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**WEICHAI**

**濰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 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**2011 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2011 will be held at the Company’s conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 29 June 2012 at 9:00 a.m. for the purposes of considering, approving (or receiving) and authorising the following matters. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 15 May 2012, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

### **AS ORDINARY RESOLUTIONS:**

1. To consider and approve the Annual Report of the Company for the year ended 31 December 2011.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2011.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2011.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2011.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2012.

7. To consider and approve the re-appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the auditors of the Company and to authorise the Directors to determine their remuneration.
8. To consider and approve the granting of a mandate to the Board of Directors for the payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2012.
9. To consider and approve the connected transaction between the Company and its subsidiaries and 北汽福田汽車股份有限公司 (Beiqi Futian Motor Company Limited) (*Note J*).
10. To consider and approve the amendments to the Rules of Procedures for the Board (the amended version is set out in Appendix I to the Circular).
11. To consider and approve the amendments to the Terms of Reference of the Audit Committee of the Board (the amended version is set out in Appendix II to the Circular).
12. To consider and approve the amendments to the Terms of Reference of the Remuneration Committee of the Board (the amended version is set out in Appendix III to the Circular).
13. To consider and approve the amendments to the Terms of Reference of the Nomination Committee of the Board (the amended version is set out in Appendix IV to the Circular).
14. To consider and approve the amendments to the Terms of Reference of the Strategic Development and Investment Committee of the Board (the amended version is set out in Appendix V to the Circular).
- 15.(1)(a) **THAT** Mr. Tan Xuguang be re-elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (b) **THAT** Mr. Xu Xinyu be re-elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (c) **THAT** Mr. Sun Shaojun be re-elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (d) **THAT** Mr. Zhang Quan be re-elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (e) **THAT** Mr. Li Dakai be elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);

- (f) **THAT** Mr. Fang Hongwei be elected as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (g) **THAT** Mr. Jiang Kui be elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (h) **THAT** Mr. Liu Huisheng be re-elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (i) **THAT** Mr. Yeung Sai Hong be re-elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (j) **THAT** Mr. Chen Xuejian be re-elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (k) **THAT** Mr. Julius G. Kiss be re-elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (l) **THAT** Ms. Han Xiaoqun be re-elected as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
- 15.(2)(a) **THAT** Mr. Liu Zheng be elected as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive) (*note K*);
- (b) **THAT** Mr. Li Shihao be elected as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive) (*note K*);
  - (c) **THAT** Mr. Loh Yih be elected as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (d) **THAT** Mr. Chu, Howard Ho Hwa be elected as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
  - (e) **THAT** Mr. Zhang Zhenhua be elected as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);

- (f) **THAT** Mr. Li Luwen be elected as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive) (*note K*);
16. (a) **THAT** Mr. Sun Chengping be re-elected as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive);
- (b) **THAT** Ms. Jiang Jianfang be re-elected as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive);

**AS SPECIAL RESOLUTIONS:**

17. To consider and, if thought fit, pass the following resolution, as a special resolution:

**THAT:**

- (A) conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (“**Hong Kong**”), the Macau Special Administrative Region and Taiwan) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and (iii) the approval of the Bonus Shares Issue by the class meetings of the holders of H Shares and of the holders of the A Shares (as defined below), respectively:
- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (“**New Share(s)**”) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date (as defined in the Circular) on the basis of two New Shares for every ten existing shares of the Company held on the Record Date, by way of capitalisation of the audited retained earnings of the Company as at 31 December 2011 (“**Bonus Shares Issue**”), be and is hereby approved;
- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong, on account of prohibitions or requirements under overseas laws or regulations based on the legal enquiry on the same or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as the “**Excluded Shares**” hereafter); and

- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider to be necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange; and

- (B) the payment of a cash dividend of RMB1.00 per every 10 shares (tax inclusive) out of the Company’s retained earnings as at 31 December 2011 to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date be and is hereby approved.

18. To consider and, if thought fit, pass the following resolution as a special resolution:

**THAT** conditional upon the Bonus Shares Issue becoming unconditional, the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):

- (1) In the first paragraph of Article 7 of the Articles of Association, the words “and amended at the Company’s 2011 annual general meeting held on 29 June 2012,” be added after the words “... amended at the Company’s 2010 annual general meeting held on 18 May 2011,” (*note L*)
- (2) In the second paragraph of Article 19 of the Articles of Association, the words “... the Company’s total number of ordinary shares in issue is 1,666,091,366 shares...”

be deleted in its entirety and replaced by the words “... the Company’s total number of ordinary shares in issue is 1,999,309,639 shares...”

- (3) The following paragraph be added to Article 20 of the Articles of Association as the fifth paragraph: “After the implementation of the 2011 dividend payment plan by the Company, a total of 1,999,309,639 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 1,513,549,639 shares and holders of overseas listed foreign shares are interested in 485,760,000 shares.”
- (4) Article 21 of the Articles of Association. “The share capital of the Company consists of 1,666,091,366 ordinary shares, of which 404,800,000 shares are held by the shareholders of overseas listed foreign shares and 1,261,291,366 shares are held by shareholders of A Shares.”

be deleted in its entirety and replaced by: “The share capital of the Company consists of 1,999,309,639 ordinary shares, of which 485,760,000 shares are held by the shareholders of overseas listed foreign shares and 1,513,549,639 shares are held by shareholders of A Shares.”

