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at least 24 hours before the time stipulated for convening the AGM (i.e. not later than 10:00 a.m. on Monday, 5 June 2017, Hong Kong time) or any adjourned meeting thereof in order for the appointment to be valid. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (B) The supplemental proxy form is intended to be used for the supplemental resolution set out in this supplemental notice of AGM, and will not affect the validity of the proxy form duly completed by you in respect of the resolutions set out in the Original AGM Notice. If you have already validly appointed a proxy to act for you at the AGM but have not completed and returned the supplemental proxy form, your proxy will have the right to vote on the special resolution as stated in this supplemental notice of AGM at his/her discretion. Completion and return of the supplemental proxy form will not preclude you from attending, and voting at, the AGM.
- (C) Apart from the proposed new special resolution set out in this supplemental notice of AGM, all matters in connection with the AGM remain the same. For details in connection with the other resolutions to be put forward at the AGM, qualification for attending, registration procedure, appointment of proxy and other related matters, please refer to the Original AGM Notice and the Circular from the Company to the Shareholders both dated 21 April 2017.
- (D) 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 email to hkinfo@computershare.com.hk in connection with the AGM.
- (E) As at the date of this supplemental 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. Wang Zi-dong, Mr. Zou Fei and Ms. Zhang Ran being the independent non-executive directors.