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If you have sold or transferred all your shares of the Company, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

- (1) PROPOSED PAYMENT OF CASH DIVIDENDS AND  
PROPOSED BONUS SHARES ISSUE,  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
(3) PROPOSED ELECTION AND RE-ELECTION OF  
CERTAIN DIRECTORS AND SUPERVISORS,  
(4) GENERAL MANDATE TO ISSUE H SHARES,  
AND  
(5) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

A letter from the Board is set out on pages 4 to 21 of this circular.

Notices convening the AGM and the Class Meetings to be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifeng, Shandong Province, the PRC on 30 June 2015 are set out on pages 22 to 41 of this circular. Whether or not you intend to be present at the said meeting(s), you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon and return the same to the branch 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) or the registered office of the Company at Securities Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A 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.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Tuesday, 30 June 2015, the notice for which is contained in this circular
“A Share(s)”	the A Share(s), being ordinary share(s) issued and/or be issued as 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
“A Shareholders’ Class Meeting”	the class meeting of the holders of A Shares to be convened and held on Tuesday, 30 June 2015 for the purpose of approving the proposed Cash Dividends and Bonus Shares Issue and the consequential amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Shares Issue”	the proposed issue of the New Shares to the Shareholders (subject to fractional entitlements and the restriction on issue to Overseas Shareholders as mentioned in this circular) by way of capitalisation of the surplus reserve of the Company on the basis of ten New Shares for every ten existing Shares held by the Shareholders on the Record Date
“Cash Dividends”	has the meaning ascribed thereto under the section headed “2.A. Proposed payment of Cash Dividends” in the “Letter from the Board” contained in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the A Shareholders’ Class Meeting (as the case may be)

## DEFINITIONS

“Company”	潍柴动力股份有限公司 (Weichai Power Co., Ltd.), a company established under the laws of the PRC
“Company Law”	the Company Law (公司法) of the PRC adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective from 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate to issue H Share(s) to be granted to the Board at the AGM
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued and/or to be issued as 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 Hong Kong Stock Exchange
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held on Tuesday, 30 June 2015 for the purpose of approving the proposed Cash Dividends and Bonus Shares Issue and the consequential amendments to the Articles of Association
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	11 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New A Shares”	the new A Shares to be allotted and issued pursuant to the Bonus Shares Issue

## DEFINITIONS

“New H Shares”	the new H Shares to be allotted and issued pursuant to the Bonus Shares Issue
“New Shares”	the new Shares to be allotted and issued pursuant to the Bonus Shares Issue
“Overseas Shareholder(s)”	the holder(s) of H Share(s) whose address(es) as stated in the register of holders of H Shares is/are outside Hong Kong
“Record Date”	the record date to be determined by the Board by reference to which entitlements to the payment of the Cash Dividends and the Bonus Shares Issue will be determined
“Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) issued by the State Council of the PRC on 4 August 1994, as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



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*Executive Directors:*

Tan Xuguang (Chairman and Chief Executive Officer)  
Zhang Quan  
Xu Xinyu  
Li Dakai  
Fang Hongwei  
Sun Shaojun

*Non-executive Directors:*

Wang Yuepu  
Yeung Sai Hong  
Julius G. Kiss  
Han Xiaoqun  
Jiang Kui  
Gordon Riske

*Independent Non-executive Directors:*

Loh Yih  
Chu, Howard Ho Hwa  
Zhang Zhenhua  
Zhang Zhong  
Wang Gongyong  
Ning Xiangdong

*Supervisors:*

Sun Chengping  
Jiang Jianfang  
Lu Wenwu

*Registered office:*

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

*Principal place of business  
in Hong Kong:*

Rooms 3407-3408, 34th Floor  
Gloucester Tower, Landmark  
15 Queen's Road Central  
Hong Kong

15 May 2015

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

Dear Sir or Madam,

- (1) PROPOSED PAYMENT OF CASH DIVIDENDS AND  
PROPOSED BONUS SHARES ISSUE,  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
(3) PROPOSED ELECTION AND RE-ELECTION OF  
CERTAIN DIRECTORS AND SUPERVISORS,  
(4) GENERAL MANDATE TO ISSUE H SHARES,  
AND  
(5) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 30 March 2015 in relation to the annual results for the year ended 31 December 2014 and the proposed payment of Cash Dividends and the proposed Bonus Shares Issue.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed payment of Cash Dividends and the proposed Bonus Shares Issue; (ii) details of the proposed amendments to the Articles of Association; (iii) details of the election and re-election of certain Directors and Supervisors; and (iv) information in relation to the General Mandate to issue H Shares. This circular also contains the notices convening the AGM and the Class Meetings.

### **2. PROPOSED PAYMENT OF CASH DIVIDENDS AND PROPOSED BONUS SHARES ISSUED**

#### **A. Proposed payment of Cash Dividends**

On 30 March 2015, the Board proposed that the cash dividends (the “**Cash Dividends**”) of RMB1.50 (tax inclusive) per every ten Shares held by such Shareholders on the Record Date will be paid by way of cash in the amount of RMB299,896,445.85 of the Company’s retained earnings as at 31 December 2014. The payment of the Cash Dividends is still subject to the approval by the Shareholders at the AGM and the expected payment date for the Cash Dividends will be announced no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue.

#### **B. Proposed Bonus Shares Issue**

On 30 March 2015, the Board also proposed that, the Bonus Shares Issue will be made to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of ten New Shares to be issued by way of capitalisation of the surplus reserve of the Company for every ten Shares held by such Shareholders on the Record Date. The Board has proposed the Bonus Shares Issue to the Shareholders for their consideration and, if thought fit, approval.

As at the Latest Practicable Date, the registered and issued share capital of the Company was RMB1,999,309,639 which comprised of 1,513,549,639 A Shares and 485,760,000 H Shares. On the basis that an aggregate of 1,999,309,639 Shares are in issue, immediately upon the completion of the Bonus Shares Issue, the New Shares will comprise 1,513,549,639 New A Shares and 485,760,000 New H Shares. The 1,999,309,639 New Shares will be credited as fully paid by way of capitalisation of the surplus reserve of the Company in the amount of RMB1,999,309,639.

There are not any outstanding options, warrants and convertible securities to subscribe for the Shares of the Company as at the Latest Practicable Date.

