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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)**

**SUPPLEMENTARY NOTICE OF  
EXTRAORDINARY GENERAL MEETING OF  
THE SHAREHOLDERS OF WEICHAI POWER CO., LTD.**

Reference is made to the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of the shareholders of Weichai Power Co., Ltd. (the “**Company**”) dated 17 July 2018. The EGM will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Development Zone, Weifang, Shandong Province, the People’s Republic of China on 14 September 2018 at 2:30 p.m.

The board of directors (“**Board**”) of the Company received a motion made by 濰柴控股集團有限公司 (Weichai Group Holdings Limited), a substantial shareholder of the Company, for submitting additional proposals to the EGM for approval by the shareholders of the Company. After careful deliberation and discussion, and in compliance with the Company’s articles of association, the Board resolved to submit the said additional proposals to the EGM for the shareholders’ consideration and, if thought fit, approval.

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled and will consider and, if thought fit, approve the following resolutions as ordinary resolutions, in addition to the resolutions as set out in the Notice:

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

10. **“THAT**

- (1) Société International des Moteurs Baudouin (“**Baudouin**”), a subsidiary of the Company, be authorised to engage in the trading of the following financial derivative products:

For the purpose of reducing the risks relating to the fluctuations of the exchange rates between Renminbi, US dollars and Euro, Baudouin proposes to engage in the trading of certain foreign exchange derivative products. The principal terms of the relevant derivative products are as follows:

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| (i) Type of derivative products: | <ul style="list-style-type: none"><li>• Foreign exchange forward, a foreign exchange trade completed by the buyer and the seller based on agreed currency, amount, exchange rate and timing for settlement at an agreed time in accordance with conditions stipulated by the contract; and</li><li>• Foreign exchange option, a foreign exchange trade in which an option to trade a specific amount of foreign exchange at an agreed price on an agreed future date is acquired after paying a certain option fee to the bank;</li></ul> |
| (ii) Principal amount:           | Not more than EUR20 million or the equivalent amount in other currencies, on a revolving basis within such limit;   |
| (iii) Term:                      | Not more than one year;   |
| (iv) Counterparties:             | Banks or similar financial institutions;  |

- (v) Liquidity arrangements: All investments in the derivative products are conducted in connection with normal export and import activities and the relevant investment amounts and durations are expected to match the export and import payment concerned;
  - (vi) Settlement: Settlement upon maturity on the basis of the principal amount or the price difference; and
- (2) the management of Baudouin be and is hereby authorised to engage in the trading of the financial derivative products within the above scope and to execute all such documents in connection thereto.” *(Note E)*

11. **“THAT**

- (1) KION Group AG (“**KION**”), a subsidiary of the Company, be authorised to engage in the trading of the following financial derivative products:

- (a) Foreign exchange forward

For the purpose of avoiding exchange rate exposures and reducing loss from foreign exchange, KION proposes to engage in the trading of certain foreign exchange derivative products. The principal terms of the relevant derivative products are as follows:

- (i) Type of derivative products: Foreign exchange forward, a foreign exchange trade completed by the buyer and the seller based on agreed currency, amount, exchange rate and timing for settlement at an agreed time in accordance with conditions stipulated by the contract;
- (ii) Principal amount: Not more than EUR1,500 million or the equivalent amount in other currencies, on a revolving basis within such limit;
- (iii) Term: The transaction shall have the same terms as its corresponding underlying contract;
- (iv) Counterparties: Banks or similar financial institutions;

- (v) Liquidity arrangements: All investments in the derivative products are conducted in connection with normal export and import activities and the relevant investment amounts and durations are expected to match the export and import payment concerned;
- (vi) Settlement: Settlement upon maturity on the basis of the principal amount or the price difference; and

(b) Interest rate swap

For the purpose of avoiding interest rate exposures and the impact of fluctuating interest rates in respect of bonds and loans, KION proposes to engage in the trading of certain interest rate derivative products. The principal terms of the relevant derivative products are as follows:

