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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 OF THE SHAREHOLDERS OF WEICHAI POWER CO., LTD.

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 on 13 November 2020 at 2:50 p.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 23 October 2020, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

ORDINARY RESOLUTIONS

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

1. “**THAT** the Supplemental Agreement to the Weichai Sale and Processing Services Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 1. Continuing Connected Transactions between Weichai Holdings (and its associates) and the Group – Sale of diesel engines, diesel engine parts and components, materials, semi-finished products, hydraulic products and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note 1)*
2. “**THAT** the supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries) (including the relevant supplemental agreement and new caps) as referred to in the section headed “II. The Continuing Connected Transactions – 1. Continuing Connected Transactions between Weichai Holdings (and its associates) and the Group – (a) Supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries)” in the announcement of the Company dated 27 August 2020 be and is hereby approved.” *(Note 1)*

3. “**THAT** the Supplemental Agreement to the Weichai Heavy Machinery Purchase and Processing Services Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 2. Continuing Connected Transactions between Weichai Heavy Machinery (and its subsidiaries) and the Group – Purchase of diesel engine parts and components, materials, steel and scrap metal etc., diesel engines and related products and labour and processing services by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*
4. “**THAT** the Supplemental Agreement to the Weichai Power Diesel Engines Supply Framework Agreement and the Weichai Yangzhou Diesel Engines Supply Framework Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 3. Continuing Connected Transactions between Yangzhou Yaxing (and its subsidiaries) and the Group – (a) Sale of engines, new energy powertrain and related products by the Company and its subsidiaries to Yangzhou Yaxing and its subsidiaries” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*
5. “**THAT** the Supplemental Agreement to the Transmissions Supply Framework Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 3. Continuing Connected Transactions between Yangzhou Yaxing (and its subsidiaries) and the Group – (b) Sale of transmissions by SFGC to Yangzhou Yaxing and its subsidiaries” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*
6. “**THAT** the Supplemental Agreement to the Axles Supply Framework Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 3. Continuing Connected Transactions between Yangzhou Yaxing (and its subsidiaries) and the Group – (c) Sale of axles by Hande Axle to Yangzhou Yaxing and its subsidiaries” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*
7. “**THAT** the Supplemental Agreement to the Weichai Westport Supply Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 4. Continuing Connected Transactions between Weichai Westport and the Group – (a) 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 “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*

8. “**THAT** the Supplemental Agreement to the Weichai Westport Purchase Agreement dated 27 August 2020 referred to in the section headed “II. The Continuing Connected Transactions – 4. Continuing Connected Transactions between Weichai Westport and the Group – (b) 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 “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved.” *(Note I)*
9. “**THAT** the provision of logistics and storage services by Weichai Logistics (and its associates) to Weichai Westport (including the relevant supplemental agreement and new caps) as referred to in the section headed “IV. PRC Continuing Connected Transactions” in the announcement of the Company dated 27 August 2020 be and is hereby approved.” *(Note I)*
10. “**THAT** the leasing of factory buildings by the Company to Weichai Westport (including the relevant supplemental agreement and new caps) as referred to in the section headed “IV. PRC Continuing Connected” in the announcement of the Company dated 27 August 2020 be and is hereby approved.” *(Note I)*
11. “**THAT** the grant of the guarantee(s) (the “**Guarantee(s)**”) by the Company in respect of certain loans of Weichai Power Hong Kong International Development Co., Limited (a wholly-owned subsidiary of the Company) from financial institution(s) in the principal amount of not exceeding EUR408 million or equivalent amount in other currencies, 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(s), and execute all such documents and carry out registration or filing with the relevant government authorities in connection thereto.”

SPECIAL RESOLUTION

12. To consider and, if thought fit, approve the amendments to the Articles of Association as set out in the section headed “V. Proposed amendments to the Articles of Association” in the “Letter from the Board” contained in the Circular as a special resolution. *(Note J)*

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

Hong Kong, 23 October 2020

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 10 November 2020 to 13 November 2020 (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 13 November 2020 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, not later than 4:30 p.m. on 9 November 2020. The address of the Company’s H-Share Registrar 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) 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.
- (C) 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.
- (D) 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 (C) 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.
- (E) Each holder 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**”) 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 (B) and (C) 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 Directors of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the board of Directors of the Company is as follow:

Legal and Securities Affairs 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

- (F) 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.
- (G) 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 on (and include) the day after the date of this notice of the EGM and end on (and exclude) the date that is seven (7) days before the date of the EGM.
- (H) 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.
- (I) (i) Weichai Holdings and its associates, (ii) Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu and Mr. Sun Shaojun, executive Directors of the Company, and (iii) Mr. Wu Hongwei and Mr. Lu Wenwu, supervisors of the Company, will abstain from voting at the EGM in respect of this resolution.
- (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 in the English version of the Circular 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. 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 notice, 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. Zhang Liangfu, Mr. Jiang Kui, Mr. Gordon Riske and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Li Hongwu, Mr. Wen Daocai, Ms. Jiang Yan, Mr. Yu Zhuoping and Ms. Zhao Huifang.