

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your overseas listed foreign shares ("H Shares") in Weichai Power Co., Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular is for information purposes only and does not constitute an invitation of offer to acquire, purchase or subscribe for the securities of Weichai Power Co., Ltd.



潍柴動力股份有限公司

WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2338)

**PROPOSED AMENDMENTS TO
CERTAIN CORPORATE GOVERNANCE POLICIES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at the Company's conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 31 October 2025 at 2:50 p.m. is set out on pages 38 to 42 of this circular. Whether or not you intend to be present at the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H-share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish. For holders of A Shares, please refer to the notice of the EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
I. Introduction	3
II. Proposed amendments to certain corporate governance policies	4
III. EGM	4
IV. Closure of register of holders of H Shares	5
V. Responsibility statement	5
VI. Recommendations	6
APPENDIX I – THE AMENDED DECISION MAKING RULES ON CONNECTED TRANSACTIONS	7
APPENDIX II – THE AMENDED MANAGEMENT MEASURES ON THE USE OF PROCEEDS	17
APPENDIX III – THE AMENDED DECISION MAKING RULES ON INVESTMENTS AND OPERATIONS	28
NOTICE OF EGM	38

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“A Share(s)”	the A Share(s), being ordinary share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the Shenzhen Stock Exchange
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Company”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability
“Decision Making Rules on Connected Transactions”	the Decision Making Rules in respect of Connected Transactions of Weichai Power Co., Ltd. (濰柴動力股份有限公司關聯交易決策制度)
“Decision Making Rules on Investments and Operations”	the Decision Making Rules in respect of Investments and Operations of Weichai Power Co., Ltd. (濰柴動力股份有限公司投資經營決策制度)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 31 October 2025, the notice of which is contained in this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the main board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Management Measures on the Use of Proceeds”	the Management Measures on the Use of Raised Proceeds of Weichai Power Co., Ltd. (濰柴動力股份有限公司募集資金使用管理辦法)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	the supplemental circular of the Company dated 16 October 2025
“%”	per cent

* For identification purposes only

If there is any inconsistency between the Chinese name of the entities mentioned in this circular and their English translation, the Chinese version shall prevail.

LETTER FROM THE BOARD



潍柴動力股份有限公司

WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

Executive Directors:

Ma Changhai (*Chairman*)
Wang Decheng (*General Manager*)
Huang Weibiao
Sun Shaojun
Yuan Hongming
Ma Xuyao

Non-executive Directors:

Zhang Liangfu
Richard Robinson Smith
Michael Martin Macht

Independent Non-executive Directors:

Jiang Yan
Chi Deqiang
Zhao Fuquan
Xu Bing
Tao Huaan

Registered office:

197, Section A
Fu Shou East Street
High Technology Industrial
Development Zone
Weifang
Shandong Province
The People's Republic of China

*Principal place of business
in Hong Kong:*

Room 2102-03
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

16 October 2025

*To: Holders of H Shares
Holders of A Shares*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO
CERTAIN CORPORATE GOVERNANCE POLICIES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with, among other things, details on the proposed amendments to certain corporate governance policies of the Company, being (i) the Decision Making Rules on Connected Transactions, (ii) the Management Measures on the Use of Proceeds, and (iii) the Decision Making Rules on Investments and Operations. This circular also contains the notice convening the EGM.

LETTER FROM THE BOARD

This circular should also be read together with the Supplemental Circular, which contains further details in respect of certain continuing connected transactions of the Company contemplated under the New Framework Agreements (as defined in the Supplemental Circular).

II. PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE POLICIES

In order to fully implement the latest requirements of the applicable laws and regulations, further improve the Company's standardised level of operations and optimise the Company's corporate governance structure, pursuant to the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Guidelines to Articles of Association of Listed Companies (《上市公司章程指引》), other relevant laws, rules and regulations, the relevant rules of the Shenzhen Stock Exchange and the Listing Rules, the Company proposes to adopt certain amendments to certain of its corporate governance policies, including (i) the Decision Making Rules on Connected Transactions, (ii) the Management Measures on the Use of Proceeds, and (iii) the Decision Making Rules on Investments and Operations. For further information on the proposed amendments to the above corporate governance policies, please refer to the various announcements of the Company on the same dated 29 August 2025 which are published on the Shenzhen Stock Exchange.

The adoption of the amendments to (i) the Decision Making Rules on Connected Transactions, (ii) the Management Measures on the Use of Proceeds, and (iii) the Decision Making Rules on Investments and Operations will be proposed at the EGM for the Shareholders' approval by way of ordinary resolutions.

Full texts of the amended Decision Making Rules on Connected Transactions, the amended Management Measures on the Use of Proceeds and the amended Decision Making Rules on Investments and Operations are set out in Appendices I to III to this circular, respectively. Since the Company is a PRC incorporated company and the official Decision Making Rules on Connected Transactions, Management Measures on the Use of Proceeds, and Decision Making Rules on Investments and Operations are in the Chinese language, full texts of the amended versions contained in the English version of this circular are an unofficial English language translation (the “**English Translation**”) of the official versions in the Chinese language (the “**Official Versions**”), which are set out in the Chinese language version of this circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Versions, the Official Versions shall prevail.

III. EGM

The EGM will be held at the Company's conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Friday, 31 October 2025 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the EGM set out in pages 38 to 42 of this circular.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, other than in respect of the transactions contemplated under the New Framework Agreements as disclosed in the Supplemental Circular, no Shareholder has a material interest in any of the resolutions proposed at the EGM. Therefore, other than Weichai Holdings (which held 1,422,550,620 Shares representing approximately 16.33% of the issued Shares of the Company as at the Latest Practicable Date) and its associates who will abstain in respect of the transactions contemplated under the New Framework Agreements as disclosed in the Supplemental Circular, no Shareholder is required to abstain from voting at the EGM in respect of the relevant resolutions.

It is a requirement of the Listing Rules that the voting at the EGM must be taken by poll.

The form of proxy for use at the EGM is enclosed with this circular. Holders of A Shares may use the forms of proxy published by the Company on the website of the Shenzhen Stock Exchange instead. Whether or not you intend to be present at such meeting, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

IV. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 27 October 2025 to 31 October 2025, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, all transfer documents of H Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 October 2025.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 herein or this circular misleading.

LETTER FROM THE BOARD

VI. RECOMMENDATIONS

Please refer to the Supplemental Circular for further details of the continuing connected transactions contemplated under the New Framework Agreements as disclosed in the Supplemental Circular, and the Board's recommendation in respect of the resolutions related thereto at the forthcoming EGM.

The Board considers that the other resolutions to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions which will be proposed at the EGM.

Yours faithfully,
For and on behalf of
the Board of Directors
Ma Changhai
Chairman

* *For identification purposes only*

Decision-making Rules in respect of
Connected Transactions of Weichai Power Co., Ltd.

Table of Contents

Chapter 1	General Provisions	8
Chapter 2	Connected Persons and Connected Relationship	8
Chapter 3	Connected Transactions	9
Chapter 4	Decision-making Procedures in respect of Connected Transactions	11
Chapter 5	Disclosure of Information in respect of Connected Transactions	13
Chapter 6	Supplementary Provisions	15

Chapter 1 General Provisions

Article 1 In order to further regulate connected transactions, ensure the fairness of connected transactions, and effectively protect the interests of investors, these Rules have been formulated in accordance with laws, regulations and regulatory documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Listing Rules of the Shenzhen Stock Exchange (the "**SZSE Listing Rules**"), the Articles of Association of Weichai Power Co., Ltd. (the "**Articles of Association**"), and taking into account the actual situation of Weichai Power Co., Ltd. (the "**Company**").

Chapter 2 Connected Persons and Connected Relationship

Article 2 Connected persons of the Company shall include connected legal persons (or other organisations) and connected natural persons.