#### **Conditions of the Bonus Shares Issue**

The Bonus Shares Issue is conditional upon the following:

- (i) the passing of special resolutions to approve the Bonus Shares Issue and the consequential amendments to the Articles of Association as a result of the Bonus Shares Issue at the AGM and to approve the Bonus Shares Issue at the Class Meetings; and

## LETTER FROM THE BOARD

- (ii) approval by and/or filing at the relevant governmental or regulatory authorities of the PRC being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and
- (iii) in respect of the New H Shares, the Listing Committee of the Hong Kong Stock Exchange granting or agreeing to grant the approval for the listing of, and permission to deal in, the New H Shares.

According to Rule 19A.38 of the Hong Kong Listing Rules, except in the circumstances mentioned in Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Directors shall obtain the approval by special resolution of the Shareholders in general meeting and the approvals by special resolution of the holders of A Shares and of the holders of the H Shares at separate Class Meetings conducted in accordance with the Articles of Association in respect of issue of the New Shares under the Bonus Shares Issue. As the Bonus Shares Issue does not fall within Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Bonus Shares Issue is conditional upon, inter alia, the passing of the resolutions to approve the Bonus Shares Issue at the AGM and Class Meetings, respectively, as mentioned above.

### **Basis of the Bonus Shares Issue**

The Bonus Shares Issue will be made by the capitalisation of the surplus reserve of the Company and the New Shares will be distributed to the relevant Shareholders on the basis of ten New Shares, credited as fully paid, for every ten existing Shares held by the Shareholders whose names appear on the register of holders of H Shares and the register of holders of A Shares of the Company, respectively, on the Record Date.

### **Status of the New Shares**

The New Shares will, subject to the Articles of Association, when issued, rank *pari passu* in all respects with the Shares then in issue. Holders of the New Shares will be entitled to receive all future dividends and distributions (if any) which are declared and paid after the date on which the New Shares are allotted and issued, but will not be entitled to the dividends declared by the Company before the Record Date.

### **Fractional entitlements**

No fractional Shares will be issued. Fractional entitlements to the New H Shares will be aggregated and sold for the benefit of the Company. Fractional entitlements to the New A Shares will be treated in accordance with the relevant regulations of the Shenzhen Stock Exchange.

### **Effect on the shareholding after the Bonus Shares Issue**

Set out below are the shareholding structures of the Company as at the Latest Practicable Date and immediately upon completion of the Bonus Shares Issue (assuming

## LETTER FROM THE BOARD

that no new Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date, and that all the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” above will be satisfied):

	<b>As at the Latest Practicable Date</b>		<b>Immediately after completion of the Bonus Shares Issue</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>A Shares</b>				
– restricted A Shares	467,464,752	23.38	934,929,504	23.38
– unrestricted A Shares	1,046,084,887	52.32	2,092,169,774	52.32
<b>H Shares</b>	<u>485,760,000</u>	<u>24.30</u>	<u>971,520,000</u>	<u>24.30</u>
<b>Total</b>	<u><u>1,999,309,639</u></u>	<u><u>100.00</u></u>	<u><u>3,998,619,278</u></u>	<u><u>100.00</u></u>

On the basis of a total of 1,999,309,639 New Shares to be issued pursuant to the Bonus Shares Issue (based on 1,999,309,639 Shares in issue as at the Latest Practicable Date), approximately RMB1,999,309,639 will be transferred from the Company’s surplus reserve to its share capital and after the Bonus Shares Issue, a total of 3,998,619,278 Shares will be in issue. The New Shares will represent 100% of the existing issued share capital of the Company and 50% of the issued share capital of the Company as enlarged by the issue of the New Shares.

### Overseas Shareholders

As at the Latest Practicable Date, the Company had a Shareholder with registered address in Singapore. The Company has made enquiries regarding the legal restrictions under the laws of the relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Hong Kong Listing Rules. The Directors have been advised that there are no restrictions to issue New Shares to Shareholders with a registered address in such jurisdiction and therefore, Shareholders with a registered address in Singapore will be entitled to the Bonus Shares Issue.

Upon the Bonus Shares Issue becoming unconditional, the Company will consider if there are any other Overseas Shareholders on the Record Date, and if there are such Overseas Shareholders, the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant Overseas Shareholders to be eligible to take part in the Bonus Shares Issue pursuant to the Hong Kong Listing Rules.

If, after making enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for distributing New H Shares to the Overseas Shareholders, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the

## LETTER FROM THE BOARD

laws of the relevant place or any requirement of the relevant regulatory body or stock exchange (such as filing of any registration statement or prospectus or other special formalities) in that place, not to issue the New H Shares to such Overseas Shareholders, arrangements will be made for the New Shares which would otherwise be issued to such Overseas Shareholders to be sold in the market as soon as practicable after dealings in the New H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

### **Share certificates**

Subject to the fulfillment of the conditions of the Bonus Shares Issue as set out in the paragraph headed “Conditions of the Bonus Shares Issue” above, certificates in respect of the New H Shares will be sent by ordinary mail at the recipients’ own risk to the persons entitled thereto at their respective addresses shown in the register of holders of H Shares of the Company or in the case of joint holders, to the address of the joint holder whose name stands first in the register of holders of H Shares of the Company in respect of the joint holding. The Company will issue a separate announcement no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue regarding the date of despatch of certificates for the New H Shares.

### **Application for listing**

Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New H Shares. The New H Shares are not a new class of securities to be listed and accordingly no arrangements are required to be made to enable the New H Shares to be admitted into CCASS.

The A Shares are listed on the Shenzhen Stock Exchange. Listing of the New A Shares on the Shenzhen Stock Exchange is proposed to be sought.

Save as mentioned above, no other part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

### **Reasons for the Bonus Shares Issue**

The Board believes that the proposed Bonus Shares Issue will allow the Shareholders to participate in the growth of the Company by way of capitalisation of the surplus reserve. In addition, it will provide the Company with a wider capital base and therefore increase the marketability of the Shares.

## LETTER FROM THE BOARD

### C. Proposed amendments to the Articles of Association

If the Bonus Shares Issue is approved at the AGM and the Class Meetings, the registered share capital of the Company will be increased upon completion of the Bonus Shares Issue and certain articles of the Articles of Association will be required to be amended to reflect the changes in the registered capital and the issued share capital as a result of the Bonus Shares Issue.

The proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective if the Bonus Shares Issue is approved at the AGM and the Class Meetings and becomes unconditional. The details of such proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are set out in the resolution numbered 13(C) in the notice convening the AGM set out on pages 22 to 31 of this circular.

