THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your overseas listed foreign shares ("**H Shares**") in Weichai Power Co., Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation of offer to acquire, purchase or subscribe for the securities of Weichai Power Co., Ltd.

WEICHAI
濰 柴

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)

(1) ELECTION OF DIRECTOR
(2) NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS
(3) PRC CONTINUING CONNECTED TRANSACTIONS
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent financial adviser to the independent board committee and the independent shareholders of Weichai Power Co., Ltd. on the Non-exempt Continuing Connected Transactions

TRINITY
Trinity Corporate Finance Limited

A letter from the Board is set out on pages 7 to 23 of this circular.

A letter from the Independent Board Committee to the Independent Shareholders on the Non-exempt Continuing Connected Transactions is set out on page 24 of this circular. A letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Non-exempt Continuing Connected Transactions is set out on pages 25 to 42 of this circular.

A notice convening the EGM to 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 PRC on 14 September 2026 at 2:50 p.m. is set out in 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, Wan Chai, Hong Kong (with respect to the holders of H 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. For holders of A Shares, please refer to the notice of the EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

26 August 2026

CONTENTS

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

"0.1% Threshold"	the thresholds referred to in Rule 14A.76(1)(a) of the Listing Rules
"5% Threshold"	the thresholds referred to in Rule 14A.76(2)(a) of the Listing Rules
"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 on the Shenzhen Stock Exchange
"Associate(s)"	has the meaning ascribed to an "associate" under Rule 14A.06(2) of the Listing Rules, and further includes any company that constitutes a connected subsidiary of the Company pursuant to Rule 14A.16 of the Listing Rules due to such associate's shareholding therein
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China
"CNHTC"	中國重型汽車集團有限公司 (China National Heavy Duty Truck Group Company Limited), a state-owned enterprise organised under the laws of the PRC with limited liability and a connected person of the Company
"CNHTC Group"	CNHTC and its Associates
"Company"	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability
"Continuing Connected Transaction(s)"	the continuing connected transaction(s) of the Group set out in the sections IV. and V. in the letter from the Board contained in this circular, comprising the Weichai Continuing Connected Transactions
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company

"EGM"	the extraordinary general meeting of the Company to be held on Monday, 14 September 2026, the notice of which is contained in this circular
"Exempt Continuing Connected Transactions"	being those continuing connected transactions exempt from circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules or the proposed revised caps or new caps for which do not exceed the 5% Threshold and, accordingly, are not subject to the approval by the Independent Shareholders under the Listing Rules, and, where such revised caps or new caps exceed the 0.1% Threshold, are only subject to the reporting, announcement and annual review requirements of Chapter 14A of the Listing Rules
"Existing Cap(s)"	the existing cap(s) for the Continuing Connected Transactions set out in the sections IV. and V. in the letter from the Board contained in this circular
"Existing CNHTC Purchase Agreement"	the purchase agreement entered into between the Company and CNHTC dated 22 August 2024, details of which are disclosed in section IV.2. of the announcement of the Company dated 22 August 2024
"Existing CNHTC Supply Agreement"	the supply agreement entered into between the Company and CNHTC dated 30 March 2022 (as supplemented on 22 August 2024), details of which are disclosed in section III.1. of the announcement of the Company dated 22 August 2024
"Existing Shaanxi Automotive Purchase Agreement"	the purchase agreement entered into between the Company and Shaanxi Automotive dated 29 August 2025, details of which are disclosed in section IV.B.(b) of the announcement of the Company dated 29 August 2025
"Existing Shaanxi Automotive Sale Agreement"	the sale agreement entered into between the Company and Shaanxi Automotive on 29 August 2025, details of which are disclosed in section IV.B.(a) of the announcement of the Company dated 29 August 2025

"Existing Weichai Heavy Machinery Purchase Agreement"	the purchase agreement entered into between the Company and Weichai Heavy Machinery on 22 August 2024 (as supplemented on 2 July 2025), details of which are disclosed in section III.(b) of the announcement of the Company dated 2 July 2025
"Existing Weichai Heavy Machinery Supply Agreement"	the supply agreement entered into between the Company and Weichai Heavy Machinery on 22 August 2024 (as supplemented on 2 July 2025), details of which are disclosed in section III.(a) of the announcement of the Company dated 2 July 2025
"Group"	the Company and its subsidiaries, and "Group Company" means any of the same
"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 Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	a committee of the Board comprising Mr. Chi Deqiang, Mr. Xu Bing, Mr. Tao Huaan, Ms. Zhang Weili and Ms. Zhang Bo, being the independent non-executive Directors
"Independent Financial Adviser"	Trinity Corporate Finance Limited, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions
"Independent Shareholders"	Shareholders who are not required under the Listing Rules to abstain from voting at the EGM in respect of the Non-exempt Continuing Connected Transactions
"Latest Practicable Date"	20 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"Merger"	the merger on 24 April 2007 (as announced in the announcement of the Company dated 25 April 2007), as a result of which the original subsidiaries of TAGC, together with other the assets and liabilities of TAGC, were absorbed by the Company
"New Cap(s)"	the new annual cap(s) to the Continuing Connected Transactions as set out in the section headed "III. Continuing Connected Transactions" in the letter from the Board contained in this circular
"New CNHTC Supply Agreement"	the sale agreement entered into between the Company and CNHTC on 3 July 2026 as more particularly set out in section V. in this circular
"Non-exempt Continuing Connected Transaction(s)"	being those Continuing Connected Transaction(s) at the Company level, the proposed Revised Caps and/or New Caps for which exceed the 5% Threshold, and accordingly, they will be subject to the reporting requirements, the announcement requirement and the annual review requirements under the Listing Rules, and approval from the independent Shareholders at the EGM will be required
"PRC Continuing Connected Transactions"	the transactions set out under the section VII. in the letter from the Board contained in this circular, which constitute continuing connected transactions of the Company under the relevant laws and regulations of the PRC and the Shenzhen Listing Rules and are subject to the approval by the Shareholders at the EGM. For details, please refer to the announcement of the Company entitled《濰柴動力股份有限公司日常持續性關聯交易公告》("Announcement of Weichai Power Co., Ltd. in respect of its Continuing Connected Transactions") dated 3 July 2026 on the Shenzhen Stock Exchange
"PRC Supplemental Agreement(s)"	the supplemental agreements to the Existing Shaanxi Automotive Sale Agreement, the Existing Shaanxi Automotive Purchase Agreement, the Existing Weichai Heavy Machinery Purchase Agreement and the Existing CNHTC Purchase Agreement, respectively, details of which are set out in sections III. and IV. of the Company's announcement dated 3 July 2026, and a "PRC Supplemental Agreement" means any of them

"Revised Cap(s)"	the revised annual cap(s) to the Continuing Connected Transactions as set out in the section headed "III. Continuing Connected Transactions" in the letter from the Board contained in this circular
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shaanxi Automotive"	陝西汽車集團有限責任公司 (Shaanxi Automotive Group Co. Ltd.*), a company established in the PRC and a connected person of the Company
"Shandong Heavy Industry"	山東重工集團有限公司 (Shandong Heavy Industry Group Co., Ltd.), a substantial shareholder and connected person of the Company holding the entire capital of Weichai Holdings
"Share(s)"	share(s) of RMB1.00 each in the capital of the Company
"Shareholder(s)"	holder(s) of the shares of the Company
"Shenzhen Listing Rules"	《股票上市規則》("listing rules") of the Shenzhen Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Agreement"	the supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement, details of which are set out in section IV. in the letter from the Board contained in this circular
"TAGC"	湘火炬汽車集團股份有限公司 (Torch Automotive Group Co., Ltd.*), a company established in the PRC and has ceased to exist
"Weichai Continuing Connected Transaction(s)"	the Continuing Connected Transaction(s) under sections IV. and V. in the letter from the Board contained in this circular

"Weichai Heavy Machinery"	濰柴重機股份有限公司 (Weichai Heavy-duty Machinery Co., Ltd.*) (formerly known as 山東巨力股份有限公司 (Shandong Juli Company Limited*)), a company established in the PRC and a connected person of the Company
"Weichai Heavy Machinery Group"	Weichai Heavy Machinery and its subsidiaries
"Weichai Holdings"	濰柴控股集團有限公司 (Weichai Group Holdings Limited*) (formerly known as 濰坊柴油機廠 (Weifang Diesel Engine Works*)), a legal person established in the PRC, a substantial shareholder of the Company and a connected person of the Company
"Weichai Holdings Juli Restructuring"	the restructuring of the assets of Weichai Holding and the group of entities concerning Weichai Heavy Machinery as more particularly set out in the announcement of Weichai Heavy Machinery on the Shenzhen Stock Exchange dated 8 September 2006
"%"	per cent

* *For identification purposes only*

If there is any inconsistency between the Chinese name of the entities mentioned in this circular and their English translation, the Chinese version shall prevail.

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)

Executive Directors:
Ma Changhai *(Chairman)*
Wang Decheng *(General Manager)*
Ma Xuyao

Employee representative Director:
Huang Weibiao

Non-executive Directors:
Wang Yanlei
Zhang Liangfu
Richard Robinson Smith
Michael Martin Macht

Independent Non-executive Directors:
Chi Deqiang
Xu Bing
Tao Huaan
Zhang Weili
Zhang Bo

Registered office:
197, Section A
Fu Shou East Street
High Technology Industrial
Development Zone
Weifang
Shandong Province
The People's Republic of China

Principal place of business in Hong Kong:
Room 2102-03
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

26 August 2026

To: Holders of H Shares
Holders of A Shares

Dear Sir or Madam,

(1) ELECTION OF DIRECTOR
(2) NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS
(3) PRC CONTINUING CONNECTED TRANSACTIONS
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcements of the Company dated 3 July 2026 in relation to, *inter alia*, (i) the change of Director; (ii) the entering into of the Supplemental Agreement and the New CNHTC Supply Agreement in respect of the Non-exempt Continuing Connected Transactions; and (iii) the PRC Continuing Connected Transactions.

The purpose of this circular is to provide you with, among other things, further details on (i) the election of Director; (ii) the Non-exempt Continuing Connected Transactions and the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions; and (iii) the PRC Continuing Connected Transactions.

