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WEICHAI

潍柴动力股份有限公司

WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

**(1) PROPOSED PAYMENT OF CASH DIVIDENDS,
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND THE RULES OF PROCEDURE
FOR BOARD MEETINGS AND GENERAL MEETINGS,
(3) PROPOSED ELECTION AND RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 17 of this circular.

The Notice convening the AGM to be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifeng, Shandong Province, the PRC on 14 June 2018 are set out on pages 18 to 23 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, Wanchai, Hong Kong (with respect to the holders of H Shares) or the registered office of the Company at Capital Operation Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A Shares), no later than 24 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the meeting or any adjournment thereof if you so wish.

27 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Thursday, 14 June 2018, the notice for which is contained in this circular
“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 or proposed to be listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Cash Dividends”	has the meaning ascribed thereto under the section headed “2. Proposed payment of Cash Dividends” in the “Letter from the Board” contained in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Company”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established under the laws of the PRC
“Company Law”	the Company Law (公司法) of the PRC adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective from 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the main board of the Hong Kong Stock Exchange
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Record Date”	the record date to be determined by the Board by reference to which entitlements to the payment of the Cash Dividends will be determined
“Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) issued by the State Council of the PRC on 4 August 1994
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for Board Meetings”	the Rules of Procedure for Board meetings (董事會議事規則) of the Company
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings (股東大會議事規則) of the Company
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



WEICHAI

潍柴动力股份有限公司

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
Yan Jianbo

Non-executive Directors:

Wang Yuepu
Jiang Kui
Gordon Riske

Independent Non-executive Directors:

Loh Yih
Zhang Zhong
Wang Gongyong
Ning Xiangdong
Li Hongwu

Supervisors:

Lu Wenwu
Wu Hongwei
Ma Changhai

Registered office:

197, Section A
Fu Shou East Street
High Technology Industrial
Development Zone
Weifang City
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
Hong Kong

27 April 2018

To: Holders of H Shares
Holders of A Shares

Dear Sir or Madam,

**(1) PROPOSED PAYMENT OF CASH DIVIDENDS,
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND THE RULES OF PROCEDURE
FOR BOARD MEETINGS AND GENERAL MEETINGS,
(3) PROPOSED ELECTION AND RE-ELECTION OF
DIRECTORS AND SUPERVISORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcements of the Company dated 28 March 2018 in relation to the annual results for the year ended 31 December 2017 and the proposed payment of Cash

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Dividends, and the proposed amendments to the Articles of Association, the Rules of Procedure for Board Meetings and the Rules of Procedure for General Meetings, respectively.

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed payment of Cash Dividends; (ii) details of the proposed amendments to the Articles of Association, the Rules of Procedure for Board Meetings, and the Rules of Procedure for General Meetings; and (iii) details of the election and re-election of Directors and Supervisors. This circular also contains the notice convening the AGM.

2. PROPOSED PAYMENT OF CASH DIVIDENDS

On 28 March 2018, the Board proposed that the cash dividends (the “Cash Dividends”) of RMB2.50 (tax inclusive) per every ten Shares held by such Shareholders on the Record Date will be paid by way of cash in the amount of RMB1,999,309,639 of the Company’s retained earnings as at 31 December 2017. The payment of the Cash Dividends is still subject to the approval by the Shareholders at the AGM and the payment date for the Cash Dividends is expected to be on or before 14 August 2018. For further details, please refer to the announcement of the Company to be issued no later than two months from the date of obtaining the approvals by the Shareholders of the payment of Cash Dividends.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR BOARD MEETINGS AND GENERAL MEETINGS

In accordance with the relevant provisions of the PRC Company Law (《中華人民共和國公司法》), Guidelines for the Articles of Association of Listed Companies (2016 revision) (《上市公司章程指引(2016年修訂)》) and Rules for the Shareholders’ Meetings of Listed Companies (2016 Revision) (《上市公司股東大會規則(2016年修訂)》) and other relevant laws and regulations, and taking into consideration the actual circumstances and operation development needs of the Company, the Board proposes to make certain amendments to the Articles of Association, the Rules of Procedure for Board Meetings and the Rules of Procedure for General Meetings as set out below.

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

(1) Article 7 of the Articles of Association:

The words “and amended at the Company’s 2017 annual general meeting held on 14 June 2018,” be inserted after the words “... amended at the Company’s 2017 third extraordinary general meeting held on 30 November 2017, ...” in the first paragraph of the existing Article 7;

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- (2) Article 54 of the Articles of Association:

Clause 4 of the existing Article 54 be deleted in its entirety and be replaced by:

“(4) transfer, give as gift(s) or pledge their shares pursuant to the provisions of the laws, administrative regulations, departmental rules and these Articles;”;

- (3) Article 63 of the Articles of Association:

The existing Article 63 be deleted in its entirety and be replaced by:

“The Company and its controlling shareholders and their de facto controller(s) shall be audited independently and assume their respective liabilities and risks. The controlling shareholders may exercise the right of a shareholder through the lawful procedures at the general meeting. The authorities of the Company, in particular the Board of Directors, management level, departments of finance or marketing and sales, shall be independent from the controlled entities. In-house authorities of the controlled entities are neither superior nor inferior to corresponding departments of the Company. The controlling shareholders and their controllers shall not affect the independence of the Company’s authorities by way of approving the documents.