### D. Taxation

According to the regulations in the Enterprise Income Tax Law of the People's Republic of China, Implementation Regulations on Enterprise Income Tax Law of People's Republic of China which came into effect in 2008 and the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897 GSH[2008]) issued by China's State Administration of Taxation on 6 November 2008 (collectively, the "**Tax Law**"), any domestic enterprise of the PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and pay enterprise income tax as a withholding agent.

In accordance with the Tax Law, the Company is obliged to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise holders of H Shares whose names appear on the register of members for H Shares of the Company on the Record Date when distributing dividends to them. For holders of H Shares who are registered in the name of non-natural person registered shareholders (including HKSCC (Nominees) Limited, other corporate nominees, trustees, or other organisations or groups which shall be treated as "non-resident enterprises" shareholders) on the register of members for H Shares of the Company on the Record Date, the Company will distribute the Cash Dividends and issue shares pursuant to the Bonus Shares Issue, if the same is approved at the AGM, after withholding for payment of 10% enterprise income tax (for the avoidance of doubt, the 10% enterprise income tax in respect of the issue of shares pursuant to the Bonus Shares Issue will be deducted from the Cash Dividends payable to the relevant holders of H Shares of the Company). For all natural persons whose names are registered on the register of members for H Shares of the Company on the Record Date, no personal income tax will be withheld and paid by the Company.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the

## LETTER FROM THE BOARD

Company's register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of the above withholding and payment.

### **E. Statements to be made on acquisition of Shares**

The Company shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause its share registrars not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (a) the acquirer of Shares agrees with the Company and each of its Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Company Law, the Regulations and its Articles of Association;
- (b) the acquirer of Shares agrees with the Company, each of its Shareholders, Directors, supervisors, managers and officers and itself (acting for the Company and for each Director, Supervisor, manager and officer) agrees with each Shareholder, to refer all differences and claims arising from its Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with its Articles of Association. Any reference to arbitration will be deemed to authorise the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (c) the acquirer of Shares agrees with the Company and its Shareholders that the H Shares in the Company are freely transferable by the holder of such Shares; and
- (d) the acquirer of Shares authorises the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to shareholders stipulated in its Articles of Association.

### **Warning of risks of dealing in Shares**

The Bonus Shares Issue is conditional upon the conditions set out in the paragraph headed "Conditions of the Bonus Shares Issue" above. Any Shareholder or other person dealing in the Shares prior to the Company having fulfilled the conditions for the Bonus Shares Issue will accordingly bear the risk that the Bonus Shares Issue cannot become unconditional and may not be able to receive the New Shares. Shareholders and potential investors should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their positions, they should consult their professional advisers.

## LETTER FROM THE BOARD

### 3. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In line with the development of the Company's business, the Company proposes to make certain amendments to the Articles of Association in relation to the scope of business of the Company and to make certain consequential changes to the amendment history of the Articles of Association. Details of such amendments are as follows:

- (a) the words "*and amended at the Company's 2014 annual general meeting held on 30 June 2015,*" be inserted after the words "*... amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015,*" in the first paragraph of Article 7 of the original Articles of Association; and
- (b) Article 13 of the original Articles of Association be deleted in its entirety and replaced by the following:

*"The scope of business of the Company shall be subject to the items approved by the relevant companies registration authorities.*

*The scope of business of the Company includes: the design, development, manufacture, sales, maintenance and import and export of the internal combustion engines, hydraulic products, new energy powertrain systems and supplemental products, leasing of self-owned properties, sales of steel materials; provision of the service of enterprise management.*

*The Company shall conduct its business activities within the scope of business approved by the relevant companies registration authorities."*

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 circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

### 4. PROPOSED ELECTION AND RE-ELECTION OF CERTAIN DIRECTORS AND SUPERVISORS

As stipulated in the Articles of Association, the Board comprises not more than eighteen Directors, while the Supervisory Committee comprises three Supervisors of which two Supervisors represent the Shareholders and one Supervisor represents the employees of the Company. The term of engagement of all the current Directors and Supervisors will expire upon the expiration of the term of the current session of the Board. The Board and Supervisory Committee have therefore respectively resolved to propose to the Shareholders the election and re-election of certain Directors and Supervisors at the AGM.

## LETTER FROM THE BOARD

The election and re-election of certain Directors and Supervisors (representing the Shareholders) referred to below are subject to the approval of the Shareholders by way of ordinary resolutions at the AGM. 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 at the AGM. The number of total votes that a Shareholder can exercise is the product of (i) the number of shares held by such Shareholder, and (ii) the number of Directors to be elected. A Shareholder can give all his votes to one Director candidate or divide his votes among several Director candidates. The Directors will be elected at the AGM based on the number of votes the Director candidates receive.

### **A. Details of Directors**

Of the existing eighteen Directors, fifteen Directors, namely, Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei, Mr. Sun Shaojun, Mr. Wang Yuepu, Mr. Yeung Sai Hong, Mr. Jiang Kui, Mr. Gordon Riske, Mr. Loh Yih, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong, have been nominated as candidates for re-election as members of the Board from the date of the AGM up to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive). The salaries, allowances and benefits in kind paid in the financial year of 2014 to the abovementioned Directors who have been nominated for re-election at the AGM were approximately RMB42,675, RMB1,533,675, RMB1,517,675, RMB0, RMB0, RMB1,516,675, RMB50,000, RMB100,000, RMB135,065, RMB100,000, RMB142,542, RMB120,000, RMB60,000, RMB60,000 and RMB60,000 respectively.

Each of Mr. Julius G. Kiss, Ms. Han Xiaoqun and Mr. Chu, Howard Ho Hwa do not seek re-election as a Director and has confirmed that he or she has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Julius G. Kiss, Ms. Han Xiaoqun and Mr. Chu, Howard Ho Hwa for their valuable contributions to the Company during the tenure of their office.

The Directors who stand for re-election will not enter into any service contract with the Company. The basic salaries of such Directors are to be determined in accordance with relevant emolument policy of the Company on the basis of, inter alia, the relevant Directors' merit, qualifications and competence after taking into consideration the remuneration of the current Directors, subject to the approval by the Shareholders. In addition, bonus (if any) will be paid to the non-executive Director based on the operating results of the Company and at the Company's discretion. No bonus will be paid to the independent non-executive Directors.

The biographical details of each of the Directors who stand for re-election at the AGM are set out below to enable the Shareholders to make an informed decision on their re-election.