II. ELECTION OF DIRECTOR

As disclosed in the announcement of the Company dated 3 July 2026, the Board has nominated Mr. Liu Yi (劉義) ("**Mr. Liu**") as a candidate for election as an executive Director of the Board, with effect from the date of approval by the Shareholders at the EGM and until the conclusion of the annual general meeting of the Company for the year ending 31 December 2026, which is the expiration of the term of the current session of the Board.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures provided by the proposed Director, the qualifications, skills and experience, time commitment and expected contribution of such proposed Director (with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's corporate strategies). The nomination committee of the Company has recommended to the Board on the election of the proposed Director.

The election of the abovementioned proposed Director is subject to the approval of the Shareholders by way of ordinary resolution at the EGM.

The biographical details of Mr. Liu who is nominated to stand for election at the EGM are set out below to enable the Shareholders to make an informed decision on his new election.

Mr. Liu Yi (劉義), Chinese, aged 47, holds a master degree of engineering and is a chief senior engineer. He currently serves as the secretary of the party committee and the chairman of Shaanxi Automobile Holdings Limited* (陝西汽車控股集團有限公司), and the vice chairman of Shaanxi Heavy-duty Motor Company Limited* (陝西重型汽車有限公司), etc. He previously served as the executive vice general manager and general manager of Shaanxi Fast Gear Co., Ltd.* (陝西法士特齒輪有限責任公司), the general manager 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 chairman of Xi'An King-Truck Electron Co., Ltd.* (西安正昌電子股份有限公司, a company quoted on the National Equities Exchange and Quotations (NEEQ), stock code: 833622), etc.

Mr. Liu will enter into an appointment agreement with the Company in respect of his service as an executive Director, but will not receive any remuneration in respect of his appointment as an executive Director.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Liu (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 other major positions within the Company or other members of the Group.

Save as disclosed herein, there is no other matter relating to the election of the abovementioned proposed Director 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

III. CONTINUING CONNECTED TRANSACTIONS

SUMMARY OF THE CONTINUING CONNECTED TRANSACTIONS AND THE PROPOSED REVISED CAPS AND NEW CAPS

1. Revision of annual caps and extension of existing Continuing Connected Transaction

The Continuing Connected Transactions supplemented to revise the relevant Existing Caps and extend the existing transactions include the following:

Name of connected person	Name of Group Company	Connected person's relationship with the Group	Nature of the connected transaction with the Group
Weichai Heavy Machinery (and its subsidiaries)	The Company (and its subsidiaries)	Weichai Heavy Machinery is held as to approximately 30.59% by Weichai Holdings	Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)

A summary of the proposed Revised Caps and New Cap for the Continuing Connected Transactions is set out below:

Connected person and details of the relevant Continuing Connected Transaction	Proposed Revised Caps and New Cap For the year ending 31 December 2026 *RMB*	For the year ending 31 December 2027 *RMB*	For the year ending 31 December 2028 *RMB*
Weichai Heavy Machinery (and its subsidiaries)			
Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)	5,600,000,000#	6,500,000,000#	7,500,000,000#

2. Renewal of existing Continuing Connected Transaction

The Continuing Connected Transactions to be renewed include the following:

Name of connected person	Name of Group Company	Connected person's relationship with the Group	Nature of the connected transaction with the Group
CNHTC (and its Associates)	The Company (and its subsidiaries)	Shandong Heavy Industry is the holder of 65% of the equity interest of CNHTC	Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)

A summary of the proposed New Caps for the Continuing Connected Transactions is set out below:

Connected person and details of the relevant Continuing Connected Transaction	Proposed New Caps For the year ending 31 December 2027 *RMB*	For the year ending 31 December 2028 *RMB*	For the year ending 31 December 2029 *RMB*
CNHTC (and its Associates)			
Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)	30,000,000,000#	33,600,000,000#	36,000,000,000#

Notes:

1. Where a Revised Cap or New Cap is marked "#" that means the proposed Revised Caps or New Caps for the relevant Continuing Connected Transaction, on an aggregated basis, exceed the 5% Threshold and are subject to the approval by the Independent Shareholders.

2. For the purposes of ascertaining whether a Continuing Connected Transaction would exceed the 5% Threshold, the transactions under paragraphs 1. and 2. have been aggregated.

IV. REVISION OF ANNUAL CAPS AND EXTENSION OF EXISTING CONTINUING CONNECTED TRANSACTION

DETAILS OF THE CONTINUING CONNECTED TRANSACTION AND THE RELEVANT SUPPLEMENTAL AGREEMENT

The Company

The Company is principally engaged in the research and development, manufacture and sale of high-speed heavy-duty diesel engines and engine parts.

Continuing Connected Transaction between Weichai Heavy Machinery (and its subsidiaries) and the Group

Weichai Heavy Machinery

Weichai Heavy Machinery is principally engaged in the manufacture and sale of medium-speed diesel engines and diesel engine parts and components, power generators and related products, and construction machinery and the provision of repair processing services for machinery parts. Weichai Heavy Machinery is a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000880) and its single largest shareholder, Weichai Holdings, holds approximately 30.59% of its issued shares. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries: (i) Weichai Holdings is wholly-owned by Shandong Heavy Industry, which is in turn one of the leading automobile and equipment groups in the PRC, and (ii) Shandong Heavy Industry is ultimately governed and controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial People's Government* (山東省人民政府國有資產監督管理委員會).

Weichai Heavy Machinery is an associate of Weichai Holdings (a substantial shareholder of the Company), and accordingly, Weichai Heavy Machinery is a connected person of the Company.

Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)

Agreement:	Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement
Date:	3 July 2026
Parties:	1. The Company
	2. Weichai Heavy Machinery
Term:	1 January 2026 to 31 December 2028

Due to operational needs of the Group, the Company expects that the Existing Caps for the two years ending 31 December 2027 under the Existing Weichai Heavy Machinery Supply Agreement will be insufficient, and the Group intends to continue to conduct the relevant transactions with Weichai Heavy Machinery (and its subsidiaries) following the expiry of the Existing Weichai Heavy Machinery Supply Agreement. The Company therefore entered into the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement to revise the Existing Caps for the two years ending 31 December 2027 and obtain New Cap for the year ending 31 December 2028.

Save for the said revision of the Existing Caps for the two years ending 31 December 2027 to the Revised Caps and the setting of the New Cap for the year ending 31 December 2028, all other material terms of the Existing Weichai Heavy Machinery Supply Agreement remain unchanged.

Pursuant to the Existing Weichai Heavy Machinery Supply Agreement (as supplemented by the Supplemental Agreement), the Company and its subsidiaries (as the case may be) shall sell to the Weichai Heavy Machinery Group diesel engines and related products and raw materials, and provide labour and technical related services, etc. (as the case may be) at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December 2028, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis. The relevant products are expected to mainly comprise engines and oil products, whereas the relevant services are expected to mainly comprise technical support, warehousing and logistic services related to such products.

The price of the said products and/or services shall be determined according to the following mechanism: the marketing department of the Company conducts market research and analysis regarding specific products and/or services at least on a monthly basis, in which a number of factors, including the overall market prices, market shares, ordering situation and performance of major competitors of such products and/or services, are comprehensively considered in order to formulate its pricing proposal which will be put before the price management department of the Company for approval, and the final prices are determined at arm's length negotiation among the parties. Such market research and analysis adopt a combined quantitative and qualitative approach, which involve questionnaire survey, site visit and in-depth interviews with manufacturers, end customers, distributors and service stations. Depending on the differences in products and segment markets, quotations are generally obtained from one to five independent third parties. The price management department of the Company regularly reviews the reasonableness of prices and makes amendments when necessary. Based on the aforementioned practice, the Company is of the view that the prices for the relevant products and/or services will be fair and reasonable.

The Directors are of the view that the abovementioned methods and procedures under the pricing policies can ensure that this Continuing Connected Transaction is conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

The table below summarises the Existing Caps for the three years ending 31 December 2027 for the Continuing Connected Transaction set out in this section:

	2025 *RMB*	**2026** *RMB*	**2027** *RMB*
Existing Cap	2,800,000,000	3,000,000,000	3,200,000,000

The table below summarises the actual transaction amounts involved for the two years ended 31 December 2025 (audited) and the five months ended 31 May 2026 (unaudited) for the Continuing Connected Transaction set out in this section:

	For the year ended 31 December 2024 *RMB* *(audited)*	**For the year ended 31 December 2025** *RMB* *(audited)*	**For the five months ended 31 May 2026** *RMB* *(unaudited)*
Actual transaction amount	1,311,941,674.66	2,747,484,925.46	1,385,093,080.57

The Company is a leading manufacturer of diesel engines in the PRC and this evidences the quality and competitiveness of the Group's diesel engines generally. With the proximity between the Company's production facilities and those of Weichai Heavy Machinery, and in view of the high quality and the competitiveness of the Company's engines, the Company believes that the Weichai Heavy Machinery Group will continue to purchase the Group's diesel engines for the manufacture of power generators and purchase the Group's semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products for the manufacture of its products, including medium-speed diesel engines and power generators.

Based on the continued increase in data center business volume in 2026, the Company and Weichai Heavy Machinery have increasing actual production and operation development needs. The actual transaction amount for this Continuing Connected Transaction for the year ended 31 December 2025 has increased by 109.4% compared to that for the year ended 31 December 2024. Driven by growth opportunities arising from industry policy support and demand resulted from the rapid growth of emerging industries, the Group's sales of diesel engines and related products to the Weichai Heavy Machinery Group are expected to continue the increasing trend from 2026 to 2028. In light of the above, given that the Existing Cap for the year ending 31 December 2026 has already been utilised as to approximately 46.2% by the end of May 2026, the Company estimates that the Existing Caps for this Continuing Connected Transaction will be insufficient.

Based on the above expected increase in demand for the Group's products and services by the Weichai Heavy Machinery Group, it is considered that the Revised Cap for the year ending 31 December 2026 be adjusted upwards to RMB5,600 million from the Existing Cap of RMB3,000 million to reflect the latest development trend. Further, taking into account and on the basis of all the aforesaid factors, it is estimated that the overall transaction amount of the sale of diesel engines and related products and raw materials, and provision of labour and technical related services by the Group to the Weichai Heavy Machinery Group on an annual basis will increase by approximately 16.1% and 15.4% for each of the two years ending 31 December 2027, respectively, and accordingly, RMB6,500 million and RMB7,500 million have been set as the Revised Caps for the two years ending 31 December 2028 for this Continuing Connected Transaction.