Any material policy shall be determined by shareholders at the general meeting and the Board of Directors in accordance with laws. The controlling shareholders of the Company or his controller(s) shall not, either directly or indirectly, interfere with policies and the lawful and normal operation of the Company and impair interests of the Company and other shareholders unless allowed by law.”;

- (4) Article 64 of the Articles of Association:

The existing Article 64 be deleted in its entirety and be replaced by:

“The Company shall not be administratively subordinated under the governmental departments, controlling shareholders and their de facto controller(s) and shall terminate any relationship with the aforesaid parties in assets, financial affairs and personnel management. The governmental departments, controlling shareholders and its controller(s) shall not interfere with the operation and management of production of the Company nor pay or collect administration fee or supervisory fee in any manner to or from the Company.

LETTER FROM THE BOARD

The shareholder representative appointed by the controlled entities holding the state-owned corporate shares of the Company shall attend the general meeting in accordance with the procedures required by laws and exercise his right according to laws. Any shareholder entity, controller and representative appointed shall not interfere with the operation and management of the production of the Company nor appoint or remove senior management officer of the Company beyond the powers of the general meeting and shall not resolve the election of personnel at the general meeting and approve the formalities in relation to the appointment of personnel of the Board of Directors.”;

(5) Article 74 of the Articles of Association:

The first two paragraphs of the existing Article 74 be deleted in its entirety and be replaced by:

“The Board of Directors, the supervisory committee or shareholders who hold, individually or collectively, more than 3% of the Company’s shares shall have the right to propose a motion to the Company for consideration at the general meeting of the Company.

Shareholders who hold, individually or collectively, more than 3% of the Company’s shares may propose a provisional motion in writing to the Board of Directors 10 business days prior to the general meeting. Within 2 days upon the receipt of the proposed motion, the Board of Directors shall issue a supplementary notice of the general meeting to announce the content of the provisional motion.”;

(6) Article 90 of the Articles of Association:

The existing Article 90 be deleted in its entirety and be replaced by:

“The Board, independent directors and those shareholders who have met the relevant requirements (to be determined by the standards issued by the competent supervisory authority from time to time) may collect their voting rights at the general meeting from the Company’s shareholders. If the collector openly collects the voting rights of the Company’s shareholders, the collector shall comply with the requirements of the relevant supervisory authority and the stock exchange on which the Company’s shares are listed. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders’ voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights.”;

LETTER FROM THE BOARD

(7) Article 103 of the Articles of Association:

The existing Article 103 be deleted in its entirety and be replaced by:

“The following matters shall be resolved by a special resolution at the general meeting:

- (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities of the Company;*
- (2) the issue of bonds of the Company;*
- (3) the demerger, merger, dissolution, liquidation or change in type of the Company;*
- (4) the amendments to these Articles;*
- (5) any purchase or sale of material assets or guarantee by the Company in an aggregate amount in a year of over 30% of the latest audited total assets of the Company;*
- (6) share options incentive scheme; and*
- (7) any other matters to be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.”;*

(8) Article 120 of the Articles of Association:

- (i) The first four paragraphs of the existing Article 120 be deleted in its entirety and be replaced by:*

“Directors are elected by the general meeting. The term of office for each session shall be 3 years. Upon the expiration of his term, a director is eligible for re-election. However, no independent director shall serve for consecutive terms exceeding 6 years.

The period for service of notices in writing by shareholders to the Company of the intention to propose a candidate for election as a director in accordance with these Articles and of such candidate’s consent to be elected shall be at least 7 days, which shall commence from the day after the dispatch of the notice convening the general meeting for the election of directors and shall end on the date which is 7 days prior to the date of such general meeting.

LETTER FROM THE BOARD

Any shareholder who, by itself or jointly, holds shares representing more than 3% of the voting rights of the Company shall have the right to nominate a candidate of director. The number of shares directly or indirectly held by each shareholder cannot be further subdivided in order to propose a motion by himself or jointly with other persons.”; and

- (ii) the second last paragraph of the existing Article 120 be deleted in its entirety

- (9) Article 129 of the Articles of Association:

The existing Article 129 be deleted in its entirety and be replaced by:

“When the Company is being acquired in accordance with the provision of Article 184, for the protection of the stable development of the Company and the interest of the shareholders as a whole, the directors of the Company shall engage professional organisations including independent financial adviser to analyse the financial condition of the Company and make recommendations on matters such as the fairness and reasonableness of the conditions of the acquisition and the impact of the acquisition on the Company and to issue the relevant announcement.

