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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Weichai Power Co., Ltd. (the “**Company**”) will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 3 December 2018 at 2:50 pm for the purposes of considering and, if thought fit, approving the matters set out below.

**SPECIAL RESOLUTION**

To consider and, if thought fit, approve the following resolution as special resolution:

1. “**THAT** the merger and absorption of 濰柴 (濰坊) 後市場服務有限公司 (Weichai Power (Weifang) After-sales Service Co., Ltd.), a wholly-owned subsidiary of the Company, by the Company be and is hereby approved, and that the management of the Company be and is hereby authorised to do all such things, matters and take all such actions as he or they may in his or their discretion consider necessary or desirable for the purpose of or in connection with the matters related thereto.” *(note J)*

## ORDINARY RESOLUTIONS

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

2. “**THAT** the following amendments to the existing Terms of Reference of the Nomination Committee of the Company be and are hereby approved:

the original paragraphs (2) to (6) in Article 8 be deleted in its entirety and be replaced by the following:

- (2) to devise an annual work summary at the end of each year and disclose the same according to the relevant regulations. Such annual work summary shall include:
  1. policies on nomination of Directors implemented during the year, including nomination procedures and the process and criteria adopted by the Nomination Committee during the year in respect of proposed Director candidates;
  2. policies or summary of policies on diversity of the Board, including any measurable goals for policy implementation and progress of achieving such goals;
- (3) to study the selection criteria and procedures for Directors and Management Personnel and make recommendations to the Board;
- (4) to select suitably qualified candidates from the proposals of the working unit for consideration as Directors, Management Personnel and other senior management officers who shall be appointed by the Board and to recommend such persons to the Board;
- (5) to ensure that the composition of the Board complies with the “Diversity Policy regarding Members of the Board of Directors” adopted by the Company, based on a number of factors including but not limited to gender, age, culture and educational background or professional experience;
- (6) to assess the independence of independent Directors. Disclosures shall be made in the relevant announcement(s) in accordance with the regulatory requirements upon the Nomination Committee recommending an independent Director candidate for approval by the Board and the shareholders at a general meeting. Such disclosures shall include:
  1. procedures and reasons for the appointment of the independent Director and description of its independence;

2. as a general principle, an independent Director may act as an independent Director for at most five publicly listed companies. Where the proposed independent Director will act as director for a sixth (or more) publicly listed company(ies), disclosure shall be made as to his or her commitment in terms of time and efforts and the reasons why the Nomination Committee considers that he or she can perform the duties as an independent Director;
  3. the independent Director may bring new viewpoints and perspectives, skills and experiences to the Board;
  4. how the independent Director will facilitate the diversity of the composition of the Board;
- (7) to make recommendations to the Board on directors' appointment or re-appointment and the succession planning for Directors (especially the chairman of the Board and the chief executive officer);
- (8) such other matters as authorised by the Board.” *(note K)*
3. “**THAT** the grant of the guarantee (the “**Guarantee**”) by the Company in respect of a loan of Weichai Power Hong Kong International Development Co., Limited (a wholly-owned subsidiary of the Company) from certain financial institution(s) in the principal amount of not exceeding US\$360,000,000 (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 negotiations with the relevant financial institution(s) and finalise the terms of the loan and the Guarantee and execute all such documents in connection thereto.” *(note L)*

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

Hong Kong, 15 October 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 3 November 2018 to 3 December 2018 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited on 3 November 2018 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on 2 November 2018. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

- (B) Holders of H Shares intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post to the Secretary to the board of Directors of the Company 20 days before the EGM, (i.e. on or before 13 November 2018). The contact details of the Secretary to the board of Directors 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 EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (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 EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (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 EGM.

- (F) Each holder of A Shares of the Company who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of A Shares of the Company, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the board of Directors of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the board of Directors of the Company is stated in Note (B) above.
- (G) A shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) Any proposal to appoint any person to the office of director of the Company at the EGM shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China. The period for lodgement of such notices shall be at least seven days, which shall commence from the day after the date of this notice of the EGM and end on the date that is seven days before the date of the EGM.
- (I) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (J) Please refer to the announcement of the Company dated 15 October 2018 published on the website of The Shenzhen Stock Exchange for further details concerning the merger and absorption.
- (K) Please note that the proposed amendments to the existing Terms of Reference of the Nomination Committee are written in Chinese and there is no official English translation in respect thereof. The translation into English version in this notice is for reference only. In case of inconsistency between the English and Chinese versions, the Chinese version shall prevail.
- (L) Please refer to the announcement of the Company dated 15 October 2018 published on the website of The Shenzhen Stock Exchange for further details concerning the grant of the Guarantee.

*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.*