The table below summarises the proposed Revised Caps and New Cap for the Continuing Connected Transaction set out in this section for the three years ending 31 December 2028:

	2026	**2027**	**2028**
	RMB	*RMB*	*RMB*
Revised Cap and New Cap	5,600,000,000	6,500,000,000	7,500,000,000

As the highest percentage ratio calculated in accordance with the Listing Rules for this Continuing Connected Transaction as set out in this section (when aggregated with the proposed New Caps for the same period under section V. herein) for the three years ending 31 December 2028 exceeds the 5% Threshold, such Continuing Connected Transaction constitutes a Non-exempt Continuing Connected Transaction of the Company and the Existing Weichai Heavy Machinery Supply Agreement (as supplemented by the Supplemental Agreement) and the relevant proposed Revised Caps and New Cap will be subject to the reporting and announcement requirements, the annual review requirements, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

V. RENEWAL OF EXISTING CONTINUING CONNECTED TRANSACTION

DETAILS OF THE CONTINUING CONNECTED TRANSACTION AND THE RELEVANT NEW FRAMEWORK AGREEMENT

Continuing Connected Transaction between CNHTC (and its Associates) and the Group

The Company

The Company is principally engaged in the research and development, manufacture and sale of high-speed heavy-duty diesel engines and engine parts.

CNHTC

CNHTC is a commercial vehicles manufacturer. It is a state-owned enterprise organised under the laws of the PRC with limited liability and is ultimately governed and controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial People's Government* (山東省人民政府國有資產監督管理委員會).

Shandong Heavy Industry is a substantial shareholder of the Company indirectly holding approximately 16.46% of the issued share capital of the Company. As such, Shandong Heavy Industry is a substantial shareholder of the Company and, in turn, a connected person of the Company. As Shandong Heavy Industry is a holder of 65% of the equity interest in CNHTC, CNHTC is a subsidiary of Shandong Heavy Industry and, accordingly, a connected person of the Company.

Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)

Agreement:	New CNHTC Supply Agreement
Date:	3 July 2026
Parties:	1. The Company
	2. CNHTC
Term:	1 January 2027 to 31 December 2029

The terms of the New CNHTC Supply Agreement are substantially the same as those of the Existing CNHTC Supply Agreement.

Pursuant to the New CNHTC Supply Agreement, the Company and its subsidiaries (as the case may be) shall sell vehicles related products, engines and related products, and provide services, etc. (as the case may be) to the CNHTC Group at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December

2029, upon the expiry of which the parties shall have an option to renew the same for a period of three years on a mutually agreed basis.

The price of the said products and/or services shall be determined according to the following mechanism: the marketing department of the Company conducts market research and analysis regarding relevant products and/or services at least on a monthly basis, in which a number of factors, including the overall market prices, market shares, ordering situation and performance of major competitors of such products and/or services, are comprehensively considered in order to formulate its pricing proposal which will be put before the price management department of the Company for approval, and the final prices are determined at arm's length negotiation among the parties. Such market research and analysis adopt a combined quantitative and qualitative approach, which involve questionnaire survey, site visit and in-depth interviews with manufacturers, end customers, distributors and service stations. Depending on the differences in products and segment markets, quotations are generally obtained from one to five independent third parties. The price management department of the Company regularly reviews the reasonableness of prices and makes amendments when necessary. Based on the aforementioned practice, the Company is of the view that the prices for the relevant products and/or services will be fair and reasonable.

The Directors are of the view that the abovementioned methods and procedures under the pricing policies can ensure that this Continuing Connected Transaction is conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

The table below summarises the Existing Caps for the three years ending 31 December 2026 for the Continuing Connected Transaction set out in this section:

	2024 *RMB*	**2025** *RMB*	**2026** *RMB*
Existing Cap	23,101,000,000	26,046,000,000	28,916,000,000

The table below summarises the actual transaction amounts involved for the two years ended 31 December 2025 (audited) and the five months ended 31 May 2026 (unaudited) in respect of the Group's sale of relevant products and services to the CNHTC Group:

	For the year ended 31 December 2024 *RMB* *(audited)*	**For the year ended 31 December 2025** *RMB* *(audited)*	**For the five months ended 31 May 2026** *RMB* *(unaudited)*
Actual transaction amount	15,922,621,861.53	17,005,551,756.05	8,398,304,932.90

In 2025, the CNHTC Group ranked first globally in the sales volume of heavy-duty trucks, with export volume and revenue reaching new highs, consistently maintaining the top position in China's heavy-duty truck exports. From January to May 2026, CNHTC maintained its position as the industry leader in heavy-duty truck sales, with sales of new energy heavy-duty trucks achieving rapid year-on-year growth that far exceeded the industry average. On the one hand, the Group has deepened its expertise in the gas engine industry over many years, with a strong product competitiveness. On the other hand, the Group's new energy "three-electric" products have entered into a period of rapid development, and the strategic synergy with CNHTC continues to strengthen. Therefore, it is expected that the business cooperation between the Group and CNHTC will expand further, and that there will be a further increase in the sales volume of gas engines and diesel engines by the Group to the CNHTC Group in the coming three years.The Company estimates that the transaction amount in respect of the Continuing Connected Transaction set out in this section for the three years ending 31 December 2029 will not exceed RMB30,000,000,000, RMB33,600,000,000 and RMB36,000,000,000, respectively, and such amounts have accordingly been set as the proposed New Caps for this Continuing Connected Transaction.

The above proposed New Caps for the three years ending 31 December 2029 have been estimated by the Company primarily based on (i) the relevant historical transaction amounts, (ii) the estimate increase in the number of products required by the CNHTC Group in view of the implementation of the Group's sales plan for the three years ending 31 December 2029, having taken into account the estimated market conditions and export performance, the average unit prices of the same, and the costs of the processing services to be provided, (iii) the fact that the Group has since 2019 established a business relationship with the CNHTC Group involving the sale of relevant products and services by the Group to the CNHTC Group for the manufacturing of vehicles by the CNHTC Group. Given the track record of the Group being able to constantly supply products and services of reliable quality to the CNHTC Group, a closer cooperation between the Group and the CNHTC Group has been developed since the beginning of year 2021, further boosting the CNHTC Group's demand for the Group's products and services; and (iv) a buffer in preparation of possible market fluctuations.

Taking into account and on the basis of all the aforesaid factors and the utilisation rate of the Existing Cap for the year ending 31 December 2026, it is estimated that the overall transaction amount of the sale of products and services by the Group to the CNHTC Group will be of a similar level for the year ending 31 December 2027 as compared with the Existing Cap for the year ending 31 December 2026, and further increase by approximately 12.0% and 7.1% for each of the years ending 31 December 2028 and 31 December 2029, respectively.

The table below sets out the proposed New Caps for the Continuing Connected Transaction set out in this section for the three years ending 31 December 2029:

	2027	**2028**	**2029**
	RMB	*RMB*	*RMB*
New Cap	30,000,000,000	33,600,000,000	36,000,000,000

As the highest percentage ratio calculated in accordance with the Listing Rules for the Continuing Connected Transaction as set out in this section (when aggregated with the proposed Revised Caps and New Cap for the same period under section IV. herein) exceeds the 5% Threshold, such Continuing Connected Transaction constitutes a Non-exempt Continuing Connected Transaction of the Company and the New CNHTC Supply Agreement and the relevant proposed New Caps will be subject to the reporting and announcement requirements, the annual review requirements, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Since this Continuing Connected Transaction (on an aggregated basis) is a Non-exempt Continuing Connected Transaction and the proposed New Caps are subject to the approval of the Independent Shareholders, the New CNHTC Supply Agreement is conditional upon the relevant resolution being passed at the EGM.

VI. REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS AND LISTING RULES IMPLICATIONS

1. Continuing Connected Transaction between Weichai Heavy Machinery (and its subsidiaries) and the Group

The Company is principally engaged in the research and development, manufacture and sale of high-speed, heavy-duty diesel engines. Prior to the incorporation of the Company and the listing of the shares on the Stock Exchange, the Company has had business relationships with certain entities. Under the Listing Rules, such entities have become connected persons of the Company since the listing of the Company and the transactions between the Company and such entities constitute continuing connected transactions of the Company. In respect of the continuing transactions between the Company and Weichai Holdings, since their production facilities are located in close proximity to each other and in view of the PRC government's policy not to duplicate construction of production and other facilities, certain such transactions have been continuing since the listing of the Company on the Stock Exchange. After the completion of the Weichai Holdings Juli Restructuring in 2007, certain of these continuing transactions with Weichai Holdings were transferred to Weichai Heavy Machinery.

As the Company has conducted the Continuing Connected Transaction with the Weichai Heavy Machinery Group for many years and the Company has built up a long term strategic and solid business relationship with the Weichai Heavy Machinery Group, the Board considers it beneficial to the Company to continue to conduct such Continuing Connected Transaction in order to ensure and maximize operating efficiency and stability of the operations of the Company. The Board is not aware of any disadvantage to the Group in continuing to conduct such Continuing Connected Transaction.

2. Continuing Connected Transaction between CNHTC (and its Associates) and the Group

The Company is principally engaged in the research and development, manufacture and sale of high-speed, heavy-duty diesel engines and CNHTC is a commercial vehicles manufacturer. Leveraging on the existing business relationship between the Group and the CNHTC Group, the Board considers that such Continuing Connected Transaction will allow the Group to maintain a strong strategic and business relationship with the CNHTC Group, thereby generating synergy potential and mutual economic benefits between the Group and the CNHTC Group.

In respect of the Continuing Connected Transaction between the Group and the CNHTC Group, the Board is of the view that the purchase of vehicles and related products, engines and related products and receipt of services from the CNHTC Group will enable the Group to secure a stable and reliable supply of quality products and services from the CNHTC Group which will, in turn, further support the increase of the overall sale volumes of the products of the Group. The sale of vehicles related products, engines and related products and provision of services to the CNHTC Group will also provide a secure source of revenue for the Group and contribute to the implementation of the Group's sales plan.