Article 3 A legal person or any other organisation shall be regarded as a connected legal person (or other organisation) of the Company, if it meets any of the following conditions:

- (1) a legal person (or other organisation) that controls the Company directly or indirectly;
- (2) a legal person (or other organisation), other than the Company and its controlling subsidiaries, under the direct or indirect control of the legal person (or other organisation) described in the preceding paragraph;
- (3) a legal person (or other organisation), other than the Company and its controlling subsidiaries, that is under the direct or indirect control of the connected natural person listed in Article 4 of these Rules, or in which the aforementioned connected natural person acts as a director (except an independent director serving on both parties) or a member of the senior management;
- (4) a legal person (or other organisation) that holds more than 5% of the Company's shares, and its concert parties;
- (5) any other legal person (or other organisation) regarded by the China Securities Regulatory Commission (the "**CSRC**"), the Shenzhen Stock Exchange (the "**SZSE**") or the Company, in accordance with the principle of "substance over form", as having special relationships with the Company which may cause or has already caused the Company to give them preferential treatment.

Article 4 A connected natural person of the Company refers to:

- (1) any natural person who directly or indirectly holds more than 5% of the Company's shares;
- (2) any director and member of the senior management of the Company;

- (3) any director, supervisor and member of the senior management of the legal person listed in paragraph 1 of Article 3 of these Rules;
- (4) any of the close family members of the person referred to in paragraphs (1) and (2) of this Article, including their spouses, parents, parents-in-law, siblings and their spouses, and children who are at least 18 years old and their spouses, siblings of such spouses, and parents of such children's spouses;
- (5) any other natural person regarded by the CSRC, the SZSE or the Company in accordance with the principle of "substance over form" as having special relationships with the Company which may cause or has already caused the Company to give them preferential treatment.

Article 5 Any legal person (or other organisation) or natural person that, within the past 12 months or pursuant to relevant agreements or arrangements, would within the next 12 months, meets any of the circumstances set forth in Article 3 or Article 4 of these Rules shall be deemed connected persons of the Company.

Article 6 Connected relationships mainly refer to the ways or channels through which the decision-making over the finances and operations of the Company may be directly or indirectly controlled or materially affected, and mainly include equity relationship, interpersonal relationship, management relationship and relationship with commercial interests between the connected persons and the Company.

Article 7 Decisions in connection with connected relationships should take into account the specific ways or channels and the extent to which the connected relationship may control or influence the Company.

Chapter 3 Connected Transactions

Article 8 Connected transactions refer to the transfer of resources or obligations between the Company or its controlling subsidiaries and connected persons of the Company, including but not limited to the following:

- (1) purchase or sale of assets;
- (2) external investment (including entrusted wealth management, and investment in subsidiaries etc.);
- (3) provision of financial assistance (including entrusted loans);
- (4) provision of guarantees (including guarantees for controlled subsidiaries, etc.);
- (5) leasing in or leasing out of assets;
- (6) entrusting or being entrusted with the management of assets and businesses;

- (7) giving or receiving assets as gifts;
- (8) restructuring creditors' claims or debts;
- (9) transferring or acquiring research and development projects;
- (10) signing licensing agreements;
- (11) waiver of rights (including waiver of right of first refusal, pre-emptive right to subscribe for capital contributions, etc.);
- (12) purchase of raw materials, fuel, and power;
- (13) sale of products and goods;
- (14) providing or receiving services;
- (15) designated or entrusted sales arrangements;
- (16) deposit and loan transactions;
- (17) joint investments with connected persons;
- (18) other matters that may give rise to a transfer of resources or obligations by agreement;
- (19) any other matters regarded as connected transactions by the SZSE.

Article 9 Connected transactions of the Company must be conducted in accordance with the following principles:

- (1) the principle of good faith;
- (2) if connected persons have voting rights, it must abstain from voting at the general meetings of the Company, except under special circumstances;
- (3) a director who has an interest in the connected person of connected transactions must abstain from voting on the resolution(s) in relation to the relevant connected transaction at the board meeting;
- (4) the board of directors shall objectively evaluate whether the relevant connected transaction is in the interest of the Company, when necessary, independent financial advisors or professional appraisal institutions may be engaged to provide opinions.

Article 10 Connected transactions shall adhere to the market principle and the principles of justice, fairness and openness. In principle, the prices or charges of connected transactions shall not deviate from the standards applicable to independent third parties in the market. For connected transactions where it is difficult to compare market prices or where pricing is subjected to restrictions, the standards of the relevant costs and profits shall be clearly specified in the contracts.

Chapter 4 Decision-making Procedures in respect of Connected Transactions

Article 11 When connected transactions are considered at board meetings, connected directors shall abstain from voting on the resolutions relating to connected transactions and shall not act as proxies for other directors in exercising their voting rights on such resolutions. Their voting rights shall not be counted in the total number of voting rights. A board meeting may be held if more than half of the directors, who are not connected directors (the “**Non-connected Directors**”), are present. The resolution(s) in relation to connected transactions must be passed by more than half of the Non-connected Directors present at the board meeting. If fewer than three Non-connected Directors are present, the Company shall submit the connected transaction to the general meeting for consideration.

A “connected director” referred to in the preceding paragraph, includes any director who meets any of the following conditions:

- (1) being a counterparty in connected transactions;
- (2) holding office in a counterparty to connected transactions, or holding office in a legal person (or other organisation) that directly or indirectly controls the counterparty to connected transactions, or holding office in a legal person (or other organisation) that is under the direct or indirect control of a counterparty to connected transactions;
- (3) having direct or indirect control over a counterparty to connected transactions;
- (4) being a close family member of a counterparty to connected transactions or its direct or indirect controller (see paragraph (4) of Article 4 of these Rules for the specific scope);
- (5) being a close family member of a director, supervisor and a member of the senior management of a counterparty to connected transactions or its direct or indirect controller (see paragraph (4) of Article 4 of these Rules for the specific scope);
- (6) any director whose independent business judgment may be affected for other reasons, as decided by the CSRC, the SZSE or the Company.

Article 12 When connected transactions are considered at the general meeting, a connected shareholder shall abstain from voting and shall not vote on behalf of other shareholders.

A “connected shareholder” as referred to in the preceding paragraphs, includes any shareholders who meets any of the following conditions:

- (1) being a counterparty in connected transactions;
- (2) having direct or indirect control over a counterparty to connected transactions;
- (3) being directly or indirectly controlled by a counterparty to connected transactions;
- (4) being directly or indirectly controlled by the same legal person (or other organisation) or natural person as a counterparty to connected transactions;
- (5) holding an office in a counterparty to connected transactions, or in a legal person (or other organisation) that directly or indirectly controls a counterparty to connected transactions, or that is directly or indirectly controlled by a counterparty to connected transactions (applicable where the shareholder is a natural person);
- (6) being a close family member of a counterparty to connected transactions and its directly or indirectly controlling persons;
- (7) whose voting rights are restricted or affected due to an equity transfer agreement or other agreements with a counterparty to connected transactions or its connected person that has not yet been fully performed;
- (8) being a director who is regarded by the CSRC or the SZSE as having any quality that may cause the Company to give them preferential treatment.

Article 13 Unless otherwise provided in these Rules, connected transactions between the Company and connected persons that meet any of the following thresholds shall be subject to review by the board of directors after obtaining the approval of more than half of all independent directors, and shall be promptly disclosed:

- (1) a transaction with a connected natural person where the transaction amount exceeds RMB300,000;
- (2) connected transactions with a connected legal person (or other organisation) where the transaction amount exceeds RMB3 million and accounts for more than 0.5% of the absolute value of the Company’s latest audited net assets.

The Company shall not provide loans to directors or members of the senior management directly or through its subsidiaries.

Article 14 Unless otherwise provided in these Rules, connected transactions between the Company and connected persons where the transaction amount exceeds RMB30 million and accounts for more than 5% of the absolute value of the Company’s latest audited net assets, shall be promptly disclosed and submitted to the general meeting for consideration, and an audit report or valuation report shall also be disclosed in accordance with the SZSE Listing Rules (unless otherwise provided in the SZSE Listing Rules).

Article 15 A connected transaction below the thresholds specified in Articles 13 and 14 of these Rules shall be handled in accordance with the Company's relevant internal decision-making management procedures.

Article 16 Where the Company provides a guarantee to connected persons, it must be approved by more than half of all Non-connected Directors and be approved by more than two-thirds of the Non-connected Directors present at the board meeting by way of a board resolution, and shall be submitted to the general meeting for consideration and approval. Where the Company provides a guarantee to a controlling shareholder, de facto controller, and their connected persons, a counter-guarantee must be provided by the controlling shareholder, de facto controller, and their connected persons.