- (i) Type of derivative products: Interest rate swap, a financial derivative product operating in the form of a financial contract whereby interest amounts are swapped on the basis of an agreed principal amount within a designated period in future as agreed between two parties in a market transaction, with one party agreeing to make payments based on a fixed interest rate, and the other party agreeing to make payments based on a floating interest rate;
- (ii) Principal amount: The aggregate principal amount shall be not more than EUR2,500 million;
- (iii) Term: The transaction shall have the same terms as the terms of the corresponding debts;
- (iv) Counterparties: Banks or similar financial institutions;
- (v) Liquidity arrangements: Investments in the derivative products are conducted in connection with the debts, the relevant investment amounts and frequency are expected to match the interest payment amount and dates in respect of the relevant debts;
- (vi) Settlement: Full amount by cash; and

- (2) the management of KION be and is hereby authorised to engage in the trading of the financial derivative products within the above scope and to execute all such documents in connection thereto.” *(Note E)*

## 12. “THAT

- (1) 陝西重型汽車有限公司 (Shaanxi Heavy Duty Motor Company Limited) (“**Shaanxi Zhongqi**”), a subsidiary of the Company, be authorised to engage in the subscription of the following structured deposit products:

For the purpose of obtaining better potential returns in respect of its deposits, Shaanxi Zhongqi proposes to subscribe for certain structured deposit products. The principal terms of the relevant derivative products are as follows:

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| (i) Type of structured deposit:        | Principal-protected deposit with expected income calculated based on a guaranteed return rate and a floating interest rate;   |
| (ii) Principal amount:                 | Not more than RMB6,000 million in aggregate (and not more than RMB400 million for each transaction), on a revolving basis within such limit for a term of three years;  |
| (iii) Term:                            | Not more than six months;   |
| (iv) Expected income:                  | <ul style="list-style-type: none"><li>Guaranteed return: within the range of 1.25% to 2.5%, depending on the terms of the underlying structured deposit agreement;</li><li>Floating interest: within the range of 1.5% to 3.3%, depending on the terms of the underlying structured deposit agreement which could be linked to indices such as London Gold Fixing Price, 3-month US dollar LIBOR interest rate, etc.;</li></ul> |
| (v) Counterparties:                    | Major listed banks in the PRC;  |
| (vi) Liquidity arrangements:           | All structured deposit are conducted for a fixed term of not more than six months;  |
| (vii) Payment of principal and return: | The principal amount, the guaranteed return and floating interest will be paid to the Company in a lump sum at maturity; and  |

- (2) the management of Shaanxi Zhongqi be and is hereby authorised to engage in the subscription of the structured deposit products within the above scope and to execute all such documents in connection thereto.” *(Note E)*

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

Hong Kong, 24 August 2018

Notes:

- (A) Since the proxy form sent together with the Notice dated 17 July 2018 (the “**First Proxy Form**”) does not contain the proposed additional resolutions as set out in this supplementary notice of EGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplementary notice of EGM.
- (B) A shareholder who has not yet lodged the First Proxy Form with the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Proxy Form should not be lodged with the Company’s H-Share Registrar and Transfer Office.
- (C) A shareholder who has already lodged the First Proxy Form with Company’s H-Share Registrar and Transfer Office should note that:
- (i) If no Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if duly completed. Apart from the resolutions referred to in the Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions numbered 10 to 12 as set out in this supplementary notice.
- (ii) If the Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office at or before 2:30 p.m. on Thursday, 13 September 2018, in accordance with the instructions printed thereon, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid form of proxy if duly completed.
- (iii) If the Second Proxy Form is lodged with the Company’s H-Share Registrar and Transfer Office after 2:30 p.m. on Thursday, 13 September 2018, the Second Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid form of proxy if duly completed. Apart from the resolutions referred to in the EGM Notice and the First Proxy Form, the proxy so appointed by the shareholder pursuant to the First Proxy Form will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions numbered 10 to 12 as set out in this supplementary notice.

- (D) Apart from the additional resolutions set out in this supplementary notice of EGM, all other matters relating to the EGM as set out in the Notice remain unchanged. Please refer to the Notice for details of the other resolutions to be considered and approved at the EGM, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the EGM.
- (E) Please refer to the announcement of the Company dated 21 August 2018 published on the website of the Shenzhen Stock Exchange for further details concerning the proposed trading of the financial derivative products.

*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, Mr. Gordon Riske and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai.*