

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

Notice convening the EGM to be held at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 30 November 2017 are set out on pages 7 to 9 of this circular. Whether or not you intend to be present at the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (with respect to the holders of H Shares) or the registered office of the Company at Capital Operation 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 meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the 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:

“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
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“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
“Company”	潍柴動力股份有限公司 (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
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 30 November 2017, the notice for which is contained in this circular
“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
“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

DEFINITIONS

“Latest Practicable Date”	11 October 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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)

LETTER FROM THE BOARD



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)

Executive Directors

Tan Xuguang (Chairman and Chief Executive Officer)

Zhang Quan (Executive President)

Xu Xinyu (Executive President)

Sun Shaojun (Executive President)

Yuan Hongming (Executive President)

Yan Jianbo (Executive President)

Non-executive Directors

Wang Yuepu

Jiang Kui

Gordon Riske

Independent Non-executive Directors

Loh Yih

Zhang Zhong

Wang Gongyong

Ning Xiangdong

Li Hongwu

Registered office:

197, Section A

Fu Shou East Street

High Technology Industrial

Development Zone

Weifang

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

16 October 2017

To: Holders of H Shares

Holders of A Shares

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 16 October 2017 in relation to the proposed amendments to the Articles of Association .

The purpose of this circular is to provide you with, among other things details of the proposed amendments to the Articles of Association. This circular also contains the notices convening the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the requirements of 《中共山東省委組織部中共山東省國資委委員會轉發〈中共中央組織部國務院國資委黨委關於扎實推動國有企業黨建工作要求寫入公司章程的通知〉的通知》 (“Notice of the Organisation Department of Shandong Provincial Party Committee and Shandong Provincial State-owned Assets and Administration Commission on the forwarding of the ‘Notice of the Organisation Department of the Communist Party of China and State-owned Assets Supervision and Administration Commission of the State Council regarding the Promotion of the Incorporation of Party Building Works into the Articles of Associations of State-owned Enterprises’ ”) and 《中共山東省國資委委員會關於省管企業黨建幾個問題的通知》 (“Notice of the Shandong Provincial State-owned Assets and Administration Commission regarding several issues on the Party Building Works of Provincially-managed Enterprises”), and in compliance with the PRC Company Law (《中華人民共和國公司法》), Guidelines for the Articles of Association of Listed Companies (2016 revision) (《上市公司章程指引(2016年修訂)》) and the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) and other relevant laws and regulations, and taking into consideration the actual circumstances of the Company, the Board proposes to make certain amendments to the Articles of Association for the incorporation of Party-building works into the Articles of Association.

The details of the proposed amendments to the Articles of Association are set out below:

1. Article 6

The following be added at the end of the first paragraph of Article 6:

“In accordance with the requirements of the Company Law and the Constitution of the Communist Party of China, organisations of the Communist Party of China (hereinafter the “Party Organisation”) and working units shall be established by the Company; the Party Organisation shall play a core political role in the Company, ensure the Company’s implementation of objectives and policies of the Party and the State; the Company shall provide the necessary conditions to facilitate the activities of the Party Organisation, promote the institutionalisation and standardisation of Party-building work, foster the Party Organisation’s commencement of activities centering on production and operation, as well as the performance of its role”.

2. Article 7

The words “amended at the Company’s 2017 third extraordinary general meeting held on 30 November 2017” be added after the words “...amended at the Company’s 2016 annual general meeting held on 8 June 2017...” in the first paragraph of Article 7.

LETTER FROM THE BOARD

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.

3. EGM

The EGM will be held at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Thursday, 30 November 2017 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the EGM set out in pages 7 to 9 of this circular. Notice convening the EGM is set out on pages 7 to 9 of this circular.

Form of proxy for use at the EGM is enclosed with this circular. Holders of A Shares may use the form 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 meeting, 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, Wanchai, Hong Kong (with respect to the holders of H Shares) or the Company’s registered office at Capital Operation 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 meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the meeting or any adjournment thereof if you so wish.

4. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 1 November 2017 to 30 November 2017, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, 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, Wanchai, Hong Kong not later than 4:30 p.m. on 31 October 2017.

5. RECOMMENDATIONS

The Board considers that the proposed resolutions in respect of (i) the amendments to the Articles of Association, and (ii) the grant of guarantee by the Company in respect of a loan of Weichai America Corp. (a wholly-owned subsidiary of the Company) from certain financial institution(s) in the principal amount of not exceeding US\$60,000,000 (or its equivalent) as set out in the ordinary resolution numbered 2 in the notice convening the EGM are in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Directors recommend the Shareholders, to vote in favour of the resolutions which will be proposed at the EGM.

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



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Weichai Power Co., Ltd. (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 November 2017 at 2:50 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 16 October 2017, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

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

AS A SPECIAL RESOLUTION:

1. To approve the amendments to the Articles of Association of the Company as set out in the section headed “2. Proposed amendments to the Articles of Association” in the letter from the Board contained in the Circular. *(note J)*

AS AN ORDINARY RESOLUTION:

2. “**THAT** the grant of the guarantee (the “**Guarantee**”) by the Company in respect of a loan of Weichai America Corp. (a wholly-owned subsidiary of the Company) from certain financial institution(s) in the principal amount of not exceeding US\$60,000,000 (or its equivalent) 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 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, 16 October 2017

NOTICE OF EGM

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 1 November 2017 to 30 November 2017 (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 1 November 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 31 October 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 November 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) 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 EGM 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 EGM

- (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 half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (J) Since the Company is a PRC incorporated company and the official Articles of Association of the Company are in the Chinese language, the 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 the circular and this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.