## LETTER FROM THE BOARD

**Mr. Tan Xuguang**, Chinese, aged 54, is the chairman and the Chief Executive Officer of the Company, chairman of Shandong Heavy Industry Group Co., Ltd., chairman of Weichai Group Holdings Limited. He is also the chairman of Shaanxi Heavy-duty Motor Company Limited and Shaanxi Fast Gear Co., Ltd., and the supervisor of KION Group AG (“KION”). Mr. Tan joined Weifang Diesel Engine Factory in 1977 and had held various positions including chairman and general manager of Shandong Weichai Import and Export Co., Ltd., general manager of Weifang Diesel Engine Factory, chairman of Torch Automobile Group Co., Ltd., chairman of Weichai Heavy-duty Machinery Co., Ltd. and director of Beiqi Foton Motor Co., Ltd. Mr. Tan is a senior economist and holds a doctor’s degree in engineering. Mr. Tan was appointed as a Representative of the Tenth, Eleventh and Twelfth National People’s Congress of the PRC and was honored “National Labor Model”, “第四屆袁寶華企業管理金獎” (the Gold Award of the 4th Yuan Baohua Enterprise Management), “CCTV 2005 China Economic Annual Figure” and “CCTV 2010 China Economic Annual Figure”.

**Mr. Zhang Quan**, Chinese, aged 52, is an Executive Director, Acting CEO and Executive President of the Company. Mr. Zhang joined Weifang Diesel Engine Factory in 1986 and had held the positions of directors of the quality control department and the marketing department of Weifang Diesel Engine Factory. Mr. Zhang is currently a director of Weichai Group Holdings Limited, Weichai Heavy-duty Machinery Co., Ltd. and Beiqi Foton Motor Co., Ltd. Mr. Zhang is a senior economist and holds a bachelor’s degree in engineering and a MBA degree.

**Mr. Xu Xinyu**, Chinese, aged 52, is an Executive Director and Executive President of the Company. Mr. Xu joined Weifang Diesel Engine Factory in 1986 and had held the positions of deputy general manager of Shandong Weichai Import and Export Co., Ltd., deputy general manager and executive deputy general manager of Weifang Diesel Engine Factory, director of Torch Automobile Group Co., Ltd., chairman of Weichai Power (Weifang) Investment Co., Ltd., chairman of Weichai Power (Shanghai) Technology Development Co., Ltd. (濰柴動力(上海)科技發展有限公司), chairman of Weichai Power (Beijing) International Resource Investment Co., Ltd. (濰柴動力(北京)國際資源投資有限公司) and chairman of Weichai America Corp. He is currently a director of Weichai Group Holdings Limited, a director of Weichai Power (Hong Kong) International Development Co., Ltd. (濰柴動力(香港)國際發展有限公司), chairman of Weichai Power (Luxembourg) Holding S.à r.l. and chief executive officer of Ferretti International Holdings Co., Ltd. (法拉帝國際控股有限公司). Mr. Xu is a senior economist and holds a bachelor’s degree in science and a MBA degree.

**Mr. Li Dakai**, Chinese, aged 62, is an Executive Director and Executive President of the Company. Mr. Li had held various positions including director of product design department, chief economist, general manager of Shaanxi Auto Gear General Works, director and vice president of Torch Automobile Group Co., Ltd., and director and general manager of Shaanxi Fast Gear Co. Ltd.. He currently holds the positions of chairman and party committee secretary of Shaanxi Fast Gear Automotive Transmission Co., Ltd. and vice chairman of Shaanxi Fast Gear Co., Ltd. Mr. Li holds a bachelor’s degree and is a senior engineer with researcher-grade treatment. He was honored “National Labor Model” and entitled specialist who can receive special allowance from the State Council. Mr. Li was appointed as a Representative of the Eleventh National People’s Congress of the PRC and member of the Standing Committee of Xi’an Municipal People’s Congress.

## LETTER FROM THE BOARD

**Mr. Fang Hongwei**, Chinese, aged 49, is an Executive Director and Executive President of the Company. He had held the positions of section chief of test technology section of motor research institute, deputy director of financial department, deputy general manager, general manager of sales company and executive deputy general manager of Shaanxi Automobile Manufactory, and general manager of Shaanxi Heavy-duty Motor Company Limited. Mr. Fang is now the chairman of Shaanxi Automotive Group Co., Ltd. and the vice chairman of Shaanxi Heavy-duty Motor Company Limited. Mr. Fang is a senior economist and holds a master's degree in engineering and the senior career manager certification of machinery industrial corporation.

**Mr. Sun Shaojun**, Chinese, aged 50, is an Executive Director and Executive President of the Company. Mr. Sun joined Weifang Diesel Engine Factory in 1988 and had held the positions of supervisor of the engineering department, the chief engineer of Weifang Diesel Engine Factory, and director of Torch Automobile Group Co., Ltd. Mr. Sun is currently a director of Weichai Group Holdings Limited and Weichai Heavy-duty Machinery Co., Ltd. Mr. Sun is a researcher-grade senior engineer and holds a doctor degree in engineering. He was appointed as “山東省人民政府泰山學者特聘專家” (Taishan Mountain scholar specialist appointed by Shandong People's Government).

**Mr. Wang Yuepu**, Chinese, aged 53, was appointed as a non-executive director of the Company on 30 June 2014. Mr. Wang was a division head of the investment division of Weifang City Planning Commission (濰坊市計劃委員會), a deputy director of the Weifang City Electric Power Construction Office (濰坊市電力建設辦公室) and a deputy general manager of Weifang Investment Company. Mr. Wang is presently the party secretary, the chairman and general manager of Weifang Investment Company and a director of Weichai Heavy-duty Machinery Co., Ltd.. He is a senior economist and holds a Master of Business Administration degree.

**Mr. Yeung Sai Hong**, Chinese, aged 61, is a Non-executive Director of the Company and the chairman of Peterson Holdings Company Limited which is a promoter of the Company. He is also a standing committee member of the Eleventh Shandong Provincial Committee of the Chinese People's Political Consultative Conference.

**Mr. Jiang Kui**, Chinese, aged 51, was appointed as a Non-executive Director of the Company on 29 June 2012. He had held various positions including engineer and deputy general manager of Assembly Department of Shandong Bulldozer General Factory (山東推土機總廠), deputy general manager of Shantui Import and Export Company (山推進出口公司), deputy director, director of manufacturing department and deputy general manager of Shantui Engineering Machinery Co., Ltd. (山推工程機械股份有限公司), deputy general manager of Shandong Engineering Machinery Group Co., Ltd. (山東工程機械集團有限公司), executive deputy general manager and vice chairman of Weichai Group Holdings Limited, director of Shantui Engineering Machinery Co., Ltd. and chairman of Shanzhong Jianji Co., Ltd. (山重建機有限公司). He is now the general manager and director of Shandong Heavy Industry Group Co., Ltd., and a supervisor of KION. He is a senior engineer and holds a MBA degree.