The directors may report to the relevant competent authority or bring an action against the acquiring party to the Court when the acquiring party is in breach of the relevant obligations of disclosure provided in the Administrative Rules for Listed Companies Acquisition (《上市公司收購管理辦法》) or other provisions of the relevant laws and regulations.

When the Company is being acquired and merged or any material adjustment is being made by the acquirer to the Company’s management, the Board of Directors of the Company shall seek and take advice from the labour union and the employee representatives meeting of the Company.”

- (b) The details of the proposed amendments to the Rules of Procedure for Board Meetings are set out below:

- (1) (i) The first four paragraphs of Article 4 of the Rules of Procedure for Board Meetings be deleted in its entirety and be replaced by:

“Directors are elected by the general meeting. The term of office for each session shall be 3 years. Upon the expiration of his term, a director is eligible for re-election. However, no independent director shall serve for consecutive terms exceeding 6 years.

The period for service of notices in writing by shareholders to the Company of the intention to propose a candidate for election as a director in accordance with these Articles and of such candidate’s consent to be elected shall be at least 7 days, which shall commence from the day after the dispatch of the notice convening the general meeting for the election of directors and shall end on the date which is 7 days prior to the date of such general meeting.

LETTER FROM THE BOARD

Any shareholder who, by itself or jointly, holds shares representing more than 3% of the voting rights of the Company shall have the right to nominate a candidate of director. The number of shares directly or indirectly held by each shareholder cannot be further subdivided in order to propose a motion by itself or jointly with other persons.”; and

- (ii) the second last paragraph of the existing Article 4 be deleted in its entirety
- (2) Article 16 of the Rules of Procedure for Board Meetings be deleted in its entirety and be replaced by:

“When the Company is being acquired in accordance with the provision of Article 184, for the protection of the stable development of the Company and the interest of the shareholders as a whole, the directors of the Company shall engage professional organisations including independent financial adviser to analyse the financial condition of the Company and make recommendations on matters such as the fairness and reasonableness of the conditions of the acquisition and the impact of the acquisition on the Company and to issue the relevant announcement.

The directors may report to the relevant competent authority or bring an action against the acquiring party to the Court when the acquiring party is in breach of the relevant obligations of disclosure provided in the Administrative Rules for Listed Companies Acquisition (《上市公司收購管理辦法》) or other provisions of the relevant laws and regulations.

When the Company is being acquired and merged or any material adjustment is being made by the acquirer to the Company’s management, the Board of Directors of the Company shall seek and take advice from the labour union and the employee representatives meeting of the Company.”

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

- (1) The first two paragraphs of Article 15 of the Rules of Procedure for General Meeting be deleted in its entirety and be replaced by:

“The Board of Directors, the supervisory committee or shareholders who hold, individually or collectively, more than 3% of the Company’s shares shall have the right to propose a motion to the Company for consideration at the general meeting of the Company.

Shareholders who hold, individually or collectively, more than 3% of the Company’s shares may propose a provisional motion in writing to the Board of Directors 10 business days prior to the general meeting. Within 2 days upon the receipt of the proposed motion, the Board of Directors shall issue a supplementary notice of the general meeting to announce the content of the provisional motion.”

LETTER FROM THE BOARD

- (2) Article 33 of the Rules of Procedure for General Meeting be deleted in its entirety and be replaced by:

“The Board, independent directors and those shareholders who have met the relevant requirements (to be determined by the standards issued by the competent supervisory authority from time to time) may collect their voting rights at the general meeting from the Company’s shareholders. If the collector openly collects the voting rights of the Company’s shareholders, the collector shall comply with the requirements of the relevant supervisory authority and the stock exchange on which the Company’s shares are listed. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders’ voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights.”

- (3) Article 44 of the Rules of Procedure for General Meetings be deleted in its entirety and be replaced by:

“The following matters shall be resolved by a special resolution at the general meeting:

- (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities of the Company;*
- (2) the issue of bonds of the Company;*
- (3) the demerger, merger, dissolution, liquidation or change in type of the Company;*
- (4) the amendments to these Articles;*
- (5) any purchase or sale of material assets or guarantee by the Company in an aggregate amount in a year of over 30% of the latest audited total assets of the Company;*
- (6) share options incentive scheme; and*
- (7) any other matters to be considered by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution.”*

Since the Company is a PRC incorporated company and the official Articles of Association, Rules of Procedure for Board Meetings, and Rules of Procedure for General Meetings of the Company 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.

LETTER FROM THE BOARD

4. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

As stipulated in the Articles of Association, the Board comprises not more than eighteen Directors, while the Supervisory Committee comprises three Supervisors of which two Supervisors represent the Shareholders and one Supervisor represents the employees of the Company. The term of engagement of all the current Directors and Supervisors will expire upon the expiration of the term of the current session of the Board, The Board and Supervisory Committee have therefore respectively resolved to propose to the Shareholders the election and re-election of Directors and Supervisors at the AGM.