The Directors (including the independent non-executive Directors having considered the advice of the Independent Financial Adviser in respect of the Non-exempt Continuing Connected Transactions) have confirmed that all the Continuing Connected Transactions have been subject to arm's length negotiation between the Group and the relevant parties, and have been entered into by the Group in the ordinary and usual course of business and either (i) on normal commercial terms or better, or (ii) on terms no less favourable to the Group than those available to or from (as appropriate) independent third parties. The Directors are of the view that the abovementioned methods and procedures under the pricing policies can ensure that all the Continuing Connected Transactions will be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

The Directors (including the independent non-executive Directors having considered the advice of the Independent Financial Adviser in respect of the Non-exempt Continuing Connected Transactions) are of the view that all the Continuing Connected Transactions, and the relevant proposed Revised Caps and New Caps, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

At the meeting of the Board on 3 July 2026 approving, *inter alia*, the Continuing Connected Transactions, the following Directors have abstained from voting on the resolutions in respect of certain Continuing Connected Transactions as follows, for the reasons of their respective interest and/or position (as the case may be) in the relevant connected persons:

1. Continuing Connected Transaction with Weichai Heavy Machinery (and its subsidiaries) set out under section IV. in the letter from the Board contained in this circular — Mr. Ma Changhai, Mr. Wang Decheng, Mr. Huang Weibiao, Mr. Wang Yanlei and Mr. Zhang Liangfu; and

2. Continuing Connected Transaction with CNHTC (and its Associates) set out under section V. in the letter from the Board contained in this circular — Mr. Ma Changhai.

Save as disclosed, no other Directors have any material interest in the Continuing Connected Transactions.

As the highest percentage ratio calculated in accordance with the Listing Rules for the Weichai Continuing Connected Transactions as set out in sections IV. and V. of this circular exceeds the 5% Threshold on an aggregated basis, such Continuing Connected Transactions constitute Non-exempt Continuing Connected Transactions of the Company and their respective new framework agreement or supplemental agreement (as the case may be) and proposed Revised Caps and/or New Caps (as the case may be) will be subject to the reporting and announcement requirements, the annual review requirements, and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

VII. PRC CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcement of the Company dated 3 July 2026 on the Stock Exchange (the "**CCT Announcement**"), which announced, *inter alia*, that the Company has entered into the PRC Supplemental Agreements with Weichai Heavy Machinery, CNHTC and Shaanxi Automotive, respectively.

As set out in the sections III., IV.1.(b) and IV.2. of the CCT Announcement, the transactions contemplated under the PRC Supplemental Agreements constitute Exempt Continuing Connected Transactions and are, accordingly, not subject to the approval of the Independent Shareholders under Chapter 14A of the Listing Rules. However, according to the relevant laws and regulations of the PRC and the Shenzhen Listing Rules, such continuing connected transactions constitute PRC Continuing Connected Transactions and are subject to approval at the EGM.

A summary of the proposed PRC Continuing Connected Transactions and the relevant revised caps and new caps are set out below:

	Proposed revised caps and new caps		
Connected person and details of the relevant Continuing Connected Transaction	**For the year ending 31 December 2026**	**For the year ending 31 December 2027**	**For the year ending 31 December 2028**
	RMB	*RMB*	*RMB*
Weichai Heavy Machinery (and its subsidiaries)			
Purchase of diesel engines and related products, generators and raw materials, and receipt of labour and technical related services, etc. by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries)	5,600,000,000	6,500,000,000	7,500,000,000

Connected person and details of the relevant Continuing Connected Transaction	Proposed revised caps and new caps For the year ending 31 December 2026 *RMB*	For the year ending 31 December 2027 *RMB*	For the year ending 31 December 2028 *RMB*
CNHTC (and its Associates)			
Purchase of vehicles and related products, engines and related products, and receipt of services, etc. by the Company (and its subsidiaries) from CNHTC (and its Associates)	1,300,000,000	1,400,000,000	1,500,000,000
Shaanxi Automotive (and its associates)			
1. Sale of vehicles, parts and components of vehicles, raw materials and other products and provision of services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates)	5,900,000,000	7,500,000,000	8,500,000,000
2. Purchase of parts and components of vehicles, scrap steel and other products and receiving of services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates)	9,200,000,000	11,385,000,000	12,650,000,000

For further details of the PRC Supplemental Agreements, please refer to (i) the announcement of the Company entitled《濰柴動力股份有限公司日常持續性關聯交易公告》(“Announcement of Weichai Power Co., Ltd. in respect of its Continuing Connected Transactions in the Ordinary Course of Business”) dated 3 July 2026 on the website of The Shenzhen Stock Exchange, and (ii) sections III., IV.1(b) and IV.2. of the CCT Announcement.

VIII. EGM

It was proposed that (i) the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement in respect of the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps; (ii) the PRC Supplemental Agreements in respect of the PRC Continuing Connected Transactions and the relevant proposed revised caps and new caps; and (iii) the election of Mr. Liu as an executive Director shall be considered and, if thought fit, approved at the EGM.

The EGM 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 PRC on Monday, 14 September 2026 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the EGM set out in this circular.

Weichai Holdings (which held 1,422,550,620 Shares representing approximately 16.46% of the issued Shares of the Company as at the Latest Practicable Date) and its associates will abstain from voting on the resolutions in respect of the Non-exempt Continuing Connected Transactions and PRC Continuing Connected Transactions. Save as the aforesaid, no Shareholder is required to abstain from voting in respect of any resolution in the EGM.

It is a requirement of the Listing Rules that the voting at the EGM must be taken by poll.

The form of proxy for use at the EGM is enclosed with this circular. Holders of A Shares may use the forms of proxy published by the Company on the website of the Shenzhen Stock Exchange instead and refer to the procedures set out therein. Whether or not you intend to be present at such meeting, you are requested to complete the forms 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, Wan Chai, Hong Kong (with respect to the holders of H Shares), no later than 24 hours before the time fixed for holding the EGM 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.

IX. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 9 September 2026 to 14 September 2026, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, 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 8 September 2026.

X. RECOMMENDATIONS

Having considered the reasons set out herein, the Directors, including the independent non-executive Directors (having considered the advice of the Independent Financial Adviser in respect of the Non-exempt Continuing Connected Transactions), are of the opinion that the terms of the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement and the relevant proposed Revised Caps and New Caps are fair and reasonable, in the ordinary and usual course of business of the Group, on normal commercial terms (or better to the Group), and in the interests of the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the resolutions regarding the same.

The Independent Board Committee comprising the independent non-executive Directors (namely, Mr. Chi Deqiang, Mr. Xu Bing, Mr. Tao Huaan, Ms. Zhang Weili and Ms. Zhang Bo) has been appointed to consider the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps. Your attention is drawn to (i) the letter setting out the advice from the Independent Board Committee to the Independent Shareholders, and (ii) the letter of advice from the Independent Financial Adviser setting out its advice to the Independent Board Committee and the Independent Shareholders in relation to the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement and the relevant proposed Revised Caps and New Caps, which are set out in this circular.

Further, the Board considers that the other resolutions to be proposed at the EGM in respect of the election of Mr. Liu as an executive Director and the PRC Continuing Connected Transactions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolutions which will be proposed at the EGM.

XI. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of
the Board of Directors
Ma Changhai
Chairman

* *For identification purposes only*

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)

26 August 2026

To the Independent Shareholders
of Weichai Power Co., Ltd.

Dear Sir or Madam,

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders of Weichai Power Co., Ltd. to consider the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement and the relevant proposed Revised Caps and New Caps (as defined in the circular of the Company dated 26 August 2026) (the "**Circular**"), details of which are set out in the sections headed "IV. Revision of Annual Caps and Extension of Existing Continuing Connected Transaction" and "V. Renewal of Existing Continuing Connected Transaction" in the "Letter from the Board" contained in the Circular. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this letter.

Your attention is drawn to the "Letter from the Board", the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions as set out in the "Letter from the Independent Financial Adviser on the Non-exempt Continuing Connected Transactions" as well as other additional information set out in other parts of the Circular.

Having taken into account the advice of, and the principal factors and reasons considered by the Independent Financial Adviser in relation thereto as stated in its letter, we consider that the terms of the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement and the relevant proposed Revised Caps and New Caps are fair and reasonable, on normal commercial terms (or better to the Group) and in the ordinary and usual course of business of the Company, and in the interest of the Company and its shareholders as a whole. We therefore recommend that you vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement and the relevant Revised Caps and New Caps.

Yours faithfully,
The Independent Board Committee

Mr. Chi Deqiang
Independent Non-executive Director

Mr. Xu Bing
Independent Non-executive Director

Mr. Tao Huaan
Independent Non-executive Director

Ms. Zhang Weili
Independent Non-executive Director

Ms. Zhang Bo
Independent Non-executive Director

The following is the full text of the letter dated 26 August 2026 from Trinity Corporate Finance Limited, the Independent Financial Adviser, to the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions and the respective proposed Revised Caps and New Caps, prepared for the purpose of incorporation in this circular.

TRINITY

Trinity Corporate Finance Limited

Room 102B, 1/F, Building 5W,
Hong Kong Science Park,
New Territories,
Hong Kong.

26 August 2026

To the Independent Board Committee and the Independent Shareholders of
Weichai Power Co., Ltd.

Dear Sirs,

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of the Non-exempt Continuing Connected Transactions and the relevant New Caps, details of which are set out in the letter from the Board (the "**Letter from the Board**") in the Company's circular dated 26 August 2026 (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board announced on 3 July 2026 that the Group entered into, inter alia, the supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement ("**Supplemental Agreement**") and the New CNHTC Supply Agreement in respect of the Non-exempt Continuing Connected Transactions as more particularly described in the Letter from the Board.