## LETTER FROM THE BOARD

**Mr. Gordon Riske**, American/German, aged 57, was appointed as a Non-executive Director of the Company on 24 June 2013. He has been chief executive officer of KUKA Roboter GmbH, chairman of Deutz AG in Cologne, Germany. He is currently the chief executive officer of KION Group AG, KION Material Handling GmbH, Linda Material Handling GmbH and STILL GmbH. He holds a degree in electronic engineering and a bachelor degree in business administration.

**Mr. Loh Yih**, Singaporean, aged 51, was appointed as an Independent Non-executive Director of the Company on 29 June 2012. He worked in Ernst & Young and West Merchant Bank and had held various positions including senior manager of capital market investment department of the Standard Chartered Merchant Bank, president of Netplus Communications Pte Ltd. He is currently a partner of MGF Capital Group, executive chairman of Linair Technologies Limited, a company whose shares are listed on the Singapore Exchange, an independent director and chairman of audit committee of Ban Leong Technologies Limited, a company whose shares are listed on the Singapore Exchange, and an independent director and member of audit committee of International Press Softcom Limited, a company whose shares are listed on the Singapore Exchange. He is a Chartered Financial Analyst and holds an accounting degree from the National University of Singapore.

**Mr. Zhang Zhenhua**, Chinese, aged 73, was appointed as an Independent Non-executive Director of the Company on 29 June 2012. He had held various positions including chief engineer of 陝西汽車製造廠 (Shaanxi Automobile Manufactory), deputy chief engineer of 中國重型汽車集團公司 (China National Heavy Duty Truck Group Corp. Ltd.), supervisor of technical centre and technical department manager of 上海汽車工業 (集團) 公司 (Shanghai Automotive Industrial (Group) Company), general manager (Chinese Representative) of 泛亞汽車技術中心有限公司 (Pan Asia Technical Automotive Centre Co. Ltd), consultant of 上汽乘用車技術中心 (Shanghai Automotive Passenger Car Technical Centre) and a consultant of commercial vehicle department and consultant of technical centre of SAIC, etc. He graduated from Tsinghua University with a degree majoring in automotive. He is a professor engineer, and a professor and master tutor of University of Shanghai for Science & Technology.

**Mr. Zhang Zhong**, Chinese, aged 47, was appointed as an independent non-executive director of the Company on 30 June 2014. Mr. Zhang held independent directorships in Huolinhe Opencut Coal Industry Corporation Limited of Inner Mongolia (內蒙古霍林河露天煤業股份有限公司) and Zhengzhou Sino-Crystal Diamond Co., Ltd. (鄭州華晶金剛石股份有限公司). At present, Mr. Zhang is a lawyer and partner of Beijing Zhonglun Law Firm (北京市中倫律師事務所). Mr. Zhang also holds independent directorships in Konka Group Co., Ltd. (康佳集團股份有限公司) and Jilin Gpro Titanium Industry Co., Ltd. (吉林金浦鈦業股份有限公司). He holds a Master of Laws from the Renmin University of China (中國人民大學).

**Mr. Wang Gongyong**, Chinese, aged 43, was appointed as an independent non-executive director of the Company on 30 June 2014. Mr. Wang held independent directorship in Jilin Liyuan Precision Manufacturing Co., Ltd. (吉林利源精製股份有限公司). He is currently a partner of ShineWing Certified Public Accountants and an independent director of Sunvim Group Co., Ltd. (孚日集團股份有限公司). He is a certified

## LETTER FROM THE BOARD

public accountant of the PRC, a certified asset valuer, a senior auditor, a senior accountant, a member of the Certified Public Accountant Industry Leader (Reserve) Scheme. Mr. Wang holds a Master of Business Administration from the Shandong University (山東大學).

**Mr. Ning Xiangdong**, Chinese, aged 50, was appointed as an independent non-executive director of the Company on 30 June 2014. Mr. Ning held independent directorships in listed companies, such as Datang Telecom Technology Co., Ltd. (大唐電信科技股份有限公司), Shantui Engineering Machinery Co., Ltd. (山推工程機械股份有限公司), GoerTek Inc. (歌爾聲學股份有限公司) and Hong Yuan Securities Co., Ltd. (宏源證券股份有限公司). Mr. Ning is currently a professor and doctoral tutor of the Tsinghua University School of Economics and Management (清華大學經濟管理學院) and an executive director of the Corporate Governance Research Center of Tsinghua University (清華大學公司治理研究中心). Mr. Ning is currently an independent director of China Southern Airlines Company Limited (中國南方航空股份有限公司), Aerospace Hi-Tech Holding Group Co., Ltd. (航天科技控股集團股份有限公司), Sichuan Changhong Electric Co., Ltd. (四川長虹電器股份有限公司) and Yango Group Co., Ltd. (陽光城集團股份有限公司). He holds a Doctor of Philosophy in Quantitative Economics from Tsinghua University.

Save as disclosed herein, each of the Directors proposed to be re-elected herein did not hold any directorship in other listed public companies in the last three years, has no relationships with any Directors, senior management or substantial or controlling Shareholders of the Company, has not taken any other major positions in the Company or other members of the Group, and does not have any other interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the re-election of the Directors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

### **B. Details of Supervisors**

The existing Supervisory Committee consists of three members, two of whom (namely, Mr. Sun Chengping and Ms. Jiang Jianfang) were elected by the Shareholders, whereas one (namely, Mr. Lu Wenwu) was elected by the employees of the Company. Ms. Jiang Jianfang has been nominated for re-election as a shareholder representative Supervisor and Mr. Lu Wenwu has been nominated for election as a shareholder representative Supervisor. The employee representative Supervisor will be elected separately in accordance with the Articles of Association. The remuneration paid in the financial year of 2014 to Ms. Jiang Jianfang and Mr. Lu Wenwu were approximately RMB100,000 and RMB840,675, respectively.

Upon approval of the election and re-election of the relevant shareholder representative Supervisors at the AGM, Mr. Sun Chengping, a shareholder representative Supervisor of the current session of the Supervisory Committee, will retire as a shareholder representative Supervisor due to the expiration of his term of office. Mr. Sun Chengping has confirmed that he has no disagreement with the Supervisory Committee

## LETTER FROM THE BOARD

and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. The Supervisory Committee would like to express its sincere gratitude to Mr. Sun Chengping for his valuable contributions to the Company during the tenure of his office.