Where the Company provides a guarantee to a shareholder holding less than 5% of the Company's shares, the provisions of the preceding paragraph shall apply, and the relevant shareholder shall abstain from voting at the general meeting.

Chapter 5 Disclosure of Information in respect of Connected Transactions

Article 17 When connected transactions conducted by the Company involves "acquisition or disposal of assets" as stipulated in the SZSE Listing Rules, the transaction amount shall be calculated based on the higher of the total asset value or the transaction amount, and transactions of the same nature in the last twelve consecutive months shall be aggregated in the calculation. If the aggregated amount meets the specifications listed in Article 13 and Article 14 of these Rules, the provisions under Article 13 and Article 14 hereof shall apply.

Article 18 In accordance with the principle of aggregation, provisions under Article 13 and Article 14 of these Rules shall apply to the following connected transactions entered within the last 12 consecutive months:

- (1) transactions with the same connected person;
- (2) transactions with different connected persons in relation to the same subject matter.

The "same connected person" referred to in the preceding paragraph includes an entity that is under the common control with the connected person, or have mutual equity control relationships with each other.

If the relevant obligations have been fulfilled in accordance with the provisions under Article 13 and Article 14 of these Rules, such transactions shall not be included in the relevant scope of aggregation.

Article 19 Connected transactions disclosed by the Company but that have not undergone the review procedures of the general meeting shall still be aggregated in calculating and determining the relevant review procedures.

If, in accordance with the principle of aggregation over a consecutive 12- month period, a connected transaction meets the disclosure threshold, the Company is only required to disclose the said connected transaction in accordance with the relevant standard of disclosure, and briefly explain in the announcement any previously aggregated connected transactions that did not meet the disclosure threshold.

If, in accordance with the principle of aggregation over a consecutive 12-month period, a connected transaction is required to be submitted to the general meeting for consideration and approval, the Company is only required to submit the said connected transaction to the general meeting for consideration, and briefly explain in the announcement any previously aggregated connected transactions that have not been submitted to the general meeting for consideration and approval.

Article 20 For connected transactions in the ordinary course of business between the Company and connected persons as set out in the SZSE Listing Rules, the Company shall make disclosure promptly and conduct the corresponding review procedures in accordance with the standards set forth below, by applying the provisions of Articles 13 and 14 of these Rules:

- (1) For the first occurrence of a connected transaction in the ordinary course of business, the Company shall conduct the review procedures and make prompt disclosure, with regards to the transaction amount specified in the agreement; where the transaction amount is not specified in the agreement, the transaction shall be submitted to the general meeting for consideration.
- (2) If there is a material change to material terms of the agreement in the course of implementation, or if the agreement is to be renewed upon expiration, the Company shall conduct the review procedures and make prompt disclosure with regards to the transaction amount as specified in the newly revised or renewed agreement.
- (3) For connected transactions that are routinely entered into and in large numbers each year in the ordinary course of business, if the Company is unable to submit each newly signed agreement to the board of directors or the general meeting for consideration and approval in accordance with paragraph (1) of this Article, because such connected transactions are frequently entered into in the ordinary course of business, the Company shall reasonably estimate the annual transaction amount of such connected transactions categorically, conduct the review procedures and make prompt disclosures. If the actual transaction amount exceeds the estimated transaction amount, the Company shall promptly conduct a review procedure and make a disclosure with regard to the excess transaction amount.

Article 21 Where the Company and connected persons enter into an agreement for a connected transaction in the ordinary course of business for a term of more than 3 years, the Company shall re-comply with the review procedures and disclosure obligations every three years.

Article 22 An agreement in respect of a connected transaction in the ordinary course of business shall, in the least, include main terms such as the consideration of the transaction, the pricing policy and the basis of pricing, the transaction volume or its method of determination, the payment method, etc.

Where an agreement does not specify the consideration of the transaction but only referenced market price, the Company shall, when fulfilling its disclosure obligations in accordance with the relevant regulations, disclose the actual consideration of the transaction, the market price and its method of determination, and the reasons for any differences between the two prices.

Article 23 If, as a result of public tenders or public auctions etc., the Company enters into a connected transaction with connected persons, the Company may apply to the SZSE for an exemption from the relevant review procedures for connected transactions, but the Company must still fulfil its disclosure obligations, and comply with the relevant review procedures for the connected transactions in accordance with the provisions of the SZSE Listing Rules.

Article 24 When the Company enters into any of the following connected transactions with connected persons, the Company may be exempted from performing relevant obligations in accordance with the provisions of this Chapter, but if it falls under the circumstances where the disclosure obligations and review procedures is required as stipulated by the SZSE Listing Rules, the relevant obligations shall still be fulfilled:

- (1) either party subscribes in cash for the shares and their derivatives, company bonds or corporate bonds, except where the pre-determined offerees include connected persons;
- (2) either party, as a member of the underwriters, underwrites the shares and their derivatives, company bonds or corporate bonds publicly issued by the other party;
- (3) either party receives dividend, bonus dividend or remuneration in accordance with the resolution of the general meeting of the other party;
- (4) where the Company provides products and services to a connected natural person specified in items (2) to (4) of Article 4 of these Rules, on terms no less favourable than those offered to non-connected persons;
- (5) any other circumstances identified by the SZSE.

Article 25 Connected transactions conducted by subsidiaries controlled by the Company or in which the Company holds more than 50% of the shares, shall be regarded as acts of the Company, and the disclosure thresholds set forth in this Chapter shall apply; the Company shall fulfil its disclosure obligations under this Chapter for connected transactions entered into by a joint venture company of the Company, which may have a material impact on the trading price of the Company's shares or their derivatives.

Chapter 6 Supplementary Provisions

Article 26 Given that the Company is also listed on The Stock Exchange of Hong Kong Limited (the "HKSE"), connected transactions shall also be conducted in accordance with the requirements of the HKSE and/or its Rules Governing the Listing of Securities. Where there is any difference in provisions, requirements and standards in respect of connected transactions

under domestic and overseas laws, regulations and rules of stock exchanges, the Company shall comply with the strictest provisions, requirements and standards.

Article 27 Matters not covered herein shall be handled in accordance with the applicable laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Company's Articles of Association, taking into account the actual circumstances of the Company. In the event of any conflict between these Rules and any newly promulgated laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Company's Articles of Association, the provisions of such laws, administrative regulations, regulatory documents, securities regulatory rules, and the Company's Articles of Association shall prevail.

Article 28 These Rules shall be effective as of the date of approval by the Company's general meeting. The same applies to any amendments hereto.

Article 29 These Rules shall be interpreted by the board of directors of the Company.

Weichai Power Co., Ltd.

29 August 2025

Management Measures in respect of the Use of
Proceeds of Weichai Power Co., Ltd.

Table of Contents

Chapter 1	General Provisions	18
Chapter 2	Deposit of Proceeds	18
Chapter 3	Use of Proceeds	20
Chapter 4	Change in the Use of Proceeds	24
Chapter 5	Management and Supervision of the Use of Proceeds	25
Chapter 6	Supplementary Provisions	27

Chapter 1 General Provisions

Article 1 In order to standardise the use and management of the proceeds raised by Weichai Power Co., Ltd. (the “**Company**”) and protect the interests of investors, these management measures (the “**Measures**”) have been formulated in accordance with relevant regulations including the Securities Law of the People’s Republic of China, the Company Law of the People’s Republic of China, Regulatory Rules on the Use of Proceeds by Listed Companies, Self-Regulatory Guideline No. 1 for Listed Companies of the Shenzhen Stock Exchange: Standard Operations of Main Board Companies and the Articles of Association of Weichai Power Co., Ltd. (the “**Articles of Association**”), taking into full account the actual circumstances of the Company.

Article 2 For the purpose of these Measures, the proceeds shall refer to the proceeds raised from investors by the Company through the issuance of shares or other equity-based securities for specific purposes but shall not include the proceeds raised by the Company for implementing equity incentive plans.

For the purpose of these Measures, the excess proceeds refer to the portion of the actual net proceeds exceeding the amount of the proceeds planned to be raised.

