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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)

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

Reference is made to the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of the shareholders of Weichai Power Co., Ltd. (the “**Company**”) dated 14 July 2017. The EGM will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Development Zone, Weifang, Shandong Province, the People’s Republic of China on 30 August 2017 at 2:30 p.m.

The board of directors (“**Board**”) of the Company received a motion made by 潍柴控股集團有限公司 (Weichai Group Holdings Limited), a substantial shareholder of the Company, for submitting additional proposals to the EGM for approval by the shareholders of the Company. After careful deliberation and discussion, and in compliance with the Company’s articles of association, the Board resolved to submit the said additional proposals to the EGM for the shareholders’ consideration and, if thought fit, approval.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled and will consider and, if thought fit, approve the following resolutions as ordinary resolutions, in addition to the resolutions as set out in the Notice:

ORDINARY RESOLUTIONS

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

8. To consider and approve the election of Mr. Wu Hongwei as a Supervisor of the Company for a term from the date of the EGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive). (Note E)
9. “**THAT** the grant of the guarantee (the “**Bank Loan Guarantee**”) by the Company in respect of a loan of Weichai Power Hong Kong International Development Co., Limited (a wholly-owned subsidiary of the Company) from certain financial institution(s) in the principal amount of not exceeding 155,000,000 Euro be and is hereby approved; and the Board and the management and their respective authorised persons be and are hereby authorised to conduct the relevant negotiations with the relevant financial institution(s) and finalise the terms of the Bank Loan Guarantee and execute all such documents in connection thereto.”

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

Hong Kong, 11 August 2017

Notes:

- (A) Since the proxy form sent together with the Notice dated 14 July 2017 (the “**First Proxy Form**”) does not contain the proposed additional resolutions as set out in this supplemental notice of EGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice of EGM.
- (B) A shareholder who has not yet lodged the First Proxy Form with 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), is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Proxy Form should not be lodged with the Company’s H-Share Registrar and Transfer Office.
- (C) A shareholder who has already lodged the First Proxy Form with Company’s H-Share Registrar and Transfer Office should note that:
 - (i) If no Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed. Apart from the resolutions referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions numbered 8 and 9 as set out in this supplemental notice.

- (ii) If the Second Proxy Form is lodged with the Company's H-Share Registrar and Transfer Office at or before 2:30 p.m. on Tuesday, 29 August 2017, in accordance with the instructions printed thereon, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid form of proxy if duly completed.
 - (iii) If the Second Proxy Form is lodged with the Company's H-Share Registrar and Transfer Office after 2:30 p.m. on Tuesday, 29 August 2017, the Second Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid form of proxy if duly completed. Apart from the resolutions referred to in the EGM Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions numbered 8 and 9 as set out in this supplemental notice.
- (D) Apart from the additional resolutions set out in this supplemental notice of EGM, all other matters relating to the EGM as set out in the Notice remain unchanged. Please refer to the Notice for details of the other resolutions to be considered and approved at the EGM, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the EGM.
- (E) As disclosed in the announcement of the Company dated 3 August 2017, Ms. Jiang Jianfang will resign as a Supervisor of the Company on the date of the EGM. It is recommended that Mr. Wu Hongwei be appointed as a Supervisor of the Company. The biography of Mr. Wu Hongwei is as follows:

Mr. Wu Hongwei, Chinese, aged 51, holds a Master of Business Administration degree and is an accountant. He is a director and the Chief Financial Officer of Weichai Group Holdings Limited ("**Weichai Holdings**") (formerly known as Weifang Diesel Engine Works and a substantial shareholder of the Company), a director of Weichai Heavy-duty Machinery Co., Ltd. (a subsidiary of Weichai Holdings and a company listed on the Shenzhen Stock Exchange with stock code: 000880) and a director of KAMA Co., Ltd (a company listed on the Shanghai Stock Exchange with stock code: 900953). He joined Weichai Holdings in July 1991 and had held the positions of deputy manager of the finance department of Shandong Weichai Import and Export Co., Ltd (a subsidiary of Weichai Holdings), assistant to director and deputy director of the finance department of Weichai Holdings, director of the finance department of the Company and director of the finance department of Weichai Holdings.

Mr. Wu holds 4,789,516 A Shares of the Company as at the date hereof.

Save as disclosed herein, Mr. Wu 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 election of supervisor that will need to be brought to the attention of the shareholders of the Company 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.

Save as disclosed herein, none of Mr. Wu nor his 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 date hereof.

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.