The election and re-election of the Directors and Supervisors (representing the Shareholders referred to below) are subject to the approval of the Shareholders by way of ordinary resolutions at the AGM. Pursuant to Article 122 of the Articles of Association of the Company, the election and re-election of the members of the Board will be conducted by way of cumulative voting at the AGM. The re-election of Supervisors will be conducted by way of cumulative voting. The number of total votes that a Shareholder can exercise is the product of (i) the number of shares held by such Shareholder, and (ii) the number of Directors or Supervisors (as the case may be) to be elected. A Shareholder can give all his votes to one Director or Supervisor (as the case may be) candidate or divide his votes among several Director or Supervisor (as the case may be) candidates. The Directors and Supervisors will be elected at the AGM based on the number of votes such Director or Supervisor (as the case may be) candidates receive.

A. Details of Directors

Of the existing fourteen Directors, thirteen Directors, namely, Mr. Tan Xuguang (譚旭光先生), Mr. Wang Yuepu (王曰普先生), Mr. Jiang Kui (江奎先生), Mr. Zhang Quan (張泉先生), Xu Xinyu (徐新玉先生), Sun Shaojun (孫少軍先生), Mr. Yuan Hongming (袁宏明先生), Mr. Yan Jianbo (嚴鑾鉞先生), Mr. Gordon Riske, Mr. Zhang Zhong (張忠先生), Mr. Wang Gongyong (王貢勇先生), Mr. Ning Xiangdong (寧向東先生) and Mr. Li Hongwu (李洪武先生), have been nominated as candidates for re-election as members of the Board from the date of the AGM up to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). The salaries, allowances and benefits in kind paid in the financial year of 2017 to the abovementioned Directors who have been nominated for re-election at the AGM were approximately RMB7 million.

Mr. Loh Yih (盧毅先生) does not seek re-election as a Director and has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Loh Yih for his valuable contributions to the Company during the tenure of his office.

The Directors of the Board has nominated Mr. Michael Martin Macht and Mr. Wen Daocai (聞道才先生) as candidates for election as Director and independent non-executive Director, respectively.

LETTER FROM THE BOARD

The Directors who stand for re-election and election will not enter into any service contract with the Company. The basic salaries of such Directors are to be determined in accordance with relevant emolument policy of the Company on the basis of, *inter alia*, the relevant Directors' merit, qualifications and competence after taking into consideration the remuneration of the current Directors, subject to the approval by the Shareholders. In addition, bonus (if any) will be paid to the non-executive Director based on the operating results of the Company and at the Company's discretion. No bonus will be paid to the independent non-executive Directors.

The biographical details of each of the proposed Directors are set out below to enable the Shareholders to make an informed decision on their election or re-election.

Mr. Tan Xuguang (譚旭光先生), Chinese, born in February 1961, is the chairman and the chief executive officer of the Company, chairman of Shandong Heavy Industry Group Co., Ltd., chairman of Shandong Communications Industry Group Holding Co., Ltd. and chairman of Weichai Group Holdings Limited. He is also the chairman of Shaanxi Heavy-duty Motor Company Limited and Shaanxi Fast Gear Co., Ltd., and a supervisor of KION Group AG. Mr. Tan joined Weifang Diesel Engine Factory in 1977 and had held various positions including chairman and general manager of Shandong Weichai Import and Export Co., Ltd., general manager of Weifang Diesel Engine Factory, chairman of Torch Automobile Group Co., Ltd., chairman of Weichai Heavy-duty Machinery Co., Ltd. and director of Beiqi Foton Motor Co., Ltd. Mr. Tan is a senior economist and holds a doctor's degree in engineering. Mr. Tan was appointed as a representative of the tenth, eleventh, twelfth and thirteenth National People's Congress of the PRC and was honored "National Labor Model", "第四屆袁寶華企業管理金獎" (the Gold Award of the 4th Yuan Baohua Enterprise Management).

Mr. Wang Yuepu (王日普先生), Chinese, born in July 1962, is a non-executive Director. Mr. Wang was a division head of the investment division of Weifang City Planning Commission (濰坊市計劃委員會), a deputy director of the Weifang City Electric Power Construction Office (濰坊市電力建設辦公室), a deputy general manager of Weifang Investment Company and the party committee secretary, chairman and general manager of Weifang Investment Company. Mr. Wang is presently the party committee secretary, chairman and general manager of Weifang Investment Group Company Limited, a director of Weichai Heavy-duty Machinery Co., Ltd. and a supervisor of Shandong International Trust Co., Ltd. He is a senior economist and holds a Master of Business Administration degree.

