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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.**

Reference is made to the circular (the “**CCT Circular**”) of Weichai Power Co., Ltd. (the “**Company**”) dated 17 September 2013 in respect of a non-exempt continuing connected transaction and certain PRC continuing connected transactions, and the announcement (the “**Major Transaction Announcement**”) of the Company dated 26 September 2013. A circular containing details of the resolution numbered 9 set out below is expected to be despatched to the shareholders of the Company in accordance with Rule 19A.39A of the Listing Rules on or before 25 October 2013.

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of 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 People’s Republic of China (the “**PRC**”) on 15 November 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the matters set out below. Unless the context requires otherwise, terms defined in the CCT Circular and the Major Transaction Announcement shall have the same meanings when used herein.

**ORDINARY RESOLUTIONS**

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

1. “**THAT** the provision of general services and labour services by Weichai Holdings (and its associates) to the Company (and its subsidiaries) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.1.(a)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
2. “**THAT** the supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.1.(b)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)

3. “**THAT** the purchase of diesel engine parts and components, gas, scrap metals, materials, diesel engines and related products and processing services by the Company (and its subsidiaries) from Weichai Holdings (and its associates) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.1.(c)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
4. “**THAT** the sale of diesel engines, diesel engine parts and components, materials, semi-finished products and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.1.(d)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
5. “**THAT** the purchase of diesel engine parts and components, materials, steel and scrap metal, diesel engines and related products and processing and labour services by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.3.(a)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
6. “**THAT** the sale of diesel engines and related products by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.3.(b)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
7. “**THAT** the supply of semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products and provision of labour services by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries) (including the relevant supplemental agreement and new caps) as set out in the section headed “II.A.3.(c)” in the announcement of the Company dated 29 August 2013 be and are hereby approved.” (note J)
8. “**THAT** the supplemental agreement dated 29 August 2013 referred to in the section headed “II. Continuing Connected Transaction – Continuing Connected Transaction between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) – Purchase of parts and components of vehicles, scrap steel and related products by Shaanxi Zhongqi (and its subsidiaries) from Shaanxi Automotive (and its associates)” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular) be and are hereby approved.”
9. “**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) arrange for the execution of all relevant documents in connection with the implementation of a possible exercise and/or amending the terms of the Superlift Call Option and/or any matter related thereto;
  - (b) exercise the Superlift Call Option pursuant to the terms of the KION Shareholders’ Agreement for a consideration of EUR95,333,723;

- (c) handle all application and procedures with the relevant PRC government authorities in connection with the implementation of a possible exercise of the Superlift Call Option and/or any matter related thereto; and
- (d) do whatever acts and things in connection with the implementation of any of the above resolutions, or the possible exercise of the Superlift Call Option and/or any matter related thereto.”

By Order of the Board of Directors  
**Weichai Power Co., Ltd.**  
**Kwong Kwan Tong**  
*Company Secretary*

Hong Kong, 30 September 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 (“H Shares”) from 16 October 2013 to 15 November 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 15 October 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 15 October 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 26 October 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 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 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.
- (J) Weichai Holdings and Tan Xuguang (being the chairman and a director of Weichai Holdings) shall abstain from voting in respect of this Resolution.

*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. Gordon Riske; 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.*