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WEICHAI

濰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.
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.

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)*

- (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

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.
- (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.

As at the date of this announcement, 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. Wang Yuepu, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong and Mr. Li Hongwu.