Mr. Jiang Kui (江奎先生), Chinese, born in March 1964, is a non-executive Director. He had held various positions including engineer and deputy general manager of Assembly Department of Shandong Bulldozer General Factory (山東推土機總廠), deputy general manager of Shantui Import and Export Company (山推進出口公司), deputy director, director of manufacturing department, deputy general manager and director of Shantui Engineering Machinery Co., Ltd. (山推工程機械股份有限公司), deputy general manager of Shandong Engineering Machinery Group Co., Ltd. (山東工程機械集團有限公司), executive deputy general manager and vice chairman of Weichai Group Holdings Limited, chairman of Shanzhong Jianji Co., Ltd. and director of Shandong Heavy Industry Group Co., Ltd. He is currently the general manager of Shandong Heavy Industry Group Co., Ltd., a director of Shantui Engineering Machinery Co., Ltd., a supervisor of KION Group AG, a director of the U.S.-based PSI Inc., and a director of Ferretti International Holdings S.p.A. He is a senior engineer and holds an MBA degree.

LETTER FROM THE BOARD

Mr. Zhang Quan (張泉先生), Chinese, born in September 1963, is an executive Director and executive president of the Company. Mr. Zhang joined Weifang Diesel Engine Factory in 1986 and had held the positions of directors of the quality control department and the marketing department, general manager of marketing and general manager of the sales and marketing company of Weifang Diesel Engine Factory. Mr. Zhang is currently a director of Weichai Group Holdings Limited, Weichai Heavy-duty Machinery Co., Ltd. and Beiqi Foton Motor Co., Ltd. Mr. Zhang is a senior economist and holds a bachelor's degree in engineering and an MBA degree.

Mr. Xu Xinyu (徐新玉先生), Chinese, born in June 1963, is an executive Director and executive president of the Company. Mr. Xu joined Weifang Diesel Engine Factory in 1986 and had held the positions of deputy general manager of Shandong Weichai Import and Export Co., Ltd., deputy general manager and executive deputy general manager of Weifang Diesel Engine Factory, director of Torch Automobile Group Co., Ltd., chairman of Weichai Power (Weifang) Investment Co., Ltd., chairman of Weichai Power (Shanghai) Technology Development Co., Ltd., chairman of Weichai Power (Beijing) International Resource Investment Co., Ltd., chairman of Société Internationale des Moteurs Baudouin and chairman of Weichai America Corp. Mr. Xu is currently a director of Weichai Group Holdings Limited, director of Weichai Power (Hong Kong) International Development Co., Ltd., chairman of Weichai Power (Luxembourg) Holding S.à r.l. and director of Ferretti International Holdings S.p.A. Mr. Xu is a senior economist and holds a bachelor's degree in science and an MBA degree.

Mr. Sun Shaojun (孫少軍先生), Chinese, born in June 1965, is an executive Director and executive president of the Company. Mr. Sun joined Weifang Diesel Engine Factory in 1988 and had held the positions of supervisor of the engineering department, the chief engineer of Weifang Diesel Engine Factory, and director of Torch Automobile Group Co., Ltd. Mr. Sun is currently a director of Weichai Group Holdings Limited and Weichai Heavy-duty Machinery Co., Ltd., and chairman of the U.S.-based PSI Inc. He is a researcher in applied engineering technology, and holds a doctor degree in engineering. He is a candidate of “國家百千萬人才工程” (National Hundred and Ten Million Talents Project), receives special subsidy from the State Council and is appointed as “山東省人民政府泰山學者特聘專家” (Taishan Mountain scholar specialist appointed by Shandong People's Government).

Mr. Yuan Hongming (袁宏明先生), Chinese, born in August 1965, is an executive Director and an executive president of the Company. He had been the deputy general manager and chief engineer of Shaanxi Automotive Group Co., Ltd. (陝西汽車集團有限責任公司), deputy general manager of Shaanxi Heavy-duty Motor Company Limited (陝西重型汽車有限公司) and general manager and chief accountant of Shaanxi Automotive Holdings Group Co., Ltd. (陝西汽車控股集團有限公司). He is currently the chairman of the board of directors of Shaanxi Automotive Holdings Group Co., Ltd. (陝西汽車控股集團有限公司), the chairman of the board of directors and director of Shaanxi Automotive Group Co., Ltd. (陝西汽車集團有限責任公司), and the general manager and director of Shaanxi Heavy-duty Motor Company Limited (陝西重型汽車有限公司). Mr. Yuan is a senior engineer and a holder of a bachelor's degree in engineering. Mr. Yuan also obtained the qualification of a machinery senior professional manager (機械工業企業高級職業經理人).

