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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 29 December 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 8 December 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 resolution on the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the relevant laws and regulations.
2. To consider and approve the resolution on the proposal in relation to the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange.
3. To consider and approve the resolution on the “Action Plan for the Spin-off and Listing of Weichai Lovol Intelligent Agricultural 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雷沃智慧農業科技股份有限公司至創業板上市的預案》).
4. To consider and approve the resolution on the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the “Rules for the Spin-off of Listed Companies (For Trial Implementation)” (《上市公司分拆規則(試行)》).

5. To consider and approve the resolution on the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (濰柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange which is conducive to safeguarding the legal rights and interests of the shareholders and creditors of the Company.
6. To consider and approve the resolution on the ability of the Company to maintain its independence and sustainable operation ability.
7. To consider and approve the resolution on the capacity of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (濰柴雷沃智慧農業科技股份有限公司) to operate in accordance with the corresponding regulations.
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.
9. To consider and approve the resolution on the analysis in relation to the objectives, commercial reasonableness, necessity and feasibility of the spin-off.
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.

AS ORDINARY RESOLUTIONS

11. “**THAT** the New Weichai Holdings General Services Agreement dated 30 August 2022 referred to in the section headed “IV. PRC Continuing Connected Transactions” in the announcement of the Company dated 30 August 2022 and the relevant new caps be and are hereby approved.” *(note 1)*
12. “**THAT** the New Weichai Holdings Purchase Agreement dated 30 August 2022 referred to in the section headed “II.A. Weichai Continuing Connected Transactions – Purchase of vehicles, parts and components of vehicles and related products, excavators, loaders, raw materials including gas and scrap metals etc., diesel engines and related products and processing services by the Company (and its subsidiaries) from Weichai Holdings (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.” *(note 1)*
13. “**THAT** the New Shaanxi Automotive Sales Agreement dated 30 August 2022 referred to in the section headed “II.B. Shaanxi Automotive Continuing Connected Transactions – 1. Sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.”

14. “**THAT** the New Shaanxi Automotive Purchase Agreement dated 30 August 2022 referred to in the section headed “II.B. Shaanxi Automotive Continuing Connected Transactions – 2. Purchase of parts and components of vehicles, scrap steel and related products and labour services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement) be and are hereby approved.”
15. “**THAT** the Weichai Freshen Air Purchase Agreement dated 23 November 2022 referred to in the section headed “II. The Non-Exempt Continuing Connected Transaction” 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)*

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

Hong Kong, 8 December 2022

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 22 December 2022 to 29 December 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 29 December 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 21 December 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.
- (I) Weichai Holdings and its associates 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.

* *For identification purposes only*