Article 3 The proceeds raised shall be used exclusively for their specified purposes. The use of proceeds raised by the Company shall comply with national industrial policies and relevant laws and regulations, adhere to the concept of sustainable development, and fulfill social responsibilities. In principle, such proceeds should be used for the Company’s principal business and should contribute to enhancing the Company’s competitiveness and innovation capabilities.

Article 4 If the investment project funded by the proceeds (the “**Investment Project**”) is implemented through the Company’s subsidiaries or other enterprises controlled by the Company, such subsidiaries or such other enterprises controlled by the Company shall comply with the Measures.

Article 5 If the Company suffers any loss (including financial and reputational loss) due to the use of the raised capital in violation of national laws and regulations, the Articles of Association, and provisions under these Measures, the responsible person shall be penalised depending on the actual circumstances, and shall assume civil liability for compensation in accordance with the relevant laws.

Chapter 2 Deposit of Proceeds

Article 6 The Company shall prudently select a commercial bank and open a specified account for the proceeds (the “**Specified Account**”). The proceeds raised by the Company shall be deposited into the Specified Account for central management as approved by the board of directors, and the Specified Account shall not be used for the deposit of funds other than the proceeds or for other purposes. If the Company has undertaken two or more fund-raising activities, it shall establish separate Specified Accounts for the proceeds. The excess proceeds shall also be deposited into the Specified Account for management.

Article 7 The Company shall, no later than 1 month after receipt of the proceeds, enter into a tripartite regulatory agreement (the “**Tripartite Agreement**”) with the sponsor or the independent financial advisor, and the commercial bank where the proceeds are deposited (the “**Commercial Bank**”). The Company may only use the proceeds after the Tripartite Agreement has been executed. The Tripartite Agreement shall include at least the following terms:

- (1) The Company shall deposit all the proceeds into the Specified Account;
- (2) The account number of the Specified Account, the Investment Project associated with the Specified Account, and the amount deposited;
- (3) If the Company withdraws an amount exceeding RMB50 million or 20% of the net proceeds from the Specified Account in a single transaction or cumulatively within 12 months, the Company and the Commercial Bank shall promptly notify the sponsor or the independent financial advisor;
- (4) The Commercial Bank shall provide the Company with a monthly account statement, and send a copy to the sponsor or the independent financial advisor;
- (5) The sponsor or the independent financial advisor may inquire information on the Specified Account at the Commercial Bank at any time;
- (6) The supervisory responsibilities of the sponsor or the independent financial advisor, the notification and cooperation responsibilities of the Commercial Bank, and the methods by which the sponsor or the independent financial advisor and the Commercial Bank supervise the use of proceeds of the Company;
- (7) The rights, obligations and liabilities for breach of contract of the Company, the Commercial Bank, the sponsor or the independent financial advisor;
- (8) If the Commercial Bank fails, on three occasions, to in a timely manner provide an account statement to the sponsor or independent financial advisor or to notify them of large withdrawals from the Specified Account, or to cooperate with the sponsor or independent financial advisor in inquiry or investigating into the information of the Specified Account, the Company may terminate the Tripartite Agreement and cancel the Specified Account.

Upon signing of such Tripartite Agreement, the Company shall promptly publish an announcement on the principal terms of such Tripartite Agreement.

If the Investment Project is implemented by the Company through its controlling subsidiaries, the Tripartite Agreement shall be entered into by the Company, its controlling subsidiaries that will implement such a project, the Commercial Bank, and the sponsor or the independent financial advisor; and the Company and its controlling subsidiaries shall be deemed as a single party.

In the event of an early termination of the Tripartite Agreement before its expiration, the Company shall enter into a new agreement with the relevant parties within one month from the date of termination of such Tripartite Agreement and promptly publish an announcement.

Chapter 3 Use of Proceeds

Article 8 The Company shall use the proceeds in accordance with the purposes specified in the offering application documents. The Company shall promptly make an announcement if any circumstances arise that severely affect the normal implementation of the Investment Project.

Article 9 In principle, the proceeds of the Company shall be used for its principal business and shall not be used for high-risk investments including securities investment and derivatives trading, or to provide financial assistance to other parties, or direct or indirect investments in companies whose principal activity is the trading of marketable securities.

Article 10 The Company shall not use the proceeds for pledges, entrusted loans, or other investments that would change the intended use of the proceeds.

Article 11 The Company shall ensure the authenticity and fairness of the use of proceeds, prevent the proceeds from being occupied or misappropriated by related parties such as controlling shareholders and de facto controllers, and take effective measures to prevent related parties from using the Investment Project to obtain illegitimate benefits.

Where the Company identifies that a controlling shareholder, de facto controller, or other connected persons has misappropriated the proceeds, it shall promptly demand the misappropriating party to return such proceeds, and disclose the reasons for the misappropriation, its impact on the Company, the rectification plan, and the progress of rectification. The board of directors shall pursue legal liabilities of the relevant parties in accordance with the laws.

Article 12 If the Investment Project is anticipated to be unable to be completed within the originally scheduled period and the Company intends to extend the timeline, it shall promptly obtain an approval by way of a resolution of the board of directors and obtain an explicit opinion from the sponsor or independent financial advisor. The Company shall promptly disclose the specific reasons for the failure to complete on schedule, explain the current deposit and on-account status of the proceeds, whether there are any circumstances affecting the normal progress of use of the proceeds, the expected completion time and phased investment plan, and the measures to ensure completion by the extended deadline.

Article 13 When the proceeds are used by the Company for the following matters, it shall be subject to the consideration and approval of by the board of directors, and the Company shall promptly disclose after the sponsor or the independent financial advisor having issued a clear opinion:

- (1) replacing the Company's self-raised funds that were previously injected into the Investment Project;
- (2) using temporarily idle proceeds for cash management;
- (3) using temporarily idle proceeds for provisional replenishment of working capital;

- (4) changing the use of proceeds;
- (5) changing the implementation location of the Investment Projects;
- (6) using the surplus proceeds;
- (7) using the excess proceeds for ongoing and new projects, or the repurchase of the Company's shares and their subsequent cancellation in accordance with the laws.

If the Company changes the use of proceeds and uses the excess proceeds, or utilizes residual proceeds, in an amount that meets the threshold for the approval by the general meeting, such matters shall also be submitted to the general meeting for approval.

If the relevant matters involve connected transactions, asset acquisitions, external investments, or other similar activities, the Company shall also undergo the review procedures and comply with disclosure obligations in accordance with regulations such as the requirements under the Listing Rules of Shenzhen Stock Exchange (the "SZSE Listing Rules").

Article 14 The Company shall re-evaluate the feasibility and expected returns of the Investment Project and decide whether to proceed with its implementation, if any of the following circumstances arise in relation to such a project:

- (1) the market environment in relation to the Investment Project has materially changed;
- (2) the Investment Project has been put on hold for more than 1 year after the receipt of the proceeds;
- (3) the completion period of the Investment Project has been exceeded and the amount of invested proceeds has not reached 50% of the amount as set out in the relevant project;
- (4) other abnormal circumstances arise in relation to the Investment Project.

If any of the circumstances in the preceding paragraph occur, the Company shall make prompt disclosure. The Company shall disclose in its most recent periodic report the progress of the project, the reasons for any abnormalities, and the specific details of any re-evaluation conducted during the reporting period. If it is necessary to adjust the fundraised proceeds investment plan, the Company shall also disclose the adjusted fundraised proceeds investment plan.

Article 15 If, after the completion of a single or all Investment Project(s), the surplus proceeds (including interest income) are less than 10% of the net proceeds for such project(s), the Company shall follow the relevant procedures as set out under Clause 1 of Article 13 these Measures when using the said surplus proceeds.

If the surplus proceeds (including interest income) accounts for 10% or more of the net proceeds of such project(s), the Company's use of such surplus proceeds is subject to the consideration and approval by the general meeting.

If the surplus proceeds (including interest income) are less than RMB5 million or 1% of the net proceeds of such project(s), the Company is exempted from the above-mentioned procedures, and the use of the said surplus proceeds shall be disclosed in the annual report.

Article 16 If the Company uses the proceeds to replace the self-raised funds that were previously invested in the Investment Project, such replacement shall be considered and approved by the Company's board of directors, a clear opinion should be issued by the sponsor, and the Company shall promptly disclose such information. In principle, the replacement shall be conducted within 6 months after the proceeds are deposited into the Specified Account.