LETTER FROM THE BOARD

Mr. Yan Jianbo (嚴鑒鉞先生), Chinese, born in October 1962, is an executive Director and an executive president of the Company. He had been the deputy general manager of Shaanxi Auto Gear General Works (陝西汽車齒輪總廠), deputy general manager and director of Shaanxi Fast Gear Co. Ltd. (陝西法士特齒輪有限責任公司), and deputy general manager, general manager and director of Shaanxi Fast Gear Automotive Transmission Co., Ltd. (陝西法士特汽車傳動集團有限責任公司). He is currently the chairman of the board of directors and the secretary of the party committee of Shaanxi Fast Gear Automotive Transmission Co., Ltd. (陝西法士特汽車傳動集團有限責任公司) and the general manager and director of Shaanxi Fast Gear Co. Ltd. (陝西法士特齒輪有限責任公司). Mr. Yan is a senior engineer and a holder of an executive master degree in business administration.

Mr. Gordon Riske, American/German, born in May 1957, is a non-executive Director. He had been chief executive officer of KUKA Roboter GmbH, chairman of the executive board of directors of Deutz AG in Cologne, Germany, chief executive officer of KION Material Handling GmbH and a member of the board of directors of KION Holding 2 GmbH. He is currently the chief executive officer of KION Group AG. He holds a degree in electronic engineering and a bachelor degree in business administration.

Mr. Zhang Zhong (張忠先生), Chinese, born in November 1968, is an independent non-executive Director. Mr. Zhang held independent directorships in Huolinhe Opencut Coal Industry Corporation Limited of Inner Mongolia (內蒙古霍林河露天煤業股份有限公司), Zhengzhou Sino-Crystal Diamond Co., Ltd. (鄭州華晶金剛石股份有限公司), Konka Group Co., Ltd. (康佳集團股份有限公司) and Jilin Gpro Titanium Industry Co., Ltd. (吉林金浦鈦業股份有限公司). At present, Mr. Zhang is a lawyer and partner at Beijing Zhonglun Law Firm (北京市中倫律師事務所) and is an independent director of Beijing Dalong Weiye Real Estate Development Co., Ltd. (北京大龍偉業房地產開發股份有限公司) and Keda Group Co., Ltd. (科達集團股份有限公司). He holds a Master of Laws degree from the Renmin University of China (中國人民大學).

Mr. Wang Gongyong (王貢勇先生), Chinese, born in November 1972, is an independent non-executive Director. Mr. Wang is currently a partner at ShineWing Certified Public Accountants. He is also an independent director of Sunvim Group Co., Ltd. (孚日集團股份有限公司). He is a certified public accountant of the PRC, a certified asset valuer, a senior auditor, a senior accountant, a member of the Certified Public Accountant Industry Leader (Reserve) Scheme. Mr. Wang holds a Master degree in Business Administration from the Shandong University (山東大學). He is a collaborative tutor for graduate courses leading to professional degrees at Shandong University and a fellow member of the Chinese Institute of Certified Public Accountants.

Mr. Ning Xiangdong (寧向東先生), Chinese, born in May 1965, is an independent non-executive Director. Mr. Ning held independent directorships in listed companies, such as Datang Telecom Technology Co., Ltd. (大唐電信科技股份有限公司), Shantui Engineering Machinery Co., Ltd. (山推工程機械股份有限公司), GoerTek Inc. (歌爾聲學股份有限公司), Hong Yuan Securities Co., Ltd. (宏源證券股份有限公司), Aerospace Hi-Tech Holding Group Co., Ltd. (航天科技控股集團股份有限公司), China Southern Airlines Company Limited (中國南方航空股份有限公司), Sichuan Changhong Electric Co., Ltd. (四川長虹電器股份有限公司) and Yango Group Co., Ltd. (陽光城集團股份有限公司). Mr. Ning is currently a professor and doctoral tutor at the Tsinghua University School of Economics and Management (清華大學經濟管理學院). He holds a Doctor of Philosophy in Economics from Tsinghua University.

LETTER FROM THE BOARD

Mr. Li Hongwu (李洪武先生), Chinese, born in September 1962, is an independent non-executive Director. He is currently an associate professor at the Law School of Shandong University, a solicitor at Shandong Wenhan Law Firm (山東文瀚律師事務所), and an independent director of Shandong Jinling Mining Co., Ltd. and Shandong Head Co., Ltd. Mr. Li holds a Master of Laws degree from Shandong University.

Mr. Michael Martin Macht, German, born in August 1960, had been a researcher at the Fraunhofer Institute for Industrial Engineering IAO, the managing director of Porsche Consulting GmbH, chairman of the board of directors of Dr. Ing. h.c. F. Porsche AG, a director of Porsche Automobil Holding SE and a director of Volkswagen AG. He is currently a supervisor of Endurance Capital AG and a director of Ferretti S.p.A. He holds an honorary doctoral degree granted by the University of Stuttgart.

Mr. Wen Daocai (聞道才先生), Chinese, born in February 1957, had been the chairman and general manager of Yangzhou Silk Group Corporation. He is an engineer and holds a professional qualification in agricultural engineering in Jiangsu University and a postgraduate qualification granted by the Central Party School of the Communist Party of China.