Each of Ms. Jiang Jianfang and Mr. Lu Wenwu will not enter into any service contract with the Company. It is proposed that the new term of appointment of each of Ms. Jiang Jianfang and Mr. Lu Wenwu shall be for a period of three years commencing on the date of the AGM and ending on the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive). The Supervisors' remunerations are to be determined in accordance with the relevant emolument policy of the Company on the basis of the relevant Supervisor's merit, qualifications and competence, subject to the approval by the Shareholders. In addition, bonus (if any) will be paid to the Supervisors based on the operating results of the Company and at the Company's discretion.

The biographical details of each of the Supervisors (representing the Shareholders) who stands for election or re-election (as the case maybe) at the AGM are set out below to enable the Shareholders to make an informed decision on their re-election.

**Mr. Lu Wenwu**, Chinese, aged 51, is a Supervisor of the Company. Mr. Lu joined Weichai Diesel Engine Factory in 1982 and had held various positions at Weichai Diesel Engine Factory as deputy general manager of the 615 Factory, deputy general manager of mid-speed engine factory and deputy director of human resources department, and at Weichai Power Co., Ltd. as general manager of the 615 Factory, general manager of No. 1 Factory and director of the production department. He is now chairman of the Labor Union and director of the party committee working department of the Company, and director of staff career development centre of the Company. He is also a supervisor of Weichai Group Holdings Limited. Mr. Lu is a senior political engineer and holds a bachelor's degree.

**Ms. Jiang Jianfang**, Chinese, aged 53, is a Supervisor of the Company. She was the deputy chief of the financial audit committee, deputy director of risk control department and audit department of 廣西柳工集團有限公司 (Guangxi Liugong Group Company Limited) and is currently the deputy director of audit and risk control department of the same company. She is a supervisor of 廣西柳工機械股份有限公司 (Guangxi Liugong Machinery Company Limited). Ms. Jiang is an accountant.

Save as disclosed herein, each of the Supervisors who stands for election or re-election (as the case maybe) did not hold any directorship in other listed public companies in the last three years, has not taken any other major positions in the Company or other members of the Group, and does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, each of them does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election or re-election (as the case maybe) of the Supervisors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

## LETTER FROM THE BOARD

### C. Directors' and Supervisors' Interests in Shares and Underlying Shares

As at the Latest Practicable Date, the interests of the proposed Directors, Supervisors and their respective associates in the shares and underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(a) *Interests in the shares of the Company*

Name of director	Capacity	Number of "A" shares held	Number of "H" shares held	Percentage of the issued share capital of the Company
Tan Xuguang	Beneficial owner	14,710,649 (Note 1)	–	0.74%
Zhang Quan	Beneficial owner	3,421,081 (Note 1)	–	0.17%
Xu Xinyu	Beneficial owner	3,421,081 (Note 1)	–	0.17%
Sun Shaojun	Beneficial owner	3,421,081 (Note 1)	–	0.17%
Yeung Sai Hong (Note 3)	Held by controlled corporation	42,308,875 (Note 2)	–	2.12%
Zhang Zhenhua (Note 4)	Interest held by spouse	25,300	–	0.001%

*Notes:*

- These shares were derived from the previous domestic shares of the Company. The domestic shares were ordinary shares issued by the Company, with a Renminbi-denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi or credited as fully paid up. These shares became "A" shares of the Company upon the "A" share listing of the Company on the Shenzhen Stock Exchange.
- These were previously foreign shares of the Company. The foreign shares were ordinary shares issued by the Company, with a Renminbi-denominated par value of RMB1.00 each, which were subscribed for and paid up in a currency other than Renminbi. These shares became "A" shares of the Company upon the "A" share listing of the Company on the Shenzhen Stock Exchange.
- Yeung Sai Hong, a non-executive Director, was directly and indirectly interested in the issued share capital of Peterson Holdings Company Limited ("**Peterson**"), which in turn held 42,308,875 "A" shares in the Company.

## LETTER FROM THE BOARD

4. Zhang Zhenhua, an independent non-executive Director, was deemed to be interested in 25,300 "A" shares in the Company which were beneficially held by his wife, Ms. Wu Miaodi.
5. All the shareholding interests listed in the above table are "long" position.

Name of supervisor	Capacity	Number of "A" shares held	Number of "H" shares held	Percentage of the issued share capital of the Company
Lu Wenwu	Beneficial owner	150,000	–	0.008%

*(b) Interests in the shares of associated corporations of the Company*

Name of director	Name of associated corporation	Nature of interest	Class and number of securities interested or deemed to be interested	Approximate percentage interest in the entire issued share capital of associated corporations
Gordon Riske (Note)	KION Group AG	Beneficial owner	227,350 ordinary shares	0.23%
		Interest held by spouse	3,000 ordinary shares	0.003%

*Note:* Gordon Riske, a non-executive Director, was the beneficial owner of 227,350 shares in KION Group AG and he was also deemed to be interested in 3,000 shares in KION Group AG which were beneficially held by his wife, Ms. Benita Riske.

Save as disclosed above, none of the proposed Directors, Supervisors, nor their respective associates had any interests or short positions in any shares or underlying shares or debentures of the Company or any of its associated corporations as at the Latest Practicable Date.

### 5. GENERAL MANDATE TO ISSUE H SHARES

To ensure flexibility and discretion to the Board to issue new Shares when it becomes desirable, the Company proposes to grant the General Mandate to the Board to allot, issue and otherwise deal with additional H Shares of the Company up to the limit of 20% of the aggregate nominal values of the H Shares of the Company in issue on the date of passing such resolution.

As at the date of this circular, the issued share capital of the Company comprised of 1,513,549,639 A Shares and 485,760,000 H Shares. Subject to the approval of the grant of the General Mandate and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 97,152,000 H Shares.

## LETTER FROM THE BOARD

The General Mandate shall be effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws and regulations to be held; or (iii) the revocation or variation of the authority given under this resolution by passing of a special resolution of the Company in a general meeting.

Any exercise of the power by the Board under the General Mandate shall comply with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

### 6. AGM AND CLASS MEETINGS

The AGM will be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Tuesday, 30 June 2015 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the AGM set out in pages 22 to 31 of this circular. The A Shareholders' Class Meeting will be held immediately after the conclusion of the AGM, at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the A Shareholders' Class Meeting, at the same place, to consider and, if thought fit, approve the proposed Cash Dividends and Bonus Shares Issue. Notices convening the AGM and the Class Meetings are set out on pages 22 to 41 of this circular.