During the implementation of the Investment Project, in principle, payments shall be made directly using the proceeds. If it is difficult to make direct payments with the proceeds for matters such as payrolls or purchase of overseas products and equipment, replacement may be conducted within 6 months after payment has been made with self-raised funds.

If, in the offering application documents, the Company has already disclosed its intention to use the proceeds to replace the self-raised funds that was previously injected and the said previously injected amount has been determined, it shall publish an announcement before such replacement is carried out.

Article 17 The Company may use the temporarily idle proceeds for cash management purposes. Cash management shall be carried out through the Specified Account or a specially designated settlement account for publicly disclosed financial products. If cash management is carried out through a specially designated settlement account for publicly disclosed financial products, the account shall not be used to maintain any funds other than the proceeds. The carrying out of cash management shall not affect the normal implementation of the fundraising investment plan. The Company shall promptly make an announcement regarding the opening or closing of any specially designated settlement accounts for publicly disclosed financial products.

Cash management products shall satisfy the following conditions:

- (1) being capital-guaranteed products with high safety, such as structured deposits or large-denomination certificates of deposit, and shall not be non-capital-guaranteed products;
- (2) possessing high liquidity, and the product term shall not exceed 12 months;
- (3) cash management products shall not be pledged.

If the Company uses temporarily idle proceeds for cash management, it shall promptly make an announcement after the board meeting.

If there are significant risk events such as deterioration in the financial condition of the issuer of the cash management products or the risk of loss in the invested products, the Company shall promptly make an announcement on risk warning and explain the risk control measures taken to ensure the safety of the funds.

Article 18 If the Company uses idle proceeds for provisional replenishment of working capital, such uses shall be carried out through the Specified Account and shall be limited to production and business activities related to the principal business, and shall comply with the following requirements:

- (1) the use of proceeds shall not effectively change its intended use or affect the normal progress of the fundraising investment plan;
- (2) the proceeds previously used for provisional replenishment of working capital shall have been repaid;
- (3) the duration of each provisional replenishment of working capital shall not exceed 12 months;
- (4) The idle proceeds shall not be directly or indirectly used for high-risk investments including securities investment and derivatives trading.

If the Company uses idle proceeds for provisional replenishment of working capital, it shall promptly make an announcement after the approval by the board of directors.

Prior to the maturity date for the replenishment of working capital, the Company shall return such proceeds to the Specified Account and promptly publish an announcement after full repayment. If the Company anticipates that it will be unable to return such proceeds to the Specified Account on time, it shall follow the approval procedures as required in the preceding paragraph before the maturity date and make a prompt announcement. The announcement shall include information such as the whereabouts of the proceeds, the reasons for inability to return such proceeds, and the reasons and duration for continuing to use the proceeds to replenish working capital.

Article 19 Prior to the completion of all the Investment Projects, if surplus proceeds arise due to the termination of such project(s), the Company may use a portion of such proceeds for permanent replenishment of working capital, subject to the following conditions:

- (1) the proceeds have been in place for more than 1 year;
- (2) the implementation of other Investment Projects is not affected;
- (3) the approval procedures and the information disclosure obligations for changing the use of proceeds are followed.

Article 20 The Company shall prudently formulate a utilisation plan for the excess proceeds based on its development strategy and actual production and operational needs. The excess proceeds shall be used in projects under development and new projects, or for repurchasing and cancelling of the Company's shares in accordance with the laws. The Company shall specify a detailed utilisation plan for the excess proceeds, no later than the completion of the Investment Projects within the same batch and shall apply such proceeds in accordance with such a plan.

Where the Company uses the excess proceeds to invest in projects under development and new projects, it shall fully disclose information such as the project development plan, the necessity and rationale for the investment, the investment period and the rate of return. If the projects involve matters such as connected transactions, asset acquisitions, or external investments, the Company shall also follow the review procedures and information disclosure obligations in accordance with Chapter 6 of the SZSE Listing Rules and other relevant regulations.

If it is necessary to use temporarily idle excess proceeds for cash management or provisional replenishment of working capital, the Company shall explain the necessity and rationale. When the Company uses temporarily idle excess proceeds for cash management or provisional replenishment of working capital, matters such as the amount and duration of such use shall be considered and approved by the board of directors, the sponsor shall provide a clear opinion, and the Company shall promptly disclose relevant information.

The Company shall explain the use of excess proceeds and the utilisation plan for the following year in its annual special report on the deposit, management, and use of the proceeds.

Article 21 After the approval by the board of directors or the general meeting, the Company shall use the excess proceeds based on its actual production and operational needs and in the following order of priority:

- (1) making up for any funding shortfall in the Investment Projects;
- (2) provisional replenishment of working capital;
- (3) cash management.

Chapter 4 Change in the Use of Proceeds

Article 22 It shall be deemed a change in the use of proceeds if any of the following circumstances exist:

- (1) cancellation or termination of the original Investment Projects and implementation of new projects or permanent replenishment of working capital;
- (2) change of the implementing entity of the Investment Projects (except for changes between the Company and its wholly-owned subsidiaries);
- (3) change of the way of implementation of the Investment Project;

- (4) other circumstances recognised as a change in the use of proceeds by the China Securities Regulatory Commission and the Shenzhen Stock Exchange (the “SZSE”).

If the Company is subject to the circumstances specified in item (1) of the preceding paragraph, the sponsor shall specifically explain the main reasons for the changes in the Investment Projects and the rationale of their previous opinions, with reference to the previously disclosed documents related to the proceeds.

If the Company uses the proceeds for cash management or provisional replenishment of working capital, or uses the excess proceeds, beyond the amount, duration, or purpose approved by the board of directors or the general meeting, such use shall be deemed an unauthorised change in the use of proceeds.

Article 23 The board of directors of the Company shall select new Investment Projects in a scientific and prudent manner, conduct a feasibility analysis of the new investment projects to ensure that such projects have good market prospects and profitability, are effective in avoiding investment risks and enhancing efficiency in the use of proceeds.

Article 24 If the Company changes the implementation of the Investment Project to adopt a joint venture model, it shall prudently consider the necessity of joint venture, based on a thorough understanding of the basic circumstances of the joint venture partners, and it shall maintain a controlling interest of the joint venture to ensure an effective control over the Investment Project.

Article 25 If the Company changes the use of proceeds to acquire assets (including equity) from its controlling shareholder or de facto controller, it shall ensure effective measures are in place, after the completion of the acquisition, to avoid competition in the same industry and reduce connected transactions.

Article 26 If the Company changes the implementation location of the Investment Project, it shall promptly make an announcement after approval by the board of directors, explaining the details and reasons for the change, the impact on the Investment Project, and the opinion issued by the sponsor or the independent financial advisor.

Chapter 5 Management and Supervision of the Use of Proceeds

Article 27 The secretary of the board shall lead the auditing of information disclosure documents regarding the use of proceeds, which shall be jointly reviewed and signed by the financial management department, the audit department, and other relevant departments.

Article 28 The Company’s financial management department shall set up a ledger account for the use of proceeds, recording details of the expenditure of the proceeds, and the use of proceeds in the Investment Project.

The Company's internal audit department shall inspect the deposit, management, and use of the proceeds at least once every quarter and promptly report the inspection findings to the audit committee.

The audit committee shall promptly report to the board of directors if it is of the opinion that there are violations or significant risks in the management of the proceeds, or if the internal audit department fails to submit the inspection report as required in the preceding paragraph. The board of directors shall promptly report the same to the SZSE and make a public announcement, upon receiving the said report from the audit committee.

Article 29 The board of directors of the Company shall continuously monitor the deposit, management, and use of the proceeds, conduct a comprehensive review of the progress of the Investment Project semi-annually, issue semi-annual and annual special reports on the deposit, management, and use of the proceeds, and engage an accounting firm to issue an attestation report on the deposit, management and use of the proceeds for the year. The Company shall disclose the attestation report issued by the accounting firm and its periodic report through qualified media.