Save as disclosed herein, each of the Directors proposed to be elected or re-elected herein did not hold any directorship in other listed public companies in the last three years, has no relationships with any Directors, senior management or substantial or controlling Shareholders of the Company, has not taken any other major positions in the Company or other members of the Group, and does not have any other interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election or re-election of the Directors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

None of the proposed Directors nor their respective 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.

B. Details of Supervisors

The existing Supervisory Committee consists of three members, two of whom (namely Mr. Lu Wenwu (魯文武先生) and Mr. Wu Hongwei (吳洪偉先生)) were elected by the Shareholders, whereas one (namely, Mr. Ma Changhai (馬常海先生)) was elected by the employees of the Company. Mr. Lu Wenwu and Mr. Wu Hongwei have both been nominated for re-election as a Shareholder representative Supervisor. The employee representative Supervisor will be elected or re-elected separately in accordance with the Articles of Association. The remuneration paid in the financial year of 2017 to Mr. Lu Wenwu and Mr. Wu Hongwei were approximately RMB1.2 million and RMB Nil respectively.

Each of Mr. Lu Wenwu and Mr. Wu Hongwei will not enter into any service contract with the Company. It is proposed that the new term of appointment of each of Mr. Lu Wenwu and Mr. Wu Hongwei shall be for a period of three years commencing on the date of the AGM and ending on the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). The Supervisors' remunerations are 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.

LETTER FROM THE BOARD

The biographical details of each of the Supervisors (representing the Shareholders) who stand for re-election (as the case maybe) at the AGM are set out below to enable the Shareholders to make an informed decision on their re-election.

Mr. Lu Wenwu (魯文武先生), Chinese, born in January 1964, is the chairman of the Supervisory Committee. Mr. Lu joined Weichai Diesel Engine Factory in 1982 and had held various positions at Weichai Diesel Engine Factory as deputy general manager of the 615 Factory and deputy general manager of the mid-speed engine factory, deputy director of the human resources department, and at Weichai Power Co., Ltd. as general manager of the 615 Factory, general manager of No. 1 Factory and director of the production department. He is now chairman of the labor union and director of the party committee working department of the Company, and director of staff career development centre of the Company. He is also a supervisor of Weichai Group Holdings Limited. Mr. Lu is a senior political engineer and holds a bachelor's degree.

Mr. Wu Hongwei (吳洪偉先生), Chinese, born in August 1966, is a Supervisor. He joined Weifang Diesel Engine Factory in 1991 and had held the positions of deputy manager of the finance department of Shandong Weichai Import and Export Co., Ltd, assistant to director, deputy director and executive deputy director of the finance department of Weifang Diesel Engine Factory, chief accountant of Chongqing Weichai Diesel Engine Factory, director of the finance department of the Company, and director of the finance department of Weichai Group Holdings Limited. He is currently a director and chief financial officer of Weichai Group Holdings Limited, a director of Weichai Heavy-duty Machinery Co., Ltd., and a director of Kama Co., Ltd. He is an accountant and holds a Master of Business Administration degree.

Save as disclosed herein, each of the Supervisor who stands for re-election did not hold any directorship in other listed public companies in the last three years, has not taken any other major positions in the Company or other members of the Group, and does not have any relationship with any other Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed herein, each of them does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election or re-election (as the case maybe) of the Supervisors that will need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

5. AGM

The AGM will be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Thursday, 14 June 2018 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the AGM set out in pages 18 to 23 of this circular. The notice convening the AGM is set out on pages 18 to 23 of this circular.

The form of proxy for use at the AGM is enclosed with this circular. Holders of A Shares may use the form 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 form 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, Wanchai, Hong Kong (with respect to the holders of H Shares) or the Company's registered office at Capital Operation Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC

LETTER FROM THE BOARD

(postal code: 261061) (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.

6. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 15 May 2018 to 14 June 2018, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the AGM, 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 14 May 2018.

Please refer to the further announcement to be issued by the Company no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends for details of the Record Date and closure of register of members of the Company in determining the Shareholders’ entitlement to the Cash Dividends.

7. RESPONSIBILITY STATEMENTS

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.

8. RECOMMENDATIONS

The Board considers that the proposed resolutions in respect of (i) the payment of Cash Dividends, (ii) the amendments to the Articles of Association, the Rules of Procedure for Board Meetings, and the Rules of Procedure for General Meetings, and (iii) the election and re-election of Directors and Supervisors, are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions which will be proposed at the AGM.

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



WEICHAI

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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2017 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2017 will be held at the Company’s conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 14 June 2018 at 2:30 p.m for the purposes of considering, approving (or receiving) and authorising the following matters. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 27 April 2018, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Annual Reports of the Company for the year ended 31 December 2017.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2017.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2017.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2017.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2017.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2018.
7. To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2017.
8. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2018 and to authorise the Directors to determine their remuneration.

NOTICE OF AGM

9. To consider and approve the re-appointment of 山東和信會計師事務所 (特殊普通合伙) (Shandong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2018.
10. To consider and approve the granting of a mandate to the Board of Directors for the payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2018.