Forms of proxy for use at the AGM and the Class Meetings are 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 meetings, 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) or the Company's registered office at Securities Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A 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.

### 7. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 31 May 2015 to 30 June 2015, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the AGM and the H Shareholders' Class Meeting, 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, Wan Chai, Hong Kong not later than 4:30 p.m. on 29 May 2015.

## LETTER FROM THE BOARD

Please refer to the further announcement to be issued by the Company no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue for details of the Record Date and closure of register of members of the Company in determining the Shareholders' entitlement to the Cash Dividends and the Bonus Shares Issue.

### 8. RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

### 9. RECOMMENDATIONS

The Board considers that the proposed resolutions in respect of (i) the payment of Cash Dividends and the Bonus Shares Issue, (ii) the amendments to the Articles of Association, (iii) the election and re-election of certain Directors and Supervisors, and (iv) the grant of the General Mandate to issue H Shares, are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders, the holders of A Shares and the holders of H Shares to vote in favour of the resolutions which will be proposed at the AGM and the Class Meetings, respectively.

Yours faithfully,  
For and on behalf of the  
Board of Directors  
**Tan Xuguang**  
*Chairman and CEO*



**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 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**2014 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2014 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 30 June 2015 at 2:30 p.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 2015, 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 Reports of the Company for the year ended 31 December 2014.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2014.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2014.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2014.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2014.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2015.
7. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2015 and to authorise the Directors to determine their remuneration.

## NOTICE OF AGM

8. To consider and approve the re-appointment of 山東和信會計師事務所 (特殊普通合伙) (Shandong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2015.
9. 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 2015.
10.
  - (a) To consider and approve the re-election of Mr. Tan Xuguang as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (b) To consider and approve the re-election of Mr. Wang Yuepu as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (c) To consider and approve the re-election of Mr. Yeung Sai Hong as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (d) To consider and approve the re-election of Mr. Jiang Kui as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (e) To consider and approve the re-election of Mr. Zhang Quan as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (f) To consider and approve the re-election of Mr. Xu Xinyu as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (g) To consider and approve the re-election of Mr. Li Dakai as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (h) To consider and approve the re-election of Mr. Fang Hongwei as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).

## NOTICE OF AGM

- (i) To consider and approve the re-election of Mr. Sun Shaojun as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
  - (j) To consider and approve the re-election of Mr. Gordon Riske as a Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
11. (a) To consider and approve the re-election of Mr. Loh Yih as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
- (b) To consider and approve the re-election of Mr. Zhang Zhenhua as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
- (c) To consider and approve the re-election of Mr. Zhang Zhong as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
- (d) To consider and approve the re-election of Mr. Wang Gongyong as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
- (e) To consider and approve the re-election of Mr. Ning Xiangdong as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive) (*note J*).
12. (a) To consider and approve the election of Mr. Lu Wenwu as a Supervisor of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).
- (b) To consider and approve the re-election of Ms. Jiang Jianfang as a Supervisor of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).

## NOTICE OF AGM

### AS SPECIAL RESOLUTIONS:

13. 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 ten New Shares for every ten existing shares of the Company held on the Record Date, by way of capitalisation of the surplus reserve of the Company (“**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;

## NOTICE OF AGM

- (B) the payment of a cash dividend of RMB1.50 per every ten shares (tax inclusive) out of the Company's retained earnings as at 31 December 2014 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; and
- (C) 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 2014 annual general meeting held on 30 June 2015," be added after the words "... amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015," (*note K*)

(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 1,999,309,639 shares..."

be deleted in its entirety and replaced by the words "... the Company's total number of ordinary shares in issue is 3,998,619,278 shares..."

(3) The following paragraph be added to Article 20 of the Articles of Association as the sixth paragraph: "After the implementation of the capitalisation of the surplus reserve in 2014 by the Company, a total of 3,998,619,278 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 3,027,099,278 shares and holders of overseas listed foreign shares are interested in 971,520,000 shares."

(4) Article 21 of the Articles of Association. "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."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 shares are held by shareholders of A Shares."

## NOTICE OF AGM

- (5) In Article 24 of the Articles of Association, the words: “the Company’s registered capital is RMB1,999,309,639, comprising a total of 1,999,309,639 shares...”

be deleted in its entirety and replaced by the words “the Company’s registered capital is RMB3,998,619,278; comprising of a total of 3,998,619,278 shares...”. (*note L*)”

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

“**THAT** the following amendments to the articles of association of the Company 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 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 2014 annual general meeting held on 30 June 2015,” be added after the words “... amended at the Company’s 2015 first extraordinary general meeting held on 27 February 2015,” (*note K*)
- (2) In Article 13 of the Articles of Association, the words “The scope of business of the Company shall be subject to the items approved by the relevant companies registration authorities.

The scope of business of the Company includes: the design, development, manufacture, sales, maintenance and import and export of the internal combustion engines, new energy powertrain systems and supplemental products, leasing of self-owned properties, sales of steel materials; provision of the service of enterprise management.

The Company shall conduct its business activities within the scope of business approved by the relevant companies registration authorities.”

be deleted in its entirety and replaced by the following:

“The scope of business of the Company shall be subject to the items approved by the relevant companies registration authorities.

## NOTICE OF AGM

The scope of business of the Company includes: the design, development, manufacture, sales, maintenance and import and export of the internal combustion engines, hydraulic products, new energy powertrain systems and supplemental products, leasing of self-owned properties, sales of steel materials; provision of the service of enterprise management.

The Company shall conduct its business activities within the scope of business approved by the relevant companies registration authorities." (note L)"

15. 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;

## NOTICE OF AGM

“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.**  
**Kwong Kwan Tong**  
*Company Secretary*

Hong Kong, 15 May 2015

## NOTICE OF AGM

*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 31 May 2015 to 30 June 2015 (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 31 May 2015 are entitled to attend and vote at the 2014 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2014 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 2015. 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 2014 Annual General Meeting should complete and return the reply slip for attending the 2014 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2014 Annual General Meeting, (i.e. on or before 10 June 2015). 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 2014 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2014 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 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 2014 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 2014 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 2014 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.

## NOTICE OF AGM

- (G) A shareholder or his/her proxy should produce proof of identity when attending the 2014 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 2014 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 2014 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 2014 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2014 Annual General Meeting.
- (I) The 2014 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2014 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) 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.
- (K) 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, amended at the Company's 2011 annual general meeting held on 29 June 2012, amended at the Company's 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015 and amended at the Company's 2014 annual general meeting held on 30 June 2015, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC."
- (L) 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.

