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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: 1211)

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

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 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

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.

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.