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**WEICHAI**

**潍柴动力股份有限公司**

**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 (the “**EGM**”) 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 Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 22 April 2013 at 10 a.m. for the purpose of considering and, if thought fit, approving the resolutions set out below. Unless the context requires otherwise, terms defined in the announcements of the Company dated 31 August 2012 and 20 December 2012, respectively, shall have the same meanings when used herein. A circular containing details of the following resolutions is expected to be despatched to the shareholders of the Company in accordance with Rule 19A.39A of the Listing Rules on or before 7 April 2013:

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. “**THAT** the board of directors of the Company (the “**Board**”) be and is hereby authorised, at its sole and absolute discretion and in view of the then subsisting market conditions, to:
  - (a) exercise the KION Call Option and/or the KION Call Option 2 (collectively, the “Call Options” and a “Call Option” shall mean each or any one of them) pursuant to the terms of the shareholders’ agreement entered into among Weichai Lux, KION, Superlift and KMB in accordance with the terms of the Framework Agreement, provided that the aggregate exercise price of the Call Options shall not exceed the amount of EUR400,000,000;

- (b) arrange for the execution of all relevant documents in connection with the implementation of a possible exercise of the Call Option(s) and/or any matter related thereto;
- (c) handle all application and procedures with the relevant PRC government authorities in connection with the implementation of a possible exercise of the Call Option(s) and/or any matter related thereto; and
- (d) do whatever acts and things in connection with the implementation of a possible exercise of the Call Option(s) and/or any matter related thereto,

provided that such authorisation granted to the Board as set out in paragraphs (a) to (d) above shall be valid for a period of 18 months from the date of passing this ordinary resolution.”

2. **“THAT:**

- (a) the application by the Company or any of its subsidiaries to a financial institution in respect of a loan (the “**Loan**”) with a principal amount of not exceeding the equivalent of EUR400,000,000 and the grant of the related guarantee (whether a joint liability guarantee or otherwise) (the “**Guarantee**”) by the Company to any such subsidiaries for a term not exceeding 10 years be and are hereby approved; and
- (b) the Board and the management and their respective authorised persons be and are hereby authorised to conduct the relevant negotiations with the relevant financial institution and finalise the terms of the Loan and the Guarantee in accordance with the development of and decision on the possible exercise of the Call Option(s), execute all such documents in connection with the Loan and the Guarantee, including but not limited to the loan agreement, guarantee and liquidity undertaking, and do all such acts and things in connection with the Loan and the Guarantee.”

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

Hong Kong, 7 March 2013

*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 from 22 March 2013 to 22 April 2013 (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 at the close of business on Thursday, 21 March 2013 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 and Transfer Office, not later than 4:30 p.m. on 21 March 2013. 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 EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the EGM (i.e. on or before 2 April 2013). 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) 819 7069  
Facsimile No.: 86 (536) 819 7073

- (C) 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 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 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.
- (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 and Transfer Office, 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.

- (F) Each holder of A Shares of the Company who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of A Shares of the Company, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (G) A shareholder or his 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 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 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.
- (I) 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.

*As at the date of this notice, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Mr. Chen Xuejian, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Liu Huisheng; and the independent non-executive Directors of the Company are Mr. Liu Zheng, Mr. Li Shihao, Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua and Mr. Li Luwen.*