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WEICHAI

濰柴動力股份有限公司

WEICHAI POWER CO., LTD.

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

(Stock Code: 2338)

NOTICE OF 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.
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*).
 - (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).

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;

(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."

- (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.

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;

“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

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.
- (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.

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei and Mr. Sun Shaojun; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.