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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 (the “**PRC**”) on 26 October 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 5 October 2021, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

AS ORDINARY RESOLUTIONS

1. “**THAT** the supplemental agreement to the Fast Transmission Sale Agreement dated 30 August 2021 referred to in the section headed “II.B. TAGC Continuing Connected Transactions — Continuing Connected Transactions between SFGC and Fast Transmission — (a) Sale of parts and components of transmissions and related products by SFGC to Fast Transmission” in the announcement dated 30 August 2021 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.”
(Note 1)
2. “**THAT** the supplemental agreement to the Fast Transmission Purchase Agreement dated 30 August 2021 referred to in the section headed “II.B. TAGC Continuing Connected Transactions — Continuing Connected Transactions between SFGC and Fast Transmission — (b) Purchase of parts and components of transmissions and related products and labour services by SFGC from Fast Transmission” in the announcement dated 30 August 2021 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.”
(Note 1)

AS SPECIAL RESOLUTION

3. To consider and approve the amendments to the Articles of Association as set out in the section headed “III. Proposed amendments to the Articles of Association” in the “Letter from the Board” contained in the Circular. *(Note J)*

AS ORDINARY RESOLUTIONS

4. To consider and approve the amendments to the Rules of Procedure for General Meetings (the amended version is set out in Appendix I to the Circular). *(Note J)*
5. To consider and approve the amendments to the Rules of Procedure for Board Meetings (the amended version is set out in Appendix II to the Circular). *(Note J)*
6. To consider and approve the amendments to the Rules of Procedure for Supervisory Committee Meetings (the amended version is set out in Appendix III to the Circular). *(Note J)*
7. To consider and approve the amendments to the Terms of Reference of the Strategic Development and Investment Committee as set out in the section headed “IV. Proposed Amendments to the Terms of Reference of Board Committees — 4. Proposed Amendments to the Terms of Reference of the Strategic Development and Investment Committee” in the letter from the Board contained in the Circular. *(Note J)*
8. To consider and approve the amendments to the Terms of Reference of the Audit Committee as set out in the section headed “IV. Proposed Amendments to the Terms of Reference of Board Committees — 1. Proposed Amendments to the Terms of Reference of the Audit Committee” in the letter from the Board contained in the Circular. *(Note J)*
9. To consider and approve the amendments to the Terms of Reference of the Remuneration Committee as set out in the section headed “IV. Proposed Amendments to the Terms of Reference of Board Committees — 2. Proposed Amendments to the Terms of Reference of the Remuneration Committee” in the letter from the Board contained in the Circular. *(Note J)*
10. To consider and approve the amendments to the Terms of Reference of the Nomination Committee as set out in the section headed “IV. Proposed Amendments to the Terms of Reference of Board Committees — 3. Proposed Amendments to the Terms of Reference of the Nomination Committee” in the letter from the Board contained in the Circular. *(Note J)*
11. To consider and approve the amendments to the Decision Making Rules in respect of Connected Transactions of Weichai Power Co., Ltd. (the amended version is set out in Appendix IV to the Circular). *(Note J)*
12. To consider and approve the amendments to the Decision Making Rules in respect of Investments and Operations of Weichai Power Co., Ltd. (the amended version is set out in Appendix V to the Circular). *(Note J)*

13. To consider and approve the proposed increase in share capital of a subsidiary of the Company, 陝西重型汽車有限公司 (Shaanxi Heavy Duty Motor Company Limited), by way of injection of capital thereto by the Company and 陝西汽車集團股份有限公司 (Shaanxi Automobile Group Co., Ltd.). (*Note K*)

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

Hong Kong, 5 October 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 21 October 2021 to 26 October 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 26 October 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 20 October 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) 229 7056/229 7068
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) Mr. Yan Jianbo, an executive Director 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, the Rules of Procedure, the Terms of Reference and other corporate governance policies (as the case may be) 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) For further details, please refer to the announcement of the Company dated 28 September 2021 on the Shenzhen Stock Exchange entitled 《潍柴動力股份有限公司關於對控股子公司增資暨關聯交易的公告》 ("Announcement of Weichai Power Co., Ltd. in respect of the Increase in Share Capital of a Controlling Subsidiary and Connected Transaction").

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 Huiyang.