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WEICHAI

潍柴动力股份有限公司

WEICHAI POWER CO., LTD.

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

(Stock Code: 2338)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF WEICHAI POWER CO., LTD.

Reference is made to the announcement of Weichai Power Co., Ltd. (the “**Company**”) dated 14 July 2017 (the “**CCT Announcement**”) in respect of certain continuing connected transactions of the Company. A circular containing details of the Non-exempt Continuing Connected Transactions (as defined in the CCT Announcement) is expected to be despatched to the shareholders of the Company in accordance with Rule 19A.39A of the Listing Rules on or before 14 August 2017.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the Company will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 30 August 2017 at 2:30 pm for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context requires otherwise, terms defined in the CCT Announcement shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

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

1. “**THAT** the issue of the bonds (“**Bonds Issue**”) in the principal amount of not exceeding 650,000,000 Euro (or its United States Dollars equivalent) by Weichai International Hong Kong Energy Group Co., Limited, a wholly-owned subsidiary of the Company, be and is hereby approved; and the Board and the management and their respective authorised persons be and are hereby authorised to finalise the terms of the Bonds Issue, and execute all such documents in connection with the Bonds Issue.”

2. “**THAT** the grant of the guarantee (“**Guarantee**”) by the Company for the benefit of Weichai International Hong Kong Energy Group Co., Limited in respect of the Bonds Issue be and is hereby approved and the Board and the management and their respective authorised persons be and are hereby authorised to finalise the terms of the Guarantee, and execute all such documents in connection with the Guarantee.”
3. “**THAT** the supplemental agreement to the Weichai Westport Supply Agreement dated 14 July 2017 referred to in the section headed “II.A. Weichai Continuing Connected Transactions – 1. Supply of base engines, gas engine parts, utility and labour services, technology development services and related products and services by the Company (and its subsidiaries and/or associates) to Weichai Westport” in the announcement of the Company dated 14 July 2017 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.” *(note J)*
4. “**THAT** the supplemental agreement to the Weichai Westport Purchase Agreement dated 14 July 2017 referred to in the section headed “II.A. Weichai Continuing Connected Transactions – 2. Purchase of gas engines, gas engine parts, labour services and related products and services by the Company (and its subsidiaries and/or associates) from Weichai Westport” in the announcement of the Company dated 14 July 2017 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.” *(note J)*
5. “**THAT** the supplemental agreement to the Weichai Westport Logistics Agreement dated 14 July 2017 referred to in the section headed “IV. PRC Continuing Connected Transactions” in the announcement of the Company dated 14 July 2017 and the relevant new caps be and are hereby approved.” *(note J)*
6. “**THAT** the supplemental agreement to the Weichai Westport Leasing Agreement dated 14 July 2017 referred to in the section headed “IV. PRC Continuing Connected Transactions” in the announcement of the Company dated 14 July 2017 and the relevant new caps be and are hereby approved.” *(note J)*
7. “**THAT** the supplemental agreement to the Shaanxi Zhongqi Purchase Agreement dated 14 July 2017 referred to in the section headed “II. B. TAGC Continuing Connected Transaction – Purchase of parts and components of vehicles, scrap steel and related products and labour services by Shaanxi Zhongqi (and its subsidiaries) from Shaanxi Automotive (and its associates)” in announcement of the Company dated 14 July 2017 and the relevant New Caps (as defined in the said announcement) be and are hereby approved” *(Note K)*.

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

Hong Kong, 14 July 2017

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 July 2017 to 30 August 2017 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited on 31 July 2017 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar and Transfer Office, not later than 4:30 p.m. on 28 July 2017. The address of the Company’s H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Holders of H Shares intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the EGM, (i.e. on or before 10 August 2017). The contact details of the Secretary to the Board of the Company are as follows:

Capital Operation Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People’s Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 819 7069
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his/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 EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (D) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.

- (F) Each holder of A Shares of the Company who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of A Shares of the Company, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (G) A shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his/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 EGM shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China. The period for lodgement of such notices shall commence from the day after the date of this notice of the EGM and end on the date that is 16 days before the date of the EGM.
- (I) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (J) Weichai Holdings and its associates will abstain from voting at the EGM in respect of this resolution.
- (K) Mr. Yuan Hongming, an executive Director of the Company, will abstain from voting at the EGM in respect of this resolution.

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Yan Jianbo; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong and Mr. Li Hongwu.