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潍柴動力股份有限公司

WEICHAI POWER CO., LTD.

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

(Stock Code: 2338)

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

Reference is made to the notice (the “**Notice**”) of annual general meeting (“**AGM**”) of the shareholders of Weichai Power Co., Ltd. (the “**Company**”) dated 14 May 2020. The AGM 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 29 June 2020 at 2:30 p.m. Unless the context otherwise requires, terms defined in the Notice shall have the same meaning when used herein.

The board of directors (“**Board**”) of the Company received a motion made by 潍柴控股集团有限公司 (Weichai Group Holdings Limited), a substantial shareholder of the Company, for submitting an additional proposal to the AGM 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 proposal to the AGM for the shareholders’ consideration and, if thought fit, approval.

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

ORDINARY RESOLUTION

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

15. (c) To consider and approve the election of Ms. Zhao Huifang as an independent non-executive Director of the Company for a term from the date of approval by the shareholders of the Company at the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive). (*Note E*)

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

Hong Kong, 28 May 2020

Notes:

- (A) Since the proxy form sent together with the Notice dated 14 May 2020 (the “**First Proxy Form**”) does not contain the proposed additional resolution as set out in this supplementary notice of AGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplementary notice of AGM.
- (B) A shareholder who has not yet lodged the First Proxy Form with 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), is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged with the Company’s H-Share Registrar.
- (C) A shareholder who has already lodged the First Proxy Form with Company’s H-Share Registrar should note that:
- (i) If no Second Proxy Form is lodged with the Company’s H-Share Registrar 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 AGM, including the additionally proposed resolution numbered 15(c) as set out in this supplementary notice.
- (ii) If the Second Proxy Form is lodged with the Company’s H-Share Registrar no later than 24 hours before the time fixed for holding the AGM or any adjournment thereof, 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 later than 24 hours before the time fixed for holding the AGM or any adjournment thereof, 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 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 AGM, including the additionally proposed resolution numbered 15(c) as set out in this supplementary notice.
- (D) Apart from the additional resolution set out in this supplementary notice of AGM, all other matters relating to the AGM 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 AGM, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the AGM.
- (E) As disclosed in the announcement of the Company dated 14 May 2020, (i) certain independent non-executive Directors are expected to retire as independent non-executive Directors and members of the relevant committees of the Board with effect from the conclusion of the AGM in order to comply with the requirements of the laws and regulations of the PRC, and (ii) Ms. Jiang Yan and Mr. Yu Zhuoping were, respectively, nominated as independent non-executive Directors, with effect from the date of approval by the Shareholders at the AGM and until the conclusion of the annual general meeting of the Company for the year ending 31 December 2020.

It is recommended that Ms. Zhao Huifang be appointed as an independent non-executive Director of the Company. The biographical details of Ms. Zhao Huifang are as follows:

Ms. Zhao Huifang (趙惠芳), Chinese, aged 68, is currently holding various positions including an independent director of iFLYTEK Co., Ltd. (科大訊飛股份有限公司), Sinomach General Machinery Science & Technology Co., Ltd. (國機通用機械科技股份有限公司), Anhui Ankai Automobile Co., Ltd. (安徽安凱汽車股份有限公司) and Time Publishing and Media Co., Ltd. (時代出版傳媒股份有限公司), and concurrently the honorary president of the Tertiary Engineering School Sub-Society of the Accounting Society of China (中國會計學會高等工科院校分會), the committee member of the Accounting Education Professional Committee of the Accounting Society of China (中國會計學會會計教育專業委員會), the executive council member of Anhui Provincial Audit Society (安徽省審計學會) and the council member of Anhui Provincial Federation of Social Sciences (安徽省社會科學聯合會). She successively held various positions including the dean, the director of the MBA/MPA management center (MBA/MPA管理中心) and the director of the Institute of Financial Management (財務管理研究所) of the School of Management, Hefei University of Technology (合肥工業大學管理學院), a committee member of the Tertiary Education Guidance Committee for Professional Industry and Business Administration Education of the Ministry of Education (教育部高等學校工商管理類專業教學指導委員會), and an independent director of Huaan Securities Co., Ltd. (華安證券股份有限公司) and Anhui Transport Consulting & Design Institute Co., Ltd. (安徽省交通規劃設計研究總院股份有限公司). Ms. Zhao holds a bachelor's degree and is a professor and supervisor of master students.

Ms. Zhao was identified and selected in accordance with the nomination policy of the Company in consideration of the relevant factors including but not limited to gender, age, cultural and educational background, academic qualifications, professional experience and skills. The Board considers that Ms. Zhao has deep professional knowledge, suitable qualifications and experience, and together with the other independent non-executive Directors, would form a good mix of expertise in providing a balanced and independent perspective to the Board on the Group's affairs. As Ms. Zhao has confirmed that she has fulfilled the independence factors as stipulated in Rule 3.13 of the Listing Rules, the Board considers that Ms. Zhao is independent pursuant to the guidelines on independence under the Listing Rules. Accordingly, the Board is of the view that Ms. Zhao is a suitable candidate to be elected as an independent non-executive Director.

Ms. Zhao Huifang will not enter into any service contract with the Company. The basic salary of Ms. Zhao will be determined in accordance with relevant emolument policy of the Company on the basis of, inter alia, Ms. Zhao's merit, qualifications and competence after taking into consideration the remuneration of the current Directors.

Save as disclosed herein, Ms. Zhao (i) has not been a director of any public companies the shares of which are listed on any securities market in Hong Kong or overseas in the past three years, (ii) has no relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as defined respectively in the Listing Rules) of the Company, (iii) is not interested or deemed to be interested in shares or underlying shares of the Company within the meaning of Part XV of the SFO, and (iv) does not hold any positions within the Company or other members of the Group.

Save as disclosed herein, there is no other matter relating to the election of Ms. Zhao Huifang that 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 Listing Rules.

Pursuant to Article 122 of the Articles of Association of the Company, the election of the relevant independent non-executive Directors 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 independent non-executive Directors to be elected. A Shareholder can give all his votes to one independent non-executive Director candidate or divide his votes among several independent non-executive Director candidates. The independent non-executive Directors will be elected at the AGM based on the number of votes such independent non-executive Director candidates receive.

As at the date of this notice, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Yan Jianbo; the non-executive Directors of the Company are Mr. 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.