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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 21 May 2021 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 30 April 2021, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

**SPECIAL RESOLUTIONS**

1. To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.\* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the relevant laws and regulations. *(Note 1)*
2. To consider and approve the resolution on the proposal in relation to the spin-off and listing of Weichai Torch Technology Co., Ltd.\* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange. *(Note 1)*
3. To consider and approve the resolution on the “Plan for the spin-off and listing of Weichai Torch Technology Co., Ltd., a subsidiary of Weichai Power Co., Ltd., on the ChiNext Board of the Shenzhen Stock Exchange” (《潍柴動力股份有限公司關於分拆所屬子公司潍柴火炬科技股份有限公司至創業板上市的預案》). *(Note 1)*
4. To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.\* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the “Certain Provisions on Pilot Domestic Listing of Spin-off Subsidiaries of Listed Companies” (《上市公司分拆所屬子公司境內上市試點若干規定》). *(Note 1)*

5. To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.\* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange which benefits to safeguard the legal rights and interests of the shareholders and creditors of the Company. *(Note I)*
6. To consider and approve the resolution on the ability of the Company to maintain its independence and sustainable operation ability. *(Note I)*
7. To consider and approve the resolution on the capacity of Weichai Torch Technology Co., Ltd.\* (潍柴火炬科技股份有限公司), a subsidiary of the Company, to operate in accordance with the corresponding regulations. *(Note I)*
8. To consider and approve the resolution on the explanation regarding the completeness and compliance of the statutory procedures performed for the spin-off and the validity of the legal documents to be submitted in relation thereto. *(Note I)*
9. To consider and approve the resolution on the analysis in relation to the objectives, commercial reasonableness, necessity and feasibility of the spin-off. *(Note I)*
10. To consider and approve the resolution on the authorisation to the board of the Company and its authorised persons to deal with the matters relating to the spin-off. *(Note I)*
11. To consider and 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. *(Note J)*

## ORDINARY RESOLUTIONS

12. To consider and approve the continuing connected transaction between the Company and its subsidiaries and 山推工程機械股份有限公司 (Shantui Construction Machinery Co., Ltd.). (*Note K*)

13. To consider and, if thought fit, approve the following resolutions as an ordinary resolution:

“**THAT** the CNHTC Purchase Agreement dated 25 February 2021 referred to in the section headed “II. The Continuing Connected Transactions – (a) Purchase of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) from CNHTC (and its associates)” in the announcement of the Company dated 25 February 2021 and the relevant new cap be and are hereby approved.” (*Note K*)

14. To consider and, if thought fit, approve the following resolutions as an ordinary resolution:

“**THAT** the CNHTC Supply Agreement dated 25 February 2021 referred to in the section headed “II. The Continuing Connected Transaction – Sale of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) to CNHTC (and its associates)” in the “Letter from the Board” contained in the Circular and the relevant New Cap (as defined in the Circular) 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, 30 April 2021

*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 15 May 2021 to 21 May 2021 (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 21 May 2021 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 14 May 2021. 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:

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) 2297056/2297068  
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) Information in relation to the resolutions are set out in the announcements published by the Company in relation to the possible spin-off and separate listing of the spark plug business of the Group on the ChiNext Board of the Shenzhen Stock Exchange on 25 February 2021 and 23 April 2021, respectively.
- (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.
- (K) (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.

*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.*