

WEICHAI POWER CO., LTD.

Terms of Reference of the Environmental, Social and Governance (ESG) Committee

(Considered and approved by at the third meeting of the seventh session of the board of directors of the Company held on 27 March 2025)

Chapter 1 General Provisions

Article 1 In order to implement sustainable development principles, promote the high-quality development of Weichai Power Co., Ltd. (hereinafter referred to as the “Company”), and enhance the efficiency of environmental, social and governance (hereinafter referred to as “ESG”) initiatives and scientific decision-making, the Company has set up an ESG Committee under the board of directors (the “Board”) and formulated these Terms of Reference in accordance with laws and regulations and normative documents including the “Company Law of the People’s Republic of China”, the “Securities Law of the People's Republic of China”, the “Code of Corporate Governance for Listed Companies”, “Self-Regulatory Guidelines No. 1 for Companies Listed on the Shenzhen Stock Exchange – Standardized Operation of Companies Listed on the Main Board”, “Self-Regulatory Guidelines No. 17 for Companies Listed on the Shenzhen Stock Exchange – Sustainability Report (For Trial Implementation)”, “HKEX Environmental, Social, and Governance Reporting Guide” as well as the provisions of the “Articles of Association”.

Article 2 The ESG Committee of the Board is a dedicated body established by the Board to be primarily responsible for reporting to the Board on the Company’s ESG-related work.

Chapter 2 Composition

Article 3 The ESG committee shall consist of three to five Directors, at least two of whom shall be independent Directors.

Article 4 Members of the ESG Committee shall be nominated by the chairman of the Board, more than one-half of the independent Directors or one-third of all Directors and be elected by the Board.

Article 5 The ESG Committee shall have a chairman (convener), who shall be the Chairman of the Board.

Article 6 The term of office of the ESG Committee shall be the same as the term of the Board. A member may be re-elected upon the expiration of his/her term of office. Any member who ceases to act as a Director of the Company during the term shall lose his/her membership of the ESG Committee automatically and the vacancy shall be filled by the committee in accordance with Articles 3 to 5 above.

Article 7 The ESG Committee may establish an ESG management group which shall comprise senior management of the Company including the general manager and deputy general manager(s), and may engage external professionals for professional advice.

Chapter 3 Duties and Authorities

Article 8 The main duties and authorities of the ESG Committee are:

- (1) to formulate and oversee the implementation of the Company's ESG strategies, objectives, and plans;
- (2) to review the outcomes of the Company's ESG risk and opportunity assessments, and supervise the contingency plan and management of ESG-related risks and opportunities that have material impacts on the Company's business operations;
- (3) to review the annual ESG report of the Company and submit the same to the Board for consideration;
- (4) to review all ESG-specific policies, monitor the implementation of the Company's ESG management systems, and make recommendations to the Board accordingly.

Article 9 The ESG Committee shall be accountable to the Board. The ESG Committee shall submit proposals to the Board for consideration and decision.

Chapter 4 Procedures of Decision-making

Article 10 The management group under the ESG Committee shall make preliminary preparation for decision-making by the ESG Committee and provide information in respect of the Company:

- (1) the formulated ESG strategies, objectives and plans of the Company and explanation of the implementation status of the same;
- (2) the outcomes of the Company's ESG risk and opportunity assessments;
- (3) the annual ESG report of the Company;
- (4) all ESG-specific policies of the Company and explanation of the implementation status of the same.

Article 11 The ESG management group under the ESG Committee shall conduct preliminary review of resolutions submitted by subsidiaries and functional units before submitting to the ESG Committee for consideration.

Article 12 The ESG Committee shall hold meetings to consider ESG-related resolutions, and shall provide feedback on the outcomes of consideration to relevant departments involved in the resolutions.

Chapter 5 Rules of Procedures

Article 13 The ESG Committee shall hold meetings from time to time according to the working needs. The Company shall in principle give notice to all committee members three days before convening the meeting and shall provide relevant materials and information. If a provisional meeting is required to be held as soon as possible in case of emergency, the notice of the meeting can be given by telephone or other oral means at any time, but the convener shall make an explanation at the meeting.

The chairman of the ESG Committee or, if he is absent, another member delegated by the chairman shall chair the meetings.

Article 14 Meetings of the ESG Committee shall only be held where more than two-thirds of its members are present. Each member shall be entitled to one vote. Resolutions at any meeting shall be passed by a majority of votes of members present at the meeting. In the case of an equality of votes, the chairman shall be entitled to a casting vote.

Article 15 Meeting of the ESG Committee shall be convened on site in principle, and votes shall be taken by a show of hands or on a poll. On the premise of ensuring that all participating committee members are able to fully communicate and express their views, the meeting may be convened by video, telephone or other means in accordance with the procedures, if necessary.

Article 16 Members of the ESG management group may become observer at meetings of the ESG Committee and may invite Directors, supervisors and other management officers of the Company to be observer at such meetings if necessary.

Article 17 If necessary, intermediaries may be engaged by the ESG Committee at the expense of the Company to give professional advice on its decision-making.

Article 18 The proceedings and voting methods of a meeting of the ESG Committee and the resolutions passed at such meetings must comply with the requirements of the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 19 Minutes shall be taken on all meetings of the ESG Committee. The minutes of meetings shall be signed by each attending member and the opinions of the independent Directors shall be recorded in the minutes of the meeting. The minutes of meetings shall be kept by the secretary to the Board.

Article 20 Resolutions passed at a meeting of the ESG Committee and the voting results thereon shall be reported to the Board in writing.

Article 21 Members present at meetings and others invited to attend such meetings are obliged to keep confidential all matters discussed at the meeting and shall not disclose such information without authorisation.

Chapter 6 Supplementary Provisions

Article 22 These Terms of Reference shall take effect after consideration and approval by the Board of the Company.

Article 23 Any matter not regulated under these Terms of Reference shall be enforced under the requirements of the relevant laws and regulations of the State, the listing rules of the place where the Company's shares are listed and the Articles of Association. Where any of these Terms of Reference is in conflict with the laws and regulations which are newly promulgated by the State, the listing rules of the place where the Company's shares are listed or the Articles of Association as legally modified, the relevant laws and regulations of the State, the listing rules of the place where the Company's shares are listed and the Articles of Association shall prevail. In such case, corresponding amendments shall be made to these Terms of Reference immediately and be submitted to the Board for consideration and approval.

Article 24 These Terms of Reference shall be interpreted by the Board.

WEICHAI POWER CO., LTD.

27 March 2025

(Important notice: These Terms of Reference is published in Chinese and English version. In case of inconsistency, the Chinese version shall prevail.)