AS SPECIAL RESOLUTION:

11. To consider and approve the amendments to the Articles of Association of the Company as set out in the section headed “3. Proposed amendments to the Articles of Association and the Rules of Procedure for Board Meetings and General Meetings” in the letter from the Board contained in the Circular. *(Note J)*

AS ORDINARY RESOLUTIONS:

12. To consider and approve the amendments to the Rules of Procedure for Board Meetings of the Company as set out in the section headed “3. Proposed amendments to the Articles of Association and the Rules of Procedure for Board Meetings and General Meetings” in the letter from the Board contained in the Circular. *(Note J)*
13. To consider and approve the amendments to the Rules of Procedure for General Meetings of the Company as set out in the section headed “3. Proposed amendments to the Articles of Association and the Rules of Procedure for Board Meetings and General Meetings” in the letter from the Board contained in the Circular. *(Note J)*
14. To consider and approve the grant of the guarantee (the “**Guarantee**”) by the Company in respect of a loan of Weichai Power (Hong Kong) International Development Co., Ltd. (an overseas wholly-owned subsidiary of the Company) from certain financial institution(s) in the principal amount of not exceeding EUR175,000,000 (or its equivalent) be and is hereby approved; and the Board 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 and execute all such documents in connection thereto.
15. To consider and approve the proposal in relation to the provision for assets impairment in the amount of approximately RMB1,950,139,500 (comprising (a) approximately RMB334,608,900 being the provision for bad debts of account receivables; (b) approximately RMB523,177,900 being the provision for decline in value of inventories, and (c) approximately RMB1,092,352,700 being the impairment of long-term assets), resulting in a decrease in the net profit attributable to the shareholders of the Company for the year ended 31 December 2017 in the amount of approximately RMB901,672,300.

NOTICE OF AGM

16. (a) To consider and approve the re-election of Mr. Lu Wenwu as a Supervisor of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note L)*
- (b) To consider and approve the re-election of Mr. Wu Hongwei as a Supervisor of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note L)*
17. (a) To consider and approve the re-election of Mr. Tan Xuguang as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (b) To consider and approve the re-election of Mr. Wang Yuepu as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (c) To consider and approve the re-election of Mr. Jiang Kui as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (d) To consider and approve the re-election of Mr. Zhang Quan as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (e) To consider and approve the re-election of Mr. Xu Xinyu as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (f) To consider and approve the re-election of Mr. Sun Shaojun as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (g) To consider and approve the re-election of Mr. Yuan Hongming as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*

NOTICE OF AGM

- (h) To consider and approve the re-election of Mr. Yan Jianbo as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
 - (i) To consider and approve the re-election of Mr. Gordon Riske as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
 - (j) To consider and approve the election of Mr. Michael Martin Macht as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
18. (a) To consider and approve the re-election of Mr. Zhang Zhong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (b) To consider and approve the re-election of Mr. Wang Gongyong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (c) To consider and approve the re-election of Mr. Ning Xiangdong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (d) To consider and approve the re-election of Mr. Li Hongwu as an independent non-executive Director of the Company for a term of three years from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*
- (e) To consider and approve the election of Mr. Wen Daocai as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). *(Note K)*

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

Hong Kong, 27 April 2018

NOTICE OF AGM

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 2018 to 14 June 2018 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on 15 May 2018 are entitled to attend and vote at the 2017 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2017 Annual General Meeting, 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 and Transfer Office, not later than 4:30 p.m. on 14 May 2018. The address of the Company’s H Share Registrar and Transfer Office 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) Holders of H Shares intending to attend the 2017 Annual General Meeting should complete and return the reply slip for attending the 2017 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2017 Annual General Meeting, (i.e. on or before 25 May 2018). The contact details of the Secretary to the Board of the Company are as follows:

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) 819 7069
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the 2017 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2017 Annual General Meeting 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.
- (D) 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 2017 Annual General Meeting 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.
- (E) 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 (D) 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 2017 Annual General Meeting.
- (F) 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 2017 Annual General Meeting published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

NOTICE OF AGM

- (G) A shareholder or his/her proxy should produce proof of identity when attending the 2017 Annual General Meeting. 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 2017 Annual General Meeting, 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.
- (H) Any proposal to appoint any person to the office of director of the Company at the 2017 Annual General Meeting 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 2017 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2017 Annual General Meeting.
- (I) The 2017 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2017 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) Since the Company is a PRC incorporated company and the official Articles of Association, the Rules of Procedure for Board Meetings, and Rules of Procedure for General Meetings (as the case may be) of the Company are in the Chinese language, the 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 the circular and this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (K) Pursuant to Article 122 of the Articles of Association of the Company, the election and re-election of the members of the Board will be conducted by way of cumulative voting.
- (L) The re-election of the Supervisors will be conducted by way of cumulative voting.