## NOTICE OF A SHAREHOLDERS' CLASS MEETING



**WEICHAI**

**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 THE CLASS MEETING OF THE HOLDERS OF A SHARES

NOTICE IS HEREBY GIVEN that the class meeting (the **"A Shareholders' Class Meeting"**) of the holders of A shares (**"A Shares"**) of Weichai Power Co., Ltd. (the **"Company"**) 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 30 June 2015 immediately after the conclusion of the annual general meeting of the shareholders of the Company to be held on the same date for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the **"Shareholders"**) dated 15 May 2015 of which this notice forms part (the **"Circular"**) shall have the same meanings when used herein.

#### AS A SPECIAL RESOLUTION:

1. 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 and the consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the annual general meeting of the shareholders of the Company and the class meeting of the holders of H 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 ten

## NOTICE OF A SHAREHOLDERS' CLASS MEETING

New Shares for every ten existing shares of the Company held on the Record Date by way of capitalisation of the surplus reserve of the Company ("**Bonus Shares Issue**"), be and are 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 of Directors considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as "**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 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;

- (B) the payment of a cash dividend of RMB1.50 per every ten Shares (tax inclusive) out of Company's retained earnings as at 31 December 2014 to the shareholders 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; and
- (C) 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 2014 annual general meeting held on 30 June 2015," be added after the words "... amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015," (*note H*)

## NOTICE OF A SHAREHOLDERS' CLASS MEETING

- (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 1,999,309,639 shares..."

be deleted in its entirety and replaced by the words "... the Company's total number of ordinary shares in issue is 3,998,619,278 shares..."

- (3) The following paragraph be added to Article 20 of the Articles of Association as the sixth paragraph: "After the implementation of the capitalisation of the surplus reserve in 2014 by the Company, a total of 3,998,619,278 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 3,027,099,278 shares and holders of overseas listed foreign shares are interested in 971,520,000 shares."

- (4) Article 21 of the Articles of Association. "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."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 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 RMB1,999,309,639, comprising a total of 1,999,309,639 shares..."

be deleted in its entirety and replaced by the words "the Company's registered capital is RMB3,998,619,278; comprising of a total of 3,998,619,278 shares..." . (note I)"

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

Hong Kong, 15 May 2015

## NOTICE OF A SHAREHOLDERS' CLASS MEETING

*Notes:*

- (A) Holders of A Shares of the Company whose names appear on the register of A Shares of the Company at the end of Tuesday, 23 June 2015 are entitled to attend and vote at the A Shareholders' Class Meeting.
- (B) Holders of A Shares intending to attend the A Shareholders' Class Meeting should complete and return the reply slip for attending the A Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company on or before 28 June 2015.

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 A Shares of the Company entitled to attend and vote at the A Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the A Shareholders' Class Meeting on its 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 A 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 authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the A Shareholders' Class 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.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Secretary to the Board of the Company, not less than 24 hours before the time appointed for the A Shareholders' Class Meeting. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (F) A Shareholder or his proxy should produce proof of identity when attending the A Shareholders' Class 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 A Shareholders' Class Meeting, 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 authorization of that legal representative or other person.
- (G) The A Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the A Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.

## NOTICE OF A SHAREHOLDERS' CLASS MEETING

- (H) 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, amended at the Company's 2011 annual general meeting held on 29 June 2012, amended at the Company's 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015 and amended at the Company's 2014 annual general meeting held on 30 June 2015, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC."

- (I) 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.

## NOTICE OF H SHAREHOLDERS' CLASS MEETING



**WEICHAI**

**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 THE CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the class meeting (the **"H Shareholders' Class Meeting"**) of the holders of H shares (**"H Shares"**) of Weichai Power Co., Ltd. (the **"Company"**) 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 30 June 2015 immediately after the conclusion of the class meeting of the holders of the A Shares of the Company to be held on the same date for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the **"Shareholders"**) dated 15 May 2015 of which this notice forms part (the **"Circular"**) shall have the same meanings when used herein.

#### AS A SPECIAL RESOLUTION:

1. 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 and the consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the annual general meeting of the shareholders of the Company and the class meeting of the holders of 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 ten

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

New Shares for every ten existing shares of the Company held on the Record Date by way of capitalisation of the surplus reserve of the Company ("**Bonus Shares Issue**"), be and are 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 of the PRC, 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 "**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 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;

- (B) the payment of a cash dividend of RMB1.50 per every ten Shares (tax inclusive) out of the Company's retained earnings as at 31 December 2014 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; and
- (C) 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 2014 annual general meeting held on 30 June 2015," be added after the words "... amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015," (*note H*)

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (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 1,999,309,639 shares..."

be deleted in its entirety and replaced by the words "... the Company's total number of ordinary shares in issue is 3,998,619,278 shares..."

- (3) The following paragraph be added to Article 20 of the Articles of Association as the sixth paragraph: "After the implementation of the capitalisation of the surplus reserve in 2014 by the Company, a total of 3,998,619,278 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 3,027,099,278 shares and holders of overseas listed foreign shares are interested in 971,520,000 shares."

- (4) Article 21 of the Articles of Association. "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."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 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 RMB1,999,309,639, comprising a total of 1,999,309,639 shares..."

be deleted in its entirety and replaced by the words "the Company's registered capital is RMB3,998,619,278; comprising of a total of 3,998,619,278 shares..." . (note I)"

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

Hong Kong, 15 May 2015

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

*Notes:*

- (A) The Company will not process registration of transfers of H Shares of the Company from 31 May 2015 to 30 June 2015 (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 31 May 2015 are entitled to attend and vote at the H Shareholders' Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shareholders' Class 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 2015. 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 H Shareholders' Class Meeting should complete and return the reply slip for attending the H Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the H Shareholders' Class Meeting (i.e. on or before 10 June 2015).

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 H Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting on its 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 authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the H Shareholders' Class 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.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (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 H Shareholders' Class Meeting.
- (F) A Shareholder or his proxy should produce proof of identity when attending the H Shareholders' Class 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 H Shareholders' Class Meeting, 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 authorization of that legal representative or other person.

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (G) The H Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.

- (H) 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, amended at the Company's 2011 annual general meeting held on 29 June 2012, amended at the Company's 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015 and amended at the Company's 2014 annual general meeting held on 30 June 2015, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC."

- (I) 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.