As the highest percentage ratio calculated in accordance with the Listing Rules for the Weichai Continuing Connected Transactions as set out in sections IV. and V. in the Letter from the Board exceeds the 5% Threshold on an aggregated basis, such Continuing Connected Transactions constitute Non-exempt Continuing Connected Transaction of the Company and their respective new framework agreement or supplemental agreement (as the case may be) and proposed Revised Caps and/or New Caps (as the case may be) will be subject to the reporting and announcement requirements, the annual review requirements, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising the independent non-executive Directors, (namely, Mr. Chi Deqiang, Mr. Xu Bing, Mr. Tao Huaan, Ms. Zhang Weili and Ms. Zhang Bo) has been appointed to consider the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps, and to advise the Independent Shareholders as to whether the terms therein are fair and reasonable and on how to vote on the relevant resolution(s) at the EGM, taking into account the recommendations of the Independent Financial Adviser. Trinity Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

As at the Latest Practicable Date, Trinity Corporate Finance Limited did not have any relationships or interests with the Company or any other parties that could reasonably be regarded as relevant to the independence of Trinity Corporate Finance Limited. In the last two years, Trinity Corporate Finance Limited has acted as an independent financial adviser to the then independent board committee and independent shareholders of the Company in relation to the non-exempt continuing connected transactions announced on 22 August 2024 (details of which were set out in the circular of the Company dated 31 October 2024) and the non-exempt continuing connected transactions announced on 29 August 2025 (details of which were set out in the circular of the Company dated 16 October 2025). Apart from normal professional fees paid or payable to us in connection with such appointment, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other party to the transactions, therefore we consider such relationship would not affect our independence. We, as Independent Financial Adviser, confirm our independence from the Group as required by Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true as at the Latest Practicable Date and should there be any material changes to our opinion after the despatch of the Circular and up to the date of the EGM, Shareholders would be notified as soon as practicable.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading.

We have not conducted any independent in-depth investigation into the business and affairs of the Group or any parties involved in the Non-exempt Continuing Connected Transactions.

In accordance with Rule 13.80 of the Listing Rules, to formulate our opinion, we have independently reviewed, inter alia, the 2025 annual report of the Company, the historical transaction amounts, the Letter from the Board and the samples of transactions of the Company relating to the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement and the New CNHTC Supply Agreement.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion regarding the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps, we have taken into account the following principal factors and reasons:

A. FINANCIAL PERFORMANCE OF THE COMPANY

As disclosed in the annual report of the Company for the financial year ended 31 December 2025, the Group's revenue amounted to approximately RMB231,809 million, representing an increase of approximately RMB16,118 million or approximately 7.5% from approximately RMB215,691 million in the corresponding period in 2024, benefiting on one hand from the overall positive trend in the heavy-duty truck industry in 2025, which drove the growth of the Group's heavy-duty truck sales, and on the other hand from the surge in global energy and electricity demand, which increased the need for high-power generators, thereby driving the growth of the Group's generator-related business revenue. The Group's net profit decreased from approximately RMB14,278 million in the corresponding period of 2024 to approximately RMB13,681 million during the year, representing a year-on-year decrease of approximately 4.2%. The Group's net profit margin for the 2025 was approximately 6.0%, which decreased by approximately 0.6 percentage points from approximately 6.6% in the corresponding period last year.

B. CONTINUING CONNECTED TRANSACTIONS

SUMMARY OF THE CONTINUING CONNECTED TRANSACTIONS AND THE PROPOSED REVISED CAPS AND NEW CAPS

1. Revision of annual caps and extension of existing Continuing Connected Transaction

The Continuing Connected Transactions supplemented to revise the relevant Existing Caps and extend the existing transactions include the following:

Name of connected person	Name of Group Company	Connected person's relationship with the Group	Nature of the connected transaction with the Group
Weichai Heavy Machinery (and its subsidiaries)	The Company (and its subsidiaries)	Weichai Heavy Machinery is held as to approximately 30.59% by Weichai Holdings	Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)

A summary of the proposed Revised Caps and New Cap for the Continuing Connected Transactions is set out below:

Connected person and details of the relevant Continuing Connected Transaction	Proposed Revised Caps and New Cap		
	For the year ending 31 December 2026 *RMB*	For the year ending 31 December 2027 *RMB*	For the year ending 31 December 2028 *RMB*
Weichai Heavy Machinery (and its subsidiaries)			
Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)	5,600,000,000#	6,500,000,000#	7,500,000,000#

2. *Renewal of existing Continuing Connected Transaction*

The Continuing Connected Transactions to be renewed include the following:

Name of connected person	Name of Group Company	Connected person's relationship with the Group	Nature of the connected transaction with the Group
CNHTC (and its Associates)	The Company (and its subsidiaries)	Shandong Heavy Industry is the holder of 65% of the equity interest of CNHTC	Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)

A summary of the proposed New Caps for the Continuing Connected Transactions is set out below:

Connected person and details of the relevant Continuing Connected Transaction	Proposed New Caps For the year ending 31 December 2027 *RMB*	For the year ending 31 December 2028 *RMB*	For the year ending 31 December 2029 *RMB*
CNHTC (and its Associates)			
Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)	30,000,000,000#	33,600,000,000#	36,000,000,000#

Notes:

1. Where a Revised Cap or New Cap is marked "#" that means the proposed Revised Caps or New Caps for the relevant Continuing Connected Transaction, on an aggregated basis, exceed the 5% Threshold and are subject to the approval by the Independent Shareholders.

2. For the purposes of ascertaining whether a Continuing Connected Transaction would exceed the 5% Threshold, the transactions under paragraphs 1. and 2. have been aggregated.

C. REVISION OF ANNUAL CAPS AND EXTENSION OF EXISTING CONTINUING CONNECTED TRANSACTION

DETAILS OF THE CONTINUING CONNECTED TRANSACTION AND THE RELEVANT NEW SUPPLEMENTAL AGREEMENT

The Company

The Company is principally engaged in the research and development, manufacture and sale of high-speed heavy-duty diesel engines and engine parts.

Continuing Connected Transaction between Weichai Heavy Machinery (and its subsidiaries) and the Group

Weichai Heavy Machinery

Weichai Heavy Machinery is principally engaged in the manufacture and sale of medium-speed diesel engines and diesel engine parts and components, power generators and related products, and construction machinery and the provision of repair processing services for machinery parts. Weichai Heavy Machinery is a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 000880) and its single largest shareholder, Weichai Holdings, holds approximately 30.59% of its issued shares. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries: (i) Weichai Holdings is wholly-owned by Shandong Heavy Industry, which is in turn one of the leading automobile and equipment groups in the PRC, and (ii) Shandong Heavy Industry is ultimately governed and controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial People's Government* (山東省人民政府國有資產監督管理委員會).

Weichai Heavy Machinery is an associate of Weichai Holdings (a substantial shareholder of the Company), and accordingly, Weichai Heavy Machinery is a connected person of the Company.

Sale of diesel engines and related products and raw materials, and provision of labour and technical related services, etc. by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries)

Agreement:	Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement
Date:	3 July 2026
Parties:	1. The Company
	2. Weichai Heavy Machinery
Term:	1 January 2026 to 31 December 2028

According to the Letter from the Board, due to operational needs of the Group, the Company expects that the Existing Caps for the two years ending 31 December 2027 under the Existing Weichai Heavy Machinery Supply Agreement will be insufficient, and the Group intends to continue to conduct the relevant transactions with Weichai Heavy Machinery (and its subsidiaries) following the expiry of the Existing Weichai Heavy Machinery Supply Agreement. The Company therefore entered into the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement to revise the Existing Caps for the two years ending 31 December 2027 and obtain New Cap for the year ending 31 December 2028.

Save for the said revision of the Existing Caps for the two years ending 31 December 2027 to the Revised Caps and the setting of the New Cap for the year ending 31 December 2028, all other material terms of the Existing Weichai Heavy Machinery Supply Agreement remain unchanged.

Pursuant to the Existing Weichai Heavy Machinery Supply Agreement (as supplemented by the Supplemental Agreement), the Company and its subsidiaries (as the case may be) shall sell to Weichai Heavy Machinery Group diesel engines and related products and raw materials, and provide labour and technical related services, etc. (as the case may be) at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December 2028, upon the expiry of which the parties may renew the term for another three years on a mutually agreed basis. The relevant products are expected to mainly comprise engines and oil products, whereas the relevant services are expected to mainly comprise technical support, warehousing and logistic services related to such products.

The price of the said products and/or services shall be determined according to the following mechanism: the marketing department of the Company conducts market research and analysis regarding specific products and/or services at least on a monthly basis, in which a number of factors, including the overall market prices, market shares, ordering situation and performance of major competitors of such products and/or services, are comprehensively considered in order to formulate its pricing proposal which will be put before the price management department of the Company for approval, and the final prices are determined at arm's length negotiation among the parties. Such market research and analysis adopt a combined quantitative and qualitative approach, which involve questionnaire survey, site visit and in-depth interviews with manufacturers, end customers, distributors and service stations. Depending on the differences in products and segment markets, quotations are generally obtained from one to five independent third parties. The price management department of the Company regularly reviews the reasonableness of prices and makes amendments when necessary.

We have reviewed the market research and analysis conducted by the marketing department of the Company including the impact of recent economic data and government policies on the industry outlook, which demonstrated how the Company ascertained the market price and the material terms during the price determination process. Accordingly, we concur with the Directors' view that the abovementioned methods and procedures under the pricing policies can ensure that the Continuing Connected Transaction is conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, and the prices for the relevant products and/or services will be fair and reasonable.

In addition, we have reviewed two samples of transactions conducted with Weichai Heavy Machinery and its subsidiaries under the Existing Weichai Heavy Machinery Supply Agreement and such samples confirm that the relevant transaction prices were on normal commercial terms compared to transactions with one to five independent third parties around the same period and not prejudicial to the interests of the Company and its minority Shareholders. We consider that the selection criteria has adequately covered the transactions relating to the sale of the above products and services by the Company to Weichai Heavy Machinery and its subsidiaries and the selected sample size is adequate, sufficient, fair and representative, given that the samples were compared with transactions with independent third parties entered into around the same period, in concluding our view that the above pricing policy was properly followed.