- (5) In Article 24 of the Articles of Association, the words: “the Company’s registered capital is RMB1,666,091,366, comprising a total of 1,666,091,366 shares...”

be deleted in its entirety and replaced by the words “the Company’s registered capital is RMB1,999,309,639; comprising of a total of 1,999,309,639 shares...”  
(note M)

19. To consider and, if thought fit, pass the following resolution, as a special resolution, for the grant of a general mandate to the Board of Directors to issue, amongst other things, new shares:

**THAT:**

- (1) the Board of the Directors be and is hereby authorised and granted an unconditional general mandate (“**General Mandate**”) to allot, issue and deal with additional H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
- (a) the General Mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (b) the aggregate nominal amount of the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the shareholders of the Company) shall not exceed 20 per cent of the aggregate nominal amount of the H Shares in issue as at the date of passing of this special resolution; and



- (c) the Board of Directors will only exercise its power under the General Mandate in accordance with the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and, if required, the approvals from the China Securities Regulatory Commission and/or other relevant government authorities and/or regulatory bodies of the People's Republic of China (the "PRC", which for the purposes of this resolution excludes Hong Kong, Macau and Taiwan) are obtained;

and, for the purpose of this special resolution:

"H Share(s)" mean overseas listed ordinary share(s) of the Company with a par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and traded and listed on The Stock Exchange of Hong Kong Limited;

"Relevant Period" means the period from the date of passing this special resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution, unless, by a special resolution passed at that meeting, the General Mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

"Rights Issue" means the allotment or issue of shares in the Company pursuant to an offer made to all the shareholders of the Company (excluding, as the Board of Directors may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

- (2) contingent on the Board of Directors resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board of Directors be and is hereby authorised:
  - (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price and quantity of and the place for

such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);

- (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
- (c) to increase the capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate)."

By Order of the Board of Directors  
**Weichai Power Co., Ltd.**  
**Hoe York Joo**  
*Company Secretary*

Hong Kong, 15 May 2012

*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 30 May 2012 to 29 June 2012 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on 30 May 2012 are entitled to attend and vote at the 2011 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2011 Annual General Meeting, 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 and Transfer Office, not later than 4:30 p.m. on 29 May 2012. The address of the Company's H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

- (B) Holders of H Shares intending to attend the 2011 Annual General Meeting should complete and return the reply slip for attending the 2011 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2011 Annual General Meeting, (i.e. on or before 9 June 2012). The contact details of the Secretary to the Board of the Company are as follows:

Securities Department  
197, Section A, Fu Shou East Street  
High Technology Industrial Development Zone  
Weifang  
Shandong Province  
The People's Republic of China  
Postal Code: 261061  
Telephone No.: 86 (536) 229 7068  
Facsimile No.: 86 (536) 819 7073



- (C) Each holder of H Shares of the Company entitled to attend and vote at the 2011 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2011 Annual General Meeting 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.
- (D) 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 forms 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 2011 Annual General Meeting 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.
- (E) 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 (D) 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 2011 Annual General Meeting.
- (F) For holders 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 2011 Annual General Meeting published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.
- (G) A shareholder or his/her proxy should produce proof of identity when attending the 2011 Annual General Meeting. 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 2011 Annual General Meeting, 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.
- (H) Any proposal to appoint any person to the office of director of the Company at the 2011 Annual General Meeting 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 2011 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2011 Annual General Meeting.
- (I) The 2011 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2011 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) The relevant connected transaction does not constitute a connected transaction of the Group under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (K) Pursuant to Article 122 of the Articles of Association of the Company, the election of the members of the Board will be conducted by way of cumulative voting.

- (L) The first paragraph of Article 7 of the Articles of Association, as amended by the proposed amendments, shall read as follows:

“These Articles were approved by a special resolution at the Company’s 2002 general meeting held on 30 June 2003, amended by a special resolution at the Company’s extraordinary general meeting held on 20 October 2003, amended at the Company’s 2003 annual general meeting held on 29 June 2004, amended at the Company’s 2004 extraordinary general meeting held on 15 December 2004, amended by a special resolution at the Company’s extraordinary general meeting held on 29 December 2006, amended at the Company’s 2006 annual general meeting held on 29 June 2007, amended at the Company’s 2007 annual general meeting held on 19 June 2008, amended at the Company’s 2008 first extraordinary general meeting held on 20 August 2008, amended at the Company’s 2008 second extraordinary general meeting held on 3 November 2008, amended at the Company’s 2008 annual general meeting held on 19 June 2009, amended at the Company’s 2010 first extraordinary general meeting held on 26 October 2010, amended at the Company’s 2010 annual general meeting held on 18 May 2011 and amended at the Company’s 2011 annual general meeting held on 29 June 2012, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC.”

- (M) Since the Company is a PRC incorporated company and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng; and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang.*