If there is a discrepancy between the actual investment progress of the Investment Project and the investment plan, the Company shall explain the specific reasons. If there is a discrepancy of more than 30% between the actual annual amount of proceeds used in the Investment Project and the planned annual amount of proceeds as the most recently disclosed, the Company shall adjust the investment plan and disclose relevant information such as the most recently disclosed annual investment plan for the proceeds, the current actual investment progress, the annual adjusted expected investment plan, and the reasons for changes in the investment plan, in the special report and periodic report on the deposit, management, and use of the proceeds.

The accounting firm shall reasonably attest and conclude as to whether the special report has been prepared by the board of directors in accordance with the relevant regulations of the SZSE and whether it accurately reflects the annual deposit and the use of proceeds.

If the conclusion of the accounting firm is a "qualified opinion", "adverse opinion", or "disclaimer of opinion", the board of directors of the Company shall analyse the reasons for such a conclusion as stated in the attestation report, propose rectification measures, and disclose them in the annual report.

Article 30 The sponsor or the independent financial advisor shall conduct an on-site inspection of the deposit, management, and use of proceeds of the Company at least once semi-annually. At the end of each fiscal year, the sponsor or the independent financial advisor shall issue and disclose a special verification report on the deposit and use of the proceeds of the Company for the year.

If the conclusion of the accounting firm, on the deposit, management, and use of the Company's proceeds, is a "qualified opinion", "adverse opinion", or "disclaimer of opinion", the sponsor or the independent financial advisor shall also carefully analyse the reasons for such an attestation conclusion in its verification report and provide a clear verification opinion.

If the sponsor or the independent financial advisor discovers that the Company or the Commercial Bank has not performed the Tripartite Agreement as agreed, or identifies any material violation or major risk in the management of the proceeds of the Company during on-site inspections on the Company, it shall urge the Company to promptly rectify and report to the SZSE.

Chapter 6 Supplementary Provisions

Article 31 The board of directors of the Company shall continuously monitor the deposit, management, and use of the proceeds, effectively prevent investment risks, and improve the efficiency of the use of proceeds. The directors and senior management of the Company shall perform their duties diligently to ensure the safety of the proceeds and shall not change the use of proceeds in an unauthorised or disguised manner.

Article 32 Matters not covered herein shall be handled in accordance with the applicable laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Company's Articles of Association, taking into account the actual circumstances of the Company. In the event of any conflict between these Measures and any newly promulgated laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Company's Articles of Association, the provisions of such laws, administrative regulations, regulatory documents, securities regulatory rules, and the Company's Articles of Association shall prevail.

Article 33 These Measures shall be effective as of the date of approval by the Company's general meeting. The same applies to any amendments hereto.

Article 34 The Measures shall be interpreted by the board of directors of the Company.

Weichai Power Co., Ltd.

29 August 2025

Decision-making Rules in respect of Investments and
Operations of Weichai Power Co., Ltd.

Table of Contents

Chapter 1	General Provisions	29
Chapter 2	Decision-making Authority and Procedures on Investments	30
Chapter 3	Decision-making Authority and Procedures on Financing	35
Chapter 4	Decision-making Authority and Procedures on the Provision of Guarantees by the Company	35
Chapter 5	Supplementary Provisions	36

Chapter 1 General Provisions

Article 1 In order to further improve the corporate governance structure of Weichai Power Co., Ltd. (the “**Company**”), ensure that the Company makes decisions in a scientific, safe, and efficient manner, and clarify the respective authorities of the general meeting, the board of directors, and the management in relation to investment and operational decision-making, these Rules are formulated in accordance with the Listing Rules of the Shenzhen Stock Exchange (the “**SZSE Listing Rules**”), the Articles of Association of Weichai Power Co., Ltd. (the “**Articles of Association**”), and other relevant laws and regulations.

Article 2 The investment and operational decision-making matters of the Company as referred to in these Rules include:

- (1) purchase or sale of assets;
- (2) external investment (including entrusted wealth management, and investment in subsidiaries etc.);
- (3) provision of financial assistance (including entrusted loans);
- (4) provision of guarantees (including guarantees for controlled subsidiaries, etc.);
- (5) leasing in or leasing out of assets;
- (6) entrusting or being entrusted with the management of assets and businesses;
- (7) giving or receiving assets as gifts;
- (8) restructuring creditors’ claims or debts;
- (9) transferring or acquiring research and development projects;
- (10) signing licensing agreements;
- (11) waiver of rights (including waiver of right of first refusal, pre-emptive right to subscribe for capital contributions, etc.);
- (12) financing, including the Company raising funds through the issuance of shares, debentures (including convertible corporate debentures) or other equity instruments, as well as obtaining financing from banks, non-bank financial institutions, other entities, or individuals;
- (13) other important investment and operational decision-making matters of the Company.

The abovementioned purchase or sale of assets exclude the purchase of raw materials, fuel, and power, as well as the sale of products, commodities and other assets related to daily operations, but the purchase or sale of such assets involved in asset swaps is included.

If the investment and operational decision-making matters involve connected transactions, the Decision-making Rules in respect of Connected Transactions of the Company shall be applicable.

Article 3 The investment and operational decision-making matters described herein that occur in the Company's controlling subsidiaries shall be regarded as material matters of the Company and shall be subject to these Rules.

If such investment and operational decision-making matters occur in the Company's associates and may significantly affect the trading price of the Company's shares or their derivatives, the Company shall fulfill its information disclosure obligations in accordance with these Rules.

Article 4 The investment and operational decision-making matters described in these Rules carried out by the Company's controlling subsidiaries or associates shall be first considered and approved by the internal authorities of such controlling subsidiaries or associates (including but not limited to the general meeting, the board of directors, the chairman, and the general manager) in accordance with the Articles of Association and/or other internal rules of such controlling subsidiaries or associates; after the approval by the internal authorities of such controlling subsidiaries or associates, such matters shall be reviewed by the internal authorities of the Company, and the Company shall fulfill the relevant information disclosure obligations in accordance with the SZSE Listing Rules, the Articles of Association, and these Rules.

Article 5 The investment or operational activities of the Company shall comply with relevant national laws and regulations and industrial policies, align with the Company's development strategy and industry planning requirements, facilitate the formation of the Company's core industries, backbone enterprises, and competitive products, promote the Company's sustainable development, generate expected investment returns, and ultimately enhance the value of the Company.

Article 6 The directors and members of the senior management of the Company shall perform their duties diligently and responsibly, interpret and apply these Rules in accordance with industry standards, and make decisions based on the principles of safeguarding the interests of the Company and the security of its assets.

Chapter 2 Decision-making Authority and Procedures on Investments

Article 7 The Company's decision-making authority on investments is mainly determined based on the amount involved in the transaction. The general manager, the chairman, or the board of directors should submit a transaction to be considered and approved by the board of directors or the general meeting, if they believe that a transaction constitutes or may constitute a significant risk to the Company, despite the transaction amount involved not meeting the threshold that requires the approval of the board of directors or the general meeting under the SZSE Listing Rules or these Rules.

Article 8 Before making an investment decision, the Company shall arrange for the relevant departments to conduct due diligence and prepare a written report on the basic information of the investment project, including its profitability, development prospects, industry outlook, and legal risks.

Investment projects that require the consideration and approval of the board of directors or the general meeting shall be first considered and approved by the general manager's office before being submitted to the board of directors or the general meeting for consideration and approval.

Article 9 Unless otherwise provided in these Rules, the investment and operational decision-making matters of the Company shall be submitted to the board of directors for consideration and approval, if any of the following thresholds are met in respect of such matters:

- (1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets and where the total assets involved in the transaction have both book value and appraised value, the higher value shall prevail;
- (2) the net assets involved in the transaction target (such as equity interest) account for more than 10% of the Company's latest audited net assets and the absolute amount exceeds RMB10 million, and if such net assets have both book value and appraised value, the higher value shall prevail;
- (3) the relevant operating income of the transaction target (such as equity interest) for the last financial year accounts for more than 10% of the Company's audited operating income for the same period, and the absolute amount exceeds RMB10 million;
- (4) the relevant net profit of the transaction target (such as equity interest) for the last financial year accounts for more than 10% of the Company's audited net profit for the same period, and the absolute amount exceeds RMB1 million;
- (5) the transaction amount (including assumed debts and expenses) accounts for more than 10% of the Company's last audited net assets, and the absolute amount exceeds RMB10 million;
- (6) the profit generated from the transaction accounts for more than 10% of the Company's audited net profit for the last financial year, and the absolute amount exceeds RMB1 million.

If any figure involved in the calculation of aforesaid indicators is negative, the absolute value shall be used for calculation.

Article 10 Unless otherwise provided in these Rules, the investment and operational decision-making matters of the Company shall be submitted to general meeting for consideration and approval, if any of the following thresholds are met in respect of such matters;

- (1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets and where the total assets involved in the transaction have both book value and appraised value, the higher value shall prevail;
- (2) the net assets involved in the transaction (such as equity interest) account for more than 50% of the Company's latest audited net assets and the absolute amount exceeds RMB50 million, and if such net assets have both book value and appraised value, the higher value shall prevail;
- (3) the relevant operating income of the transaction target (such as equity interest) for the last financial year accounts for more than 50% of the Company's audited operating income for the same period, and the absolute amount exceeds RMB50 million;
- (4) the relevant net profit of the transaction target (such as equity interest) for the last financial year accounts for more than 50% of the Company's audited net profit for the same period, and the absolute amount exceeds RMB5 million;
- (5) the transaction amount (including assumed debts and expenses) accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million;
- (6) the profit generated from the transaction accounts for more than 50% of the Company's audited net profit for the last financial year, and the absolute amount exceeds RMB5 million.

If any figure involved in the calculation of aforesaid indicators is negative, the absolute value shall be used for calculation.

Article 11 If the Company simultaneously conducts two transactions in opposite directions with the same counterparty, the higher financial indicator from either direction of the transactions shall be used as the basis for applying Articles 9 and 10 of these Rules, other than those specified in Items (ii) to (iv) of Article 2 of these Rules.

Article 12 If the Company purchases or sells equity, the relevant financial indicators for applying Articles 9 and 10 of these Rules shall be calculated based on the change in the proportion of the Company's equity holdings; if such transaction results in a change in the scope of the Company's consolidated financial statements, the relevant financial indicators of the target company corresponding to the equity shall be used for applying Articles 9 and 10 of these Rules.

If a change in the scope of the Company's consolidated financial statements occurs due to entrusting or being entrusted with the management of assets businesses, etc. the preceding paragraph shall apply.

Article 13 If the Company conducts a transaction that only meets the thresholds specified in Item (4) or Item (6) of Article 10 of these Rules and the absolute value of the Company's earnings per share in the last financial year is less than RMB0.05, or if the Company receives cash assets as a gift, obtains debt relief, or engages in other transactions that do not involve payment of consideration or any obligations attached, the Company may be exempted from submitting the matter to the general meeting for consideration and approval as stipulated under Article 10 of these Rules.

Article 14 If the Company engages in "purchase or sale of assets" transactions, the higher of the total assets value or the transaction amount shall be used as the basis for calculation and shall be aggregated over any consecutive 12-month period based on the type of transaction. If the aggregated amount exceeds 30% of the Company's latest audited total assets, the Company shall promptly disclose the relevant transaction along with an audit report or valuation report for the transaction target as required by these Rules, submit the matter for consideration and approval by the general meeting, and obtain approval by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Transactions for which the relevant obligations have been fulfilled in accordance with the preceding paragraph shall be excluded from the relevant cumulative calculation.

Article 15 For any transaction that meets the thresholds specified in Article 10 of these Rules, if the transaction target is equity in a company, the Company shall disclose the most recent audited annual and interim financial accounting report of the assets of the transaction target. The audit opinion issued by the accounting firm shall be unqualified, and the audit reference date shall not be more than 6 months prior to the date of the general meeting at which the relevant transaction is to be considered; if the transaction target is an asset other than equity, the Company shall disclose a valuation report issued by an asset valuation institution, and the valuation reference date shall not be more than 1 year prior to the date of the general meeting at which the relevant transaction is to be considered.

If the Company submits a matter to the general meeting for consideration and approval pursuant to other laws and regulations, or the Articles of Association, or does so voluntarily, the preceding paragraph shall apply, unless otherwise provided by the Shenzhen Stock Exchange (the "SZSE").

Article 16 If the Company makes an external investment to establish a limited liability company or a company limited by shares, the total capital contribution agreed upon shall be used as the standard for applying Articles 9 and 10 of these Rules.

Article 17 If the Company provides financial assistance, in addition to obtaining approval by more than half of all directors, the Company shall also obtain the approval and a resolution passed by at least two-thirds of the directors present at the board meeting, and shall promptly disclose such a matter to the public. In addition to the approval by the board of directors, the Company shall also submit such a matter to the general meeting for consideration, unless otherwise provided by the SZSE, if such matter falls under any of the following circumstances:

- (1) the amount of any single financial assistance exceeds 10% of the Company's latest audited net assets;

- (2) the latest financial statement of the recipient shows an asset-liability ratio that exceeds 70%;
- (3) the cumulative amount of financial assistance provided by the Company within the last 12 months exceeds 10% of the Company's latest audited net assets;
- (4) other circumstances stipulated by the SZSE or the Articles of Association.

The Company may be exempted from applying the preceding paragraph, if the recipient of financial assistance is a controlling subsidiary included in the Company's consolidated financial statements, in which the Company holds more than 50% of the equity and the other shareholders of such a subsidiary does not include the Company's controlling shareholder, de facto controller, or their related parties.

Article 18 If the Company engages in transactions other than "entrusted wealth management" etc. that the SZSE has otherwise stipulated the application of cumulative calculation principles, the same category of transactions related to the transaction target shall be subject to the cumulative calculation principle over any consecutive 12-month period, in accordance with Articles 9 and 10 of these Rules. Transactions for which the relevant obligations have been fulfilled in accordance with Articles 9 and 10 of these Rules shall be excluded from the relevant cumulative calculation.

Transactions that have been disclosed by the Company but have not undergone the approval procedures by the general meeting shall still be included in the cumulative calculation to determine the approval procedures that have to be followed.

If, as a result of applying the cumulative calculation principles over any consecutive 12-month period, the Company's transactions meet the threshold for consideration by the board of directors and disclosure, the board may only consider and disclose the current transaction in accordance with the relevant requirements, with a brief explanation in the announcement of the previously cumulated transactions that did not meet the said threshold.

If, as a result of applying the cumulative calculation principles over any consecutive 12-month period, the Company's transactions meet the threshold for submission to the general meeting, only the subject transaction is required to be submitted to the general meeting for consideration, and the announcement shall have a brief explanation of the previous transactions that have not fulfilled the consideration procedures by the general meeting.

Article 19 The investment and operational decision-making matters that do not meet the threshold for requiring the approval of the board of directors as stipulated under Article 9 of these Rules, shall be handled in accordance with the relevant internal decision-making procedures of the Company.

Article 20 For risk investments permitted by laws and regulations in tradable shares, futures, foreign exchange, venture capital funds, stock index futures, and other financial derivatives, as well as investments in high-tech enterprises and risk investments recognised by

laws and regulations, or generally accepted standards, the amount limit and decision-making authority shall be implemented in accordance with the relevant provisions of the Articles of Association and these Rules.

Chapter 3 Decision Making Authority and Procedures on Financing

Article 21 In relation to the financing activities of the Company through the issuance of new shares, bonds, or other equity instruments, such matters shall be approved by the board of directors before their implementation is submitted to the general meeting for consideration and approval.

The matters to be considered by the general meeting mainly include the types of securities, the number of securities to be issued, the amount of proceeds, the guarantee conditions, and the projects for which the proceeds will be used.

Article 22 The Company may obtain loans from financial institutions or other parties. If the amount of a single loan or the cumulative amount of loans within one year constitutes or exceeds 50% of the Company's latest audited total assets, such loans shall be approved by the general meeting. If the said amount constitutes or exceeds 10% but is less than 50%, such loans shall be approved by the board of directors. If the said amount is less than 10%, such loans shall be decided by the general manager's office meeting and the chairman of the Company.

The Company may use its assets to provide guarantee for its loans, including by ways of mortgage, pledge, and goodwill.

Chapter 4 Decision-making Authority and Procedures on the Provision of Guarantees by the Company

Article 23 The provision of guarantees by the Company shall be determined by the board of directors or at the general meeting.

Article 24 The following matters in relation to guarantees shall be submitted to the general meeting for consideration after being considered and approved by the board of directors:

- (1) any single guarantee with an amount that exceeds 10% of the Company's latest audited net assets;
- (2) external guarantees provided by the Company and its controlling subsidiaries with an amount that constitutes or exceeds 50% of the Company's latest audited net assets;
- (3) guarantees provided for parties whose debt-to-asset ratio exceeds 70%;
- (4) if the cumulative amount of the guarantees provided within the last 12 months exceeds 30% of the Company's latest audited total assets;

- (5) guarantees provided after the cumulative amount of external guarantees provided by the Company and its controlling subsidiaries exceeds 30% of the latest recently audited total assets;
- (6) guarantees provided to shareholders, de facto shareholders, and their related parties;
- (7) other circumstances in relation to guarantees as stipulated by the SZSE and the Articles of Association.

Where a guarantee is subject to the consideration by the board of directors, it shall be considered and approved by more than two-thirds of the directors present at the board meeting. If the guarantee under item (4) above is subject to consideration by the general meeting, it shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 25 Matters in relation to guarantees shall comply with the provisions of regulatory documents such as laws, regulations, and rules. Before the Company makes the decision to provide guarantees for other institutions, the general manager shall arrange for the relevant departments to conduct due diligence and prepare a written report on the basic information of the said institution, including its financial condition, profitability, financial risks, development prospects, industry outlook, and legal risks. Such matters may only be submitted to the board of directors or the general meeting for review after the written report has been approved by the general manager.

Chapter 5 Supplementary Provisions

Article 26 Given that the Company is also listed on The Hong Kong Stock Exchange Limited (the “HKSE”), the Company shall comply with its requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited if the Company’s investment and operation decisions involve other special provisions in Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong.

Article 27 Matters not covered herein shall be handled in accordance with the applicable laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company’s shares are listed, and the provisions of the Company’s Articles of Association, taking into account the actual circumstances of the Company. In the event of any conflict between these Rules and any newly promulgated laws, administrative regulations, regulatory documents, the securities regulatory rules of the place where the Company’s shares are listed, or the provisions of the Company’s Articles of Association, the provisions of such laws, administrative regulations, regulatory documents, securities regulatory rules, and the Company’s Articles of Association shall prevail.

Article 28 These Rules shall be effective as of the date of approval by the Company's board of directors. The same applies to any amendments hereto.

Article 29 These Rules shall be interpreted by the board of directors of the Company.

Weichai Power Co., Ltd.

29 August 2025



潍柴動力股份有限公司
WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF
THE SHAREHOLDERS OF WEICHAI POWER CO., LTD.**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Weichai Power Co., Ltd. (the “**Company**”) will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 31 October 2025 at 2:50 p.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 16 October 2025, of which this notice forms part (the “**Circular**”), and in the supplemental circular dated 16 October 2025 (the “**Supplemental Circular**”) shall have the same meaning when used herein.

AS ORDINARY RESOLUTIONS

1. To consider and approve the proposed amendments to the Decision Making Rules on Connected Transactions as set out under Appendix I to the Circular. *(Note I)*
2. To consider and approve the proposed amendments to the Management Measures on the Use of Proceeds as set out under Appendix II to the Circular. *(Note I)*
3. To consider and approve the proposed amendments to the Decision Making Rules on Investments and Operations as set out under Appendix III to the Circular. *(Note I)*
4. “**THAT** the New Weichai Holdings Sale Agreement dated 29 August 2025 referred to in the section headed “III. Revision of annual caps and extension of existing Continuing Connected Transactions — (a) Sale of diesel engines, diesel engine parts and components, raw materials, semi-finished products, hydraulic products, excavators and other products and provision of services by the Company (and its subsidiaries) to Weichai Holdings (and its Associates)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.” *(Note J)*
5. “**THAT** the New Weichai Holdings Purchase Agreement dated 29 August 2025 referred to in the section headed “III. Revision of annual caps and extension of existing Continuing Connected Transactions — (b) Purchase of vehicles, loaders, harvesters, diesel engines and parts and components, raw materials and other products and receiving of services by the Company (and its subsidiaries) from Weichai Holdings (and its Associates)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.” *(Note J)*

NOTICE OF EGM

6. “**THAT** the New Shaanxi Automotive Sale Agreement dated 29 August 2025 referred to in the section headed “VII. PRC Continuing Connected Transactions — PRC New Framework Agreements — (a) Sale of vehicles, parts and components of vehicles, raw materials and other products and provision of services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant new caps be and are hereby approved.”
7. “**THAT** the New Shaanxi Automotive Purchase Agreement dated 29 August 2025 referred to in the section headed “VII. PRC Continuing Connected Transactions — PRC New Framework Agreements — (b) Purchase of parts and components of vehicles, scrap steel and other products and receiving of services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant new caps be and are hereby approved.”
8. “**THAT** the New Weichai Freshen Air Supply Agreement dated 29 August 2025 referred to in the section headed “IV. Renewal of existing Continuing Connected Transactions — (a) Sale of vehicle parts and components, engines, engine parts and components and other products and provision of services by the Company (and its subsidiaries) to Weichai Freshen Air (and its subsidiaries)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.” *(Note J)*
9. “**THAT** the New Weichai Freshen Air Purchase Agreement dated 29 August 2025 referred to in the section headed “IV. Renewal of existing Continuing Connected Transactions — (b) Purchase of vehicle parts and components, engine parts and components and other products and receiving of services by the Company (and its subsidiaries) from Weichai Freshen Air (and its subsidiaries)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.” *(Note J)*
10. “**THAT** the Weichai New Energy Supply Agreement dated 29 August 2025 referred to in the section headed “V. New Continuing Connected Transactions — (a) Sale of raw materials of fuel cells and other products and provision of services by the Company (and its subsidiaries) to Weichai New Energy (and its subsidiaries)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.” *(Note J)*

NOTICE OF EGM

11. “**THAT** the Weichai New Energy Purchase Agreement dated 29 August 2025 referred to in the section headed “V. New Continuing Connected Transactions — (b) Purchase of fuel cells and motors and other products and receiving of services by the Company (and its subsidiaries) from Weichai New Energy (and its subsidiaries)” in the “Letter from the Board” contained in the Supplemental Circular and the relevant New Caps (as defined in the Supplemental Circular) be and are hereby approved.”
(*Note J*)

By Order of the Board of Directors
Weichai Power Co., Ltd.
Ma Changhai
Chairman

Hong Kong, 16 October 2025

NOTICE OF EGM

Notes:

- (A) The Company will not process registration of transfers of H shares (being overseas listed foreign shares and ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (“**H Shares**”) from 27 October 2025 to 31 October 2025 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited on 31 October 2025 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on 24 October 2025. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Each holder of H Shares of the Company entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) Holders of H Shares of the Company 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 or by a person duly authorised by the relevant shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (D) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) above must be delivered to the Company’s H-Share Registrar, 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.
- (E) For holder of A shares (being ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange (“**A Shares**”), please refer to the notice of the EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) Any proposal to appoint any person to the office of director of the Company at the EGM shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China. The period for lodgement of such notices shall commence on (and include) the day after the date of this notice of the EGM and end on (and exclude) the date that is seven (7) days before the date of the EGM.

NOTICE OF EGM

- (H) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (I) Since the Company is a PRC incorporated company and the official Decision Making Rules on Connected Transactions, Management Measures on the Use of Proceeds, and Decision Making Rules on Investments and Operations are in the Chinese language, full texts of the amended versions contained in the English version of the Circular are an unofficial English language translation (the “**English Translation**”) of the official versions in the Chinese language (the “**Official Versions**”), which are set out in the Chinese language version of the Circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Versions, the Official Versions shall prevail.
- (J) Weichai Holdings and its associates will abstain from voting at the EGM in respect of this resolution.

As at the date of this notice, the executive Directors of the Company are Mr. Ma Changhai, Mr. Wang Decheng, Mr. Huang Weibiao, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao; the non-executive Directors of the Company are Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Zhao Fuquan, Mr. Xu Bing and Mr. Tao Huaan.