The table below summarises the Existing Caps for the three financial years ending 31 December 2027 for the Continuing Connected Transaction set out in this section:

	2025	**2026**	**2027**
	RMB	*RMB*	*RMB*
Existing Cap	2,800,000,000	3,000,000,000	3,200,000,000

The table below summarises the actual transaction amounts involved for the two years ended 31 December 2025 (audited) and the five months ended 31 May 2026 (unaudited) for the Continuing Connected Transaction set out in this section:

	For the year ended 31 December 2024 *RMB* *(audited)* *(Historical utilisation rate %)*	**For the year ended 31 December 2025** *RMB* *(audited)* *(Historical utilisation rate %)*	**For the five months ended 31 May 2026** *RMB* *(unaudited)* *(Historical utilisation rate %)*
Actual transaction amount	1,311,941,674.66	2,747,484,925.46 (98.12%)	1,385,093,080.57 (46.17%)

As at the Latest Practicable Date, the actual transaction amount for the transactions contemplated under the Existing Weichai Heavy Machinery Supply Agreement has not exceeded the Existing Cap thereunder for the year ended 31 December 2025.

As illustrated above, we note that the historical utilisation rate for the financial year ended 31 December 2025 was very high, reaching approximately 98.12%; and the historical utilisation rate for the five months ended 31 May 2026 compared to the existing cap for the year ending 31 December 2026 is almost 50%, reaching approximately 46.17%. In other words, if the utilisation amount from June to December 2026 is similar to the actual historical amount for the first five months ended 31 May 2026, the expected utilisation rate for the year ending 31 December 2026 will exceed the existing cap for the year ending 31 December 2026, if the existing cap is not revised.

The Company is a leading manufacturer of diesel engines in the PRC and this evidences the quality and competitiveness of the Group's diesel engines generally. With the proximity between the Company's production facilities and those of Weichai Heavy Machinery, and in view of the high quality and the competitiveness of the Company's engines, the Company believes that the Weichai Heavy Machinery Group will continue to purchase the Group's diesel engines for the manufacture of power generators and purchase the Group's semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products for the manufacture of its products, including medium-speed diesel engines and power generators.

Based on our discussion with the Company, due to the continued increase in data center business volume in 2026, the Company and Weichai Heavy Machinery have increasing actual production and operation development needs. We understand that the current increase in data center power demand is driven by the expansion of A.I. computing power, and considering Weichai Heavy Machinery Group's current revenue and future sales projections, the estimated sales revenue of the Group received from the Weichai Heavy Machinery Group for the entire year of 2026 will be approximately RMB4.6 billion (comprising of approximately RMB3.4 billion for energy and power products, approximately RMB500 million for marine machinery products, and approximately RMB700 million for parts and accessories, etc.).

The actual transaction amount for this Continuing Connected Transaction for the year ended 31 December 2025 has increased by 109.4% compared to that for the year ended 31 December 2024. Driven by growth opportunities arising from industry policy support and demand resulted from the rapid growth of emerging industries, the Group's sales of diesel engines and related products to the Weichai Heavy Machinery Group are expected to continue the increasing trend from 2026 to 2028. We have reviewed the PRC Government's Notice from the Ministry of Transport and the National Development and Reform Commission on Issuing the "Implementation Rules for Subsidies for the Scrapping and Renewal of Old Operating Vessels in the Transportation Sector" (Jiao Guihua Fa [2024] No. 95) (交通運輸部、國家發展改革委關於印發《交通運輸老舊營運船舶報廢更新補貼實施細則》的通知(交規劃發〔2024〕95號)) (source: https://www.gov.cn/zhengce/zhengceku/202408/content_6966728.htm) issued on 2 August 2024 and note that it is an important measure with implementation period up to 31 December 2028 to implement the national deployment of "large-scale equipment renewal and trade-in of old consumer goods", incentivizing the replacement of old operating vessels through fiscal subsidies and guiding the shipping industry towards transformation and upgrading towards new energy and clean energy through differentiated subsidies, which will lead to growth opportunities and increasing trend for the Group's products from 2026 to 2028.

Also, we have reviewed the PRC Government's Notice from the Ministry of Industry and Information Technology, the National Development and Reform Commission, the Ministry of Finance, the Ministry of Ecology and Environment, and the Ministry of Transport on Issuing the "Action Plan for Green Development of the Shipbuilding Industry (2024-2030)" (MIIT Joint Heavy Equipment [2023] No. 254) (工業和信息化部、國家發展改革委、財政部、生態環境部、交通運輸部關於印發《船舶製造業綠色發展行動綱要(2024—2030年)的通知》(工信部聯重裝〔2023〕254號)) (source: https://www.miit.gov.cn/jgsj/zbes/wjfb/art/2023/art_ac3246d17b0b4e3f9844922088d71089.html) issued on 26 December 2023 and note that it refers to green development as the theme and technological innovation as the driving force to emphasize scenario-driven development to promote the transformation of the general assembly and construction model and accelerate the green transformation of the shipbuilding industry's product system, manufacturing system, and supply chain system, which will lead to increasing demand for the Group's products and services up to 2030. In light of the above, given that as shown above that the Existing Cap for the year ending 31 December 2026 has already been utilised as to approximately 46.17% by the end of May 2026, the Company estimates that the Existing Caps for this Continuing Connected Transaction will be insufficient.

Based on the above expected increase in demand for the Group's products and services by the Weichai Heavy Machinery Group, it is considered that the Revised Cap for the year ending 31 December 2026 be adjusted upwards to RMB5,600 million from the Existing Cap of RMB3,000 million to reflect the latest development trend. Further, taking into account and on the basis of all the aforesaid factors, it is estimated that the overall transaction amount of the sale of diesel engines and related products and raw materials, and provision of labour and technical related services by the Group to the Weichai Heavy Machinery Group on an annual basis will increase by approximately 16.1% and 15.4% for each of the two years ending 31 December 2027, respectively, and accordingly, RMB6,500 million and RMB7,500 million have been set as the Revised Caps for the two years ending 31 December 2028 for this Continuing Connected Transaction.

The table below summarises the proposed Revised Caps and New Cap for the Continuing Connected Transaction in this section for the three years ending 31 December 2028:

	2026	**2027**	**2028**
	RMB	*RMB*	*RMB*
Revised Cap and New Cap	5,600,000,000	6,500,000,000	7,500,000,000
Change from previous year (%)		16.1%	15.4%

We have reviewed the summary of the Group's sales plan for years 2026 to 2028 and confirm that the number of units of construction machinery expected to be sold by the Group to the Weichai Heavy Machinery Group in the respective years is on an increasing trend. Based on our discussion with the Company relating to the increase in data center power demand which is driven by the expansion of A.I. computing power, and considering Weichai Heavy Machinery Group's current revenue and future sales projections, as mentioned above, to cope with such unexpected increase in order situations in 2026 to 2028, the Company has therefore set the proposed Revised Caps and New Cap for the three years ending 31 December 2028 as shown above.

We consider that, given the historical utilisation rate for the financial year ended 31 December 2025 was very high, reaching approximately 98.12%, and the historical utilisation rate for the five months ended 31 May 2026 compared to the existing cap for the year ending 31 December 2026 was already almost 50%, reaching approximately 46.17%, and in the light of the above industry statistics and sales plans for the years ending 2026 to 2028, we agree with the Company that the above increase in the proposed Revised Cap for the year ending 31 December 2026 is fair and reasonable. Also, as mentioned above, the summary of the sales plan of the Company we have reviewed confirms an increasing trend in the demand and therefore we are of the view that it is fair and reasonable for a further increase in the proposed New Caps of approximately 16.1% and 15.4% for the two years ending 31 December 2028 respectively in order to cater for the expected growth in sales in the respective years.

D. RENEWAL OF EXISTING CONTINUING CONNECTED TRANSACTION

DETAILS OF THE CONTINUING CONNECTED TRANSACTION AND THE RELEVANT NEW FRAMEWORK AGREEMENT

Continuing Connected Transactions between CNHTC (and its Associates) and the Group

The Company

The Company is principally engaged in the research and development, manufacture and sale of high-speed heavy-duty diesel engines and engine parts.

CNHTC

CNHTC is a commercial vehicles manufacturer. It is a state-owned enterprise organised under the laws of the PRC with limited liability and is ultimately governed and controlled by the State-owned Assets Supervision and Administration Commission of the Shandong Provincial People's Government* (山東省人民政府國有資產監督管理委員會).

Shandong Heavy Industry is a substantial shareholder of the Company indirectly holding approximately 16.46% of the issued share capital of the Company. As such, Shandong Heavy Industry is a substantial shareholder of the Company and, in turn, a connected person of the Company. As Shandong Heavy Industry is a holder of 65% of the equity interest in CNHTC, CNHTC is a subsidiary of Shandong Heavy Industry and, accordingly, a connected person of the Company.

Sale of vehicles related products, engines and related products, and provision of services, etc. by the Company (and its subsidiaries) to CNHTC (and its Associates)

Agreement:	New CNHTC Supply Agreement
Date:	3 July 2026
Parties:	1. The Company
	2. CNHTC
Term:	1 January 2027 to 31 December 2029

The terms of the New CNHTC Supply Agreement are substantially the same as those of the Existing CNHTC Supply Agreement.

Pursuant to the New CNHTC Supply Agreement, the Company and its subsidiaries (as the case may be) shall sell vehicles related products, engines and related products, and provide services, etc. (as the case may be) to the CNHTC Group at market prices and settled on a monthly or quarterly basis (depending on the terms of the definitive agreements to be entered into by the parties), for a term of three years ending 31 December 2029, upon the expiry of which the parties shall have an option to renew the same for a period of three years on a mutually agreed basis.

The price of the said products and/or services shall be determined according to the following mechanism: the marketing department of the Company conducts market research and analysis regarding relevant products and/or services at least on a monthly basis, in which a number of factors, including the overall market prices, market shares, ordering situation and performance of major competitors of such products and/or services, are comprehensively considered in order to formulate its pricing proposal which will be put before the price management department of the Company for approval, and the final prices are determined at arm's length negotiation among the parties. Such market research and analysis adopt a combined quantitative and qualitative approach, which involve questionnaire survey, site visit and in-depth interviews with manufacturers, end customers, distributors and service stations. Depending on the differences in products and segment markets, quotations are generally obtained from one to five independent third parties. The price management department of the Company regularly reviews the reasonableness of prices and makes amendments when necessary.

We have reviewed the market research and analysis conducted by the marketing department of the Company including the impact of recent economic data and government policies on the industry outlook, which demonstrated how the Company ascertained the market price and the material terms during the price determination process. Accordingly, we concur with the Directors' view that the abovementioned methods and procedures under the pricing policies can ensure that the Continuing Connected Transaction is conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, and the prices for the relevant products and/or services will be fair and reasonable.

In addition, we have reviewed two samples of transactions conducted with CNHTC, and such samples confirm that the relevant transaction prices were on normal commercial terms compared to transactions with one to five independent third parties around the same period and not prejudicial to the interests of the Company and its minority Shareholders. We consider that the selection criteria has adequately covered the transactions relating to the sale of the above products and services by the Company to CNHTC and the selected sample size is adequate, sufficient, fair and representative, given that the samples were compared with transactions with independent third parties entered into around the same period, in concluding our view that the above pricing policy was properly followed.

The table below summarises the Existing Caps for the three years ending 31 December 2026 for this Continuing Connected Transaction set out in this section:

	2024	**2025**	**2026**
	RMB	*RMB*	*RMB*
Existing Cap	23,101,000,000	26,046,000,000	28,916,000,000

The table below summarises the actual transaction amounts involved for the two years ended 31 December 2025 (audited) and five months ended 31 May 2026 (unaudited) in respect of the Group's sale of relevant products and services to the CNHTC Group:

	For the year ended 31 December 2024 *RMB* *(audited)*	**For the year ended 31 December 2025** *RMB* *(audited)*	**For the five months ended 31 May 2026** *RMB* *(unaudited)*
Actual transaction amount	15,922,621,861.53	17,005,551,756.05	8,398,304,932.90
Approximate utilisation rate	68.93%	65.29%	29.04%

As at the Latest Practicable Date, the actual transaction amount for the transactions contemplated under the Existing CNHTC Supply Agreement has not exceeded the Existing Cap thereunder for the year ending 31 December 2026.

As illustrated above, we note that the historical utilisation rate was approximately 68.93% and 65.29% for the two financial years ended 31 December 2025 and was 29.04% for the five months ended 31 May 2026.

According to the Letter from the Board, in 2025, the CNHTC Group ranked first globally in the sales volume of heavy-duty trucks, with export volume and revenue reaching new highs, consistently maintaining the top position in China's heavy-duty truck exports. From January to May 2026, CNHTC maintained its position as the industry leader in heavy-duty truck sales, with sales of new energy heavy-duty trucks achieving rapid year-on-year growth that far exceeded the industry average. On the one hand, the Group has deepened its expertise in the gas engine industry over many years, with a strong product competitiveness. On the other hand, the Group's new energy "three-electric" products have entered into a period of rapid development, and the strategic synergy with CNHTC continues to strengthen. Therefore, it is expected that the business cooperation between the Group and CNHTC will expand further, and that there will be a further increase in the sales volume of gas engines and diesel engines by the Group to the CNHTC Group in the coming three years. The Company estimates that the transaction amount in respect of the Continuing Connected Transaction set out in this section for the three years ending 31 December 2029 will not exceed RMB30,000,000,000, RMB33,600,000,000 and RMB36,000,000,000, respectively, and such amounts have accordingly been set as the proposed New Caps for this Continuing Connected Transaction.

Based on our discussion with the Company, the above proposed New Caps for the three years ending 31 December 2029 have been estimated by the Company primarily based on (i) the relevant historical transaction amounts, (ii) the estimate increase in the number of products required by the CNHTC Group in view of the implementation of the Group's sales plan for the three years ending 31 December 2029, having taken into account the estimated market conditions and export performance, the average unit prices of the same, and the costs of the processing services to be provided, (iii) the fact that the Group has since 2019 established a business relationship with the CNHTC Group involving the sale of relevant products and services by the Group to the CNHTC Group for the manufacturing of vehicles by the CNHTC Group. Given the track record of the Group being able to constantly supply products and services of reliable quality to the CNHTC Group, a closer cooperation between the Group and the CNHTC Group has been developed since the beginning of year 2021, further boosting the CNHTC Group's demand for the Group's products and services; and (iv) a buffer in preparation of possible market fluctuations.

Taking into account and on the basis of all the aforesaid factors and the utilisation rate of the Existing Cap for the year ending 31 December 2026, it is estimated that the overall transaction amount of the sale of products and services by the Group to the CNHTC Group will be of a similar level for the year ending 31 December 2027 as compared with the Existing Cap for the year ending 31 December 2026, and further increase by approximately 12.0% and 7.1% for each of the years ending 31 December 2028 and 31 December 2029, respectively.

The table below sets out the proposed New Caps for the Continuing Connected Transaction set out in this section for the three years ending 31 December 2029:

	2027	**2028**	**2029**
	RMB	*RMB*	*RMB*
New Cap	30,000,000,000	33,600,000,000	36,000,000,000
Change from previous year (%)		12.0%	7.1%

We have reviewed the Group's sales plan for the years 2027 to 2029 and the market research conducted by the Company, including the articles at http://cv.ce.cn/ (中國商用汽車網) (source: http://cv.ce.cn/news/202606/t20260615_3032343.shtml and http://cv.ce.cn/news/202607/t20260717_3092691.shtml) which demonstrated a growing trend of the diesel engine market in 2026.

Also, we have reviewed the PRC Government's "Guiding Opinions of the Ministry of Transport and Ten Other Departments on Promoting the Integrated Development of Transportation and Energy" (Document No. 42 of 2025, issued by the Ministry of Transport Planning Department) (《交通運輸部等十部門關於推動交通運輸與能源融合發展的指導意見》(交規劃發〔2025〕42號)) (source: https://www.gov.cn/zhengce/zhengceku/202504/content_7021087.htm) issued on 26 March 2025 and note that the guidelines are issued to accelerate the construction of the PRC as a strong transportation nation and a new energy system, promote the integrated development of transportation infrastructure networks and energy networks, and ensure national energy security. By 2035, the goal is to promote the comprehensive integration and interaction of transportation and the new energy system, initially establishing a transportation energy system based on clean and low-carbon energy consumption, supported by technological innovation, and guided by green, intelligent, and energy-saving principles. Electricity will maintain a high proportion of final energy consumption in the transportation sector, and green electricity developed based on transportation infrastructure will primarily be consumed locally. Pure electric vehicles will become the mainstream of new vehicle sales, new energy heavy-duty trucks will be widely used, and a green fuel supply system for transportation will be basically established.

In addition, we have reviewed the PRC Government's "Notice from the Ministry of Transport, National Development and Reform Commission, Ministry of Industry and Information Technology, Ministry of Public Security, Ministry of Natural Resources, Ministry of Ecology and Environment, People's Bank of China, State Administration for Market Regulation, State Financial Regulatory Commission, National Energy Administration, and State Post Bureau on Issuing the Implementation Plan for Promoting the Large-Scale Application of New Energy Heavy-Duty Trucks" (Jiao Gui Hua Fa [2026] No. 52) (交通運輸部、國家發展改革委、工業和信息化部、公安部、自然資源部、生態環境部、中國人民銀行、市場監管總局、金融監管總局、國家能源局、國家郵政局關於印發《推動新能源重卡規模化應用實施方案》的通知(交規劃發〔2026〕52號)) (source: https://www.gov.cn/zhengce/zhengceku/202606/content_7072002.htm) issued on 29 May 2026 and note that the notice is related to new energy heavy-duty trucks which refer to heavy-duty freight vehicles with a total mass of 12 tons or more that adopt new power systems and are driven entirely or mainly by new energy sources. To thoroughly implement the decisions and deployments of the CPC Central Committee and the State Council regarding carbon peaking and carbon neutrality, this implementation plan is formulated to promote the green and low-carbon transformation of transportation, improve the efficiency and quality of transportation and logistics, and accelerate the large-scale application of new energy heavy-duty trucks. By 2030, the penetration rate of new energy heavy-duty trucks will reach 40%, with a total fleet exceeding 1.6 million vehicles, accounting for approximately 20% of the total; the electrification rate of fixed-route short-haul transportation in regions such as the Beijing-Tianjin-Hebei region and the Fenwei Plain will exceed 80%; electric heavy-duty truck refueling facilities will be constructed in conjunction with the highway network to create zero-carbon highway transportation corridors; support and guide the construction of approximately 3,000 heavy-duty truck charging and battery swapping stations; and guide the scientific layout of hydrogen refueling stations and green fuel refueling stations in key scenarios; the proportion of new energy heavy-duty truck freight volume on highways will reach 18%; and an infrastructure, technical equipment, supporting services, standards and regulations, and policy guarantee system adapted to the large-scale application of new energy heavy-duty trucks will be established.

We consider that the above industry policies are supportive to the expected growth in the Group's vehicles related products, engines and related products, and services in the coming three years. Accordingly, we are of the view that it is fair and reasonable to set the proposed New Caps for the year ending 31 December 2027 with an increase of approximately 12.0% and 7.1% respectively in order to cater for the expected growing demand of CNHTC for the products and services supplied by the Group. In addition, we note that the historical utilisation rate, although not fully utilised, was relatively high with approximately 68.93% and 65.29% for the two financial years ended 31 December 2025. Accordingly, based on the above analysis and reasons for the New Caps, we consider that the proposed New Caps for the three years ending 31 December 2029 are fair and reasonable.

E. REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

1. Continuing Connected Transaction between Weichai Heavy Machinery (and its subsidiaries) and the Group

The Company is principally engaged in the research and development, manufacture and sale of high-speed, heavy-duty diesel engines. Prior to the incorporation of the Company and the listing of the Shares on the Stock Exchange, the Company has had business relationships with certain entities. Under the Listing Rules, such entities have become connected persons of the Company since the listing of the Company and the transactions between the Company and such entities constitute continuing connected transactions of the Company. In respect of the continuing transactions between the Company and Weichai Holdings, since their production facilities are located in close proximity to each other and in view of the PRC government's policy not to duplicate construction of production and other facilities, certain such transactions have been continuing since the listing of the Company on the Stock Exchange. After the completion of the Weichai Holdings Juli Restructuring in 2007, certain of these continuing transactions with Weichai Holdings were transferred to Weichai Heavy Machinery.

According to the Letter from the Board, the Company has conducted the Continuing Connected Transaction with the Weichai Heavy Machinery Group for many years and the Company has built up a long term strategic and solid business relationship with the Weichai Heavy Machinery Group, the Board considers it beneficial to the Company to continue to conduct such Continuing Connected Transaction in order to ensure and maximize operating efficiency and stability of the operations of the Company. The Board is not aware of any disadvantage to the Group in continuing to conduct such Continuing Connected Transaction.

2. Continuing Connected Transaction between CNHTC (and its Associates) and the Group

The Company is principally engaged in the research and development, manufacture and sale of high-speed, heavy-duty diesel engines and CNHTC is a commercial vehicles manufacturer. Leveraging on the existing business relationship between the Group and the CNHTC Group, the Board considers that such Continuing Connected Transaction will allow the Group to maintain a strong strategic and business relationship with the CNHTC Group, thereby generating synergy potential and mutual economic benefits between the Group and the CNHTC Group.

In respect of the Continuing Connected Transaction between the Group and the CNHTC Group, the Board is of the view that the purchase of vehicles and related products, engines and related products and receipt of services from the CNHTC Group will enable the Group to secure a stable and reliable supply of quality products and services from the CNHTC Group which will, in turn, further support the increase of the overall sale volumes of the products of the Group. The sale of vehicles related products, engines and related products and provision of services to the CNHTC Group will also provide a secure source of revenue for the Group and contribute to the implementation of the Group's sales plan.

Accordingly, based on the above reasons and benefits for the Continuing Connected Transactions, we consider that the Non-exempt Continuing Connected Transactions are entered into in the ordinary and usual course of business, are either (i) on normal commercial terms or better, or (ii) on terms no less favourable to the Group than those available to or from (as appropriate) independent third parties, are fair and reasonable and are in the interests of the Company and the Independent Shareholders as a whole. We also consider the potential for the Company to maximize operating efficiency, obtain a secure source of revenue and potential synergistic benefits to be beneficial to the Company and the Independent Shareholders as a whole.

RECOMMENDATION

Having considered the principal factors and reasons referred to above, we are of the opinion that the terms of the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps are on normal commercial terms or better and in the ordinary and usual course of business of the Company and are fair and reasonable so far as the Independent Shareholders are concerned and the said terms are in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we would advise the Independent Shareholders and the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolution(s) to approve the terms of the Non-exempt Continuing Connected Transactions and the relevant proposed Revised Caps and New Caps at the EGM.

Yours faithfully,
For and on behalf of
Trinity Corporate Finance Limited
Joanne Pong
Responsible Officer

Ms. Joanne Pong is a licensed person registered with the Securities and Futures Commission and a responsible officer of Trinity Corporate Finance Limited. She has over 18 years of experience in the corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Interests in the Shares of the Company

Name of director	Capacity	Number of "A" shares held	Number of "H" shares held	Percentage of the issued share capital of the Company
Wang Decheng	Beneficial owner	800,000	–	0.01%
Xu Bing	Beneficial owner	300	–	0.000003%

Notes:

1. All the shareholding interests listed in the above table are "long" position.

2. The percentages disclosed in the above table were calculated based on the total number of issued shares of the Company as at the Latest Practicable Date, i.e. 8,640,220,621 shares (comprised of 6,697,180,621 A shares and 1,943,040,000 H shares).

Interests in the shares of associated corporations of the Company

Name of director	Name of associated corporation	Nature of interest	Class and number of securities interested or deemed to be interested	Approximate percentage interest in the entire issued share capital of associated corporation
Richard Robinson Smith	KION Group AG ("**KION**")	Beneficial owner	50,000 ordinary shares	0.04%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers.

The register of substantial Shareholders maintained by the Company pursuant to Section 336 of the SFO (including interests filed with the Stock Exchange) shows that as at the Latest Practicable Date, the following persons (other than the Directors and the chief executive) had the following interests and short positions (if any) in the shares and underlying shares of the Company:

Name	Capacity	Long/ Short position	Number of A shares	Percentage of share capital comprising only A shares	Number of H shares	Percentage of share capital comprising only H shares	Percentage of total issued share capital
Weichai Group Holdings Limited	Beneficial owner	Long	1,422,550,620	21.24%	–	–	16.46%
Shandong Heavy Industry Group Co., Ltd. *(Note 1)*	Interest of corporation controlled by you	Long	1,422,550,620	21.24%	–	–	16.46%
Brandes Investment Partners, LP *(Note 3)*	Investment manager	Long	–	–	78,578,612	16.18%	3.64%
Lazard Emerging Markets Equity Portfolio *(Note 4)*	Investment manager	Long	–	–	23,707,500	5.86%	1.32%
Barclays PLC *(Note 3)*	Person having a security interest in shares	Long	–	–	525,552	0.11%	0.02%
	Interest of corporation controlled by you	Long	–	–	25,453,050	5.24%	1.18%
					25,978,602	5.35%	1.20%
	Interest of corporation controlled by you	Short	–	–	24,102,475	4.96%	1.12%

Name	Capacity	Long/ Short position	Number of A shares	Percentage of share capital comprising only A shares	Number of H shares	Percentage of share capital comprising only H shares	Percentage of total issued share capital
Morgan Stanley *(Note 2)*	Interest of corporation controlled by you	Long	–	–	49,335,508	5.08%	1.14%
	Interest of corporation controlled by you	Short	–	–	42,078,545	4.33%	0.97%
JPMorgan Chase & Co.	Beneficial owner	Long	–	–	19,809,278	1.02%	0.23%
	Investment manager	Long	–	–	42,747,933	2.20%	0.49%
	Person having a security interest in shares	Long	–	–	1,923,468	0.10%	0.02%
	Approved lending agent	Long	–	–	101,980,759	5.25%	1.18%
			–	–	166,461,438	8.57%	1.93%
	Beneficial owner	Short	–	–	16,848,852	0.87%	0.20%
	Investment manager	Short	–	–	59,000	0.003%	0.001%
					16,907,852	0.87%	0.20%
BlackRock, Inc	Interest of corporation controlled by you	Long	–	–	118,652,782	6.11%	1.37%
	Interest of corporation controlled by you	Short	–	–	5,808,000	0.30%	0.07%

Notes:

1. Shandong Heavy Industry Group Co., Ltd., being a subsidiary of the State-owned Assets Supervision and Administration Commission of Shandong Province, held the entire share capital of Weichai Group Holdings Limited (formerly known as Weifang Diesel Engine Works).

2. The number of H shares (and the relevant shareholding percentages) reported above by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 21 July 2017 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.

3. The number of H shares (and the relevant shareholding percentages) reported above by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 21 July 2017 and 20 August 2015 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.

4. The number of H shares (and the relevant shareholding percentages) reported above by the relevant substantial shareholder does not take into consideration the Company's bonus share issuance on 21 July 2017, 20 August 2015 and 17 August 2012 as there is no disclosure of interest obligation under the SFO where there is no change in percentage of shareholdings for a substantial shareholder.

Save as disclosed above, the Company had not been notified of any other relevant interests or short positions in the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, so far as is known to the Directors, the following Directors held offices in the substantial Shareholders set out above:

Name of Director	Positions held in Weichai Holdings	Positions held in Shandong Heavy Industry
Ma Changhai	Chairman, general manager	Deputy general manager
Wang Decheng	Vice chairman	–
Huang Weibiao	Director	–

3. ARRANGEMENTS AND MATTERS CONCERNING DIRECTORS

(a) None of the Directors has entered into any service contract with the Group, which is not expiring or determinable by the Group within one year without payment of compensation (other than the payment of statutory compensation).

(b) As at the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any assets which, since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

(c) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and entered into by the Group and which was significant in relation to the business of the Group.

(d) As at the Latest Practicable Date, none of the Directors or their respective close associates had any interest in a business which competed or might compete with the business of the Company.

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance nor was any litigation or claims of material importance pending or threatened against any member of the Group.

5. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there is no material adverse change in the financial or trading position of the Group since 31 December 2025, the date to which the latest audited consolidated financial statements of the Group were made up.

6. EXPERT

(a) The following is the qualification of the expert which has given opinion or advice which is contained in this circular:

Name	Qualification
Trinity Corporate Finance Limited	A corporation licensed to carry on regulated activity type 6 (advising on corporate finance) under the SFO

(b) As at the Latest Practicable Date, the Independent Financial Adviser did not have any shareholding in the Company or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did it have any interest, direct or indirect, in any assets which had, since the date to which the latest published audited consolidated financial statements of the Group were made up, been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

(c) The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name in the forms and contexts in which they appear. The letter of the Independent Financial Adviser contained herein was issued on 26 August 2026 and was made by the Independent Financial Adviser for incorporation in this circular.

7. GENERAL

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.weichaipower.com) from the date of this circular up to and including the date of the EGM:

(i) the Existing Weichai Heavy Machinery Supply Agreement, which comprises the supply agreement entered into between the Company and Weichai Heavy Machinery on 22 August 2024, and the supplemental agreement dated 2 July 2025;

(ii) the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement;

(iii) the New CNHTC Supply Agreement;

(iv) the letter from the Independent Financial Adviser, the text of which is set out in this circular; and

(v) the letter of consent from the Independent Financial Adviser referred to in the section headed "6. Expert" in the Appendix to this circular.

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 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 on 14 September 2026 at 2:50 p.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 26 August 2026, of which this notice forms part (the "**Circular**") shall have the same meaning when used herein.

AS ORDINARY RESOLUTIONS

1. "**THAT** the New CNHTC Supply Agreement dated 3 July 2026 referred to in the section headed "V. Renewal of Existing Continuing Connected Transaction" in the "Letter from the Board" contained in the Circular and the relevant New Caps (as defined in the Circular) be and are hereby approved." *(Note I)*

2. "**THAT** the Supplemental Agreement to the Existing CNHTC Purchase Agreement dated 3 July 2026 referred to in the section headed "IV. Revision of Annual Caps and Extension of Existing Continuing Connected Transactions – 2. Continuing Connected Transactions between CNHTC (and its Associates) and the Group" in the announcement of the Company dated 3 July 2026 and the relevant Revised Caps and New Cap (as defined in the said announcement) be and are hereby approved." *(Note I)*

3. "**THAT** the Supplemental Agreement to the Existing Weichai Heavy Machinery Supply Agreement