

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

If you have sold or transferred all your overseas listed foreign shares (“H Shares”) in Weichai Power Co., Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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潍柴動力股份有限公司

WEICHA 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,
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
GENERAL MEETINGS,
(3) PROPOSED ELECTION OF SUPERVISOR,
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the EGM to 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 PRC on 9 September 2022 at 2:50 p.m. is set out on pages 12 to 14 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, Wan Chai, Hong Kong (with respect to the holders of H Shares) or the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (attention: the office of the Board of Directors) (with respect to the holders of A Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EGM	12

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“A Share(s)”	the A Share(s), being ordinary share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed 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
“Company”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability
“connected person”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 9 September 2022 (Friday), the notice of which is contained in this circular
“Group”	the Company and its subsidiaries, and “Group Company” means any of the same
“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
“Latest Practicable Date”	18 August 2022, 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
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings (股東大會議事規則) of the Company

DEFINITIONS

“Share(s)”	the share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Executive Directors:

Tan Xuguang (*Chairman and Chief Executive Officer*)

Zhang Quan

Xu Xinyu

Sun Shaojun

Yuan Hongming (*Executive President*)

Yan Jianbo (*Executive President*)

Non-executive Directors:

Zhang Liangfu

Jiang Kui

Gordon Riske

Michael Martin Macht

Independent Non-executive Directors:

Li Hongwu

Wen Daocai

Jiang Yan

Yu Zhuoping

Zhao Huifang

Supervisors:

Lu Wenwu

Ma Changhai

Wang Xuewen

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

Central, Hong Kong

23 August 2022

To: Holders of H Shares

Holders of A Shares

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR
GENERAL MEETINGS,
(3) PROPOSED ELECTION OF SUPERVISOR,
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcements of the Company dated 22 August 2022 in relation to (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedure for General Meetings, and (iii) the proposed election of Supervisor.

The purpose of this circular is to provide you with, among other things, details of the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings, and the proposed election of Supervisor. A notice convening the EGM is also included in the circular.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In line with the development needs of the business of the Company and to align with the core shareholder protection standards (the “**Core Shareholder Protection Standards**”) set out in Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in compliance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), and other relevant laws and regulations, the Board proposes to make certain amendments to the Articles of Association.

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

a. Cover page of the Articles of Association:

The existing notes on the amendment history on the cover page of the Articles of Association be deleted in its entirety and be replaced by:

“(Amended at the Company’s 2022 second extraordinary general meeting held on 9 September 2022)”

b. Article 7 of the Articles of Association:

The words *“approved for amendment at the 2022 second extraordinary general meeting held on 9 September 2022,”* be inserted after the words *“... approved for amendment at the Company’s 2021 third extraordinary general meeting held on 26 October 2021,”* in the first paragraph of the existing Article 7.

c. Article 13 of the Articles of Association:

The words *“import and export of technology; import and export of goods;”* be deleted in the third paragraph of the existing Article 13.

LETTER FROM THE BOARD

The words *“engineering and technical research and experimental development;”* be deleted from the fourth paragraph of the existing Article 13.

The words *“automobile leasing;”* in the fourth paragraph of the existing Article 13 be replaced by *“small and mini passenger vehicles leasing and management services”*.

The words *“; import and export of goods; import and export of technology; repair and maintenance of motor vehicles; sales of refrigeration and air conditioning equipment; sale of tyres.”* be inserted at the end of the fourth paragraph of the existing Article 13.

d. Article 73 of the Articles of Association:

The words *“20 clear business days (being the days on which the Hong Kong Stock Exchange is open for business of dealing in securities, same definition applies below)”* in the first paragraph of the existing Article 73 be replaced by *“20 days”*.

The words *“15 calendar days and at least 10 clear business days”* in the first paragraph of the existing Article 73 be replaced by *“at least 15 days”*.

The words *“or any other date as provided by these Articles.”* be inserted at the end of the first paragraph of the existing Article 73.

e. Article 82 of the Articles of Association:

The words *“company representative(s) or”* be inserted after the words *“In respect of shareholders of overseas listed foreign shares, where the relevant shareholder is a Recognised Clearing House, such Shareholder may authorise”* in the second paragraph of the existing Article 82.

The words *“act on its behalf at any general meeting or any other class meetings”* in the second paragraph of the existing Article 82 be replaced by *“attend and act on its behalf at any general meeting or any other class meetings or any creditors’ meeting”*.

LETTER FROM THE BOARD

f. Article 232 of the Articles of Association:

Sub-paragraphs (3) and (4) of the first paragraph of the existing Article 232 be deleted in its entirety and be replaced by:

“(3) by fax, email or other electronic means;

(4) by publication on the website of the Company and the website designated by The Stock Exchange of Hong Kong Limited, to the extent permitted under the laws and regulations and the listing rules of the stock exchange in the place(s) where the Company’s shares are listed;

(5) by way of public announcement;

(6) by other means agreed in advance between the Company and the recipient or such other means as approved by the recipient after being notified;

(7) by any other means approved by the relevant regulatory authority in the place where the Company’s shares are listed or as provided for in the Articles.”

g. Article 233 of the Articles of Association:

The existing Article 233 be deleted in its entirety and be replaced by:

“Whether or not these Articles has otherwise provided for the delivery methods of any notice, communication or any other written material, regarding the despatch or provision of any corporate communications by the Company to its holders of the overseas listed foreign shares according to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that it is in accordance with the laws and regulations and relevant listings rules at the place(s) where the Company’s shares are listed, the Company may despatch or provide corporate communications to its holders of the overseas listed foreign shares by electronic means or by publication on websites.

“Corporate communications” shall mean any documents issued or to be issued by the Company for the information or action of the holders of any of its securities, including but not limited to annual reports (including directors’ reports, annual financial statements of the Company, auditors’ reports, summary financial reports, etc.), interim reports (including interim financial statements of the Company, summary interim reports, etc.), notices of meeting, listing documents, circulars, proxy forms, and other communication documents.”

h. Article 234 of the Articles of Association:

The following be inserted as a new paragraph following paragraph 3 of the existing Article 234:

“If the notice of the Company is issued by fax or email or publication on websites, the date of issuance shall be deemed to be the date of delivery.”

LETTER FROM THE BOARD

- i. The following new Article 237 shall be inserted after the existing Article 236:

“Article 237 If the listing rules of the place where the shares of the Company are listed require the Company to send, mail, despatch, deliver, issue or in any other way provide the relevant corporate documents in both Chinese and English, and if the Company has made appropriate arrangements to confirm whether its shareholders wishes to receive the Chinese or English copy only, and to the extent permitted by and in accordance with the applicable laws and regulations, the Company may (in accordance with the wishes of the relevant shareholders) provide only the Chinese or English copy to the relevant shareholders.”

- j. After amendments to the Articles of Association as proposed above, the numbering of the relevant clauses and cross references in the Articles of Association will also be adjusted and amended accordingly.

Since the Company is a PRC incorporated company and the official Articles of Association 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.

The above proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM and the final approval and registration by the relevant company registration authority.

III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

In line with the development needs of the business of the Company and to align with the above proposed amendments to the Articles of Association, in compliance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), and other relevant laws and regulations, the Board proposes to make certain amendments to the Rules of Procedure for General Meetings.

The details of the proposed amendments to the Rules of Procedure for General Meetings are set out below:

- a. Cover page of the Rules of Procedure for General Meetings:

The existing notes on the amendment history on the cover page of the Rules of Procedure for General Meetings be deleted in its entirety and be replaced by:

“(Amended at the Company’s 2022 second extraordinary general meeting held on 9 September 2022)”

LETTER FROM THE BOARD

b. Article 17 of the Rules of Procedure for General Meetings:

The words *“20 clear business days (being the days on which the Hong Kong Stock Exchange is open for business of dealing in securities, same definition applies below)”* in the first paragraph of the existing Article 17 be replaced by *“20 days”*.

The words *“15 days and at least 10 clear business days”* in the first paragraph of the existing Article 17 be replaced by *“at least 15 days”*.

The words *“Shareholders of H Shares who intends to attend the general meeting shall deliver to the Company a written reply stating his or her intention to attend 20 days prior to the meeting.”* in the first paragraph of the existing Article 17 be deleted in its entirety.

The words *“or any other date as provided by the Articles of Association.”* be inserted at the end of the first paragraph of the existing Article 17.

c. Article 27 of the Rules of Procedure for General Meetings:

The words *“company representative(s) or”* be inserted after the words *“In respect of shareholders of overseas listed foreign shares, where the relevant shareholder is a recognised clearing house, such Shareholder may authorise”* in the second paragraph of the existing Article 27.

The words *“act on its behalf at any general meeting or any other class meetings”* in the second paragraph of the existing Article 27 be replaced by *“attend and act on its behalf at any general meeting or any other class meetings or any creditors’ meeting”*.

Since the Company is a PRC incorporated company and the official Rules of Procedure for General Meetings are in the Chinese language, the above proposed amendments are the English Translation of 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.

The above proposed amendments to the Rules of Procedure for General Meetings are subject to the approval of the Shareholders by way of special resolution at the EGM.

IV. PROPOSED ELECTION OF SUPERVISOR

Reference is made to the announcement of the Company dated 22 August 2022 in respect of the resignation of Mr. Lu Wenwu (**“Mr. Lu”**) as a Supervisor and the chairman of the Supervisory Committee with effect immediately after the relevant shareholders’ approval for the appointment of the proposed new supervisor has been obtained.

LETTER FROM THE BOARD

In order to fill up the vacancy arising from the resignation of Mr. Lu, the Supervisory Committee has recommended that Mr. Wang Yanlei (王延磊) (“**Mr. Wang**”) be elected as a shareholder representative Supervisor, with effect from the date of approval by the Company’s shareholders at the general meeting until the conclusion of the annual general meeting of the Company for the year ending 31 December 2023, which is the expiration of the term of the current session of the Supervisory Committee. The proposed appointment of Mr. Wang as a shareholder representative Supervisor is subject to the approval of the shareholders of the Company.

The biographical details of Mr. Wang are set out below:

Mr. Wang Yanlei (王延磊), Chinese, born in July 1969, is currently the chairman of the labour union and the director of the Party Committee working department* (黨委工作部) of the Company; and the chairman of the labour union, the chairman of supervisory committee and the director of the Party Committee working department* of Weichai Group Holdings Limited, etc. Mr. Wang joined Weifang Diesel Engine Factory (濰坊柴油機廠) in October 1985 and had held various positions including the deputy general manager and the officer of the assembly workshop of the 615 Factory of the Company, general manager of the No. 2 Factory, the deputy general manager of Yangzhou Yaxing Motor Coach Co., Ltd. (揚州亞星客車股份有限公司), the chairman of the board and general manager of Weichai (Yangzhou) Special Vehicles Co., Ltd. (濰柴(揚州)特種車有限公司), the deputy general manager of Weichai Lovol Heavy Industry Co., Ltd. (濰柴雷沃重工股份有限公司) and the chairman of the labour union of China National Heavy Duty Truck Group Co., Ltd. (中國重型汽車集團有限公司). Mr. Wang is an assistant political engineer (助理政工師) and holds a bachelor’s degree.

Mr. Wang will not enter into any service contract with the Company. Mr. Wang’s remuneration as a Supervisor is to be determined in accordance with the relevant emolument policy of the Company on the basis of the relevant Supervisor’s merit, qualifications and competence, subject to the approval by the Shareholders. In addition, bonus (if any) will be paid to the Supervisors based on the operating results of the Company and at the Company’s discretion.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang confirmed that (i) he has not held any major positions in the Company or its subsidiaries, and did not hold any directorship in other listed company for the past three years; (ii) he does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholder of the Company; and (iii) he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no matter relating to the proposed election of Mr. Wang as a Supervisor that needs 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Save as disclosed above, none of Mr. Wang 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 Latest Practicable Date.

LETTER FROM THE BOARD

V. EGM

It was proposed that (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedure for General Meetings, and (iii) the proposed election of Supervisor, shall be considered and, if thought fit, approved at the EGM.

The EGM 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 PRC on 9 September 2022, Friday to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the EGM set out in pages 12 to 14 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in any of the resolutions proposed at the EGM. Therefore, no Shareholder is required to abstain from voting at the EGM in respect of the relevant resolutions.

It is a requirement of the Hong Kong Listing Rules that the voting at the EGM must be taken by poll.

The form of proxy for use at the EGM is enclosed with this circular. Holders of A Shares may use the forms 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 meetings, 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, Wan Chai, Hong Kong (with respect to the holders of H Shares) or the Company's registered office at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (attention: the office of the Board of Directors) (with respect to the holders of A Shares), no later than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

VI. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 6 September 2022 to 9 September 2022, 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 5 September 2022.

LETTER FROM THE BOARD

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

VIII. RECOMMENDATIONS

Having considered the information set out herein, the Directors are of the opinion that all relevant resolutions to be proposed at the EGM are in the best interests of Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions regarding the same.

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

NOTICE OF EGM



潍柴動力股份有限公司

WEICHA 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 WEICHA 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 9 September 2022 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 August 2022, of which this notice forms part (the “Circular”) shall have the same meaning when used herein.

AS SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the Articles of Association as set out in the section headed “II. Proposed amendments to the Articles of Association” in the “Letter from the Board” contained in the Circular. *(Note I)*
2. To consider and approve the amendments to the Rules of Procedure for General Meetings as set out in the section headed “III. Proposed amendments to the Rules of Procedure for General Meetings” in the “Letter from the Board” contained in the Circular. *(Note I)*

AS ORDINARY RESOLUTION

3. To consider and approve the election of Mr. Wang Yanlei 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 2023 (both days inclusive).

By Order of the Board of Directors
Weichai Power Co., Ltd.
Tan Xuguang
Chairman and CEO

Hong Kong, 23 August 2022

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 6 September 2022 to 9 September 2022 (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 9 September 2022 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 5 September 2022. 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) 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.
- (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.

NOTICE OF EGM

- (I) Since the Company is a PRC incorporated company and the official Articles of Association and the Rules of Procedure for General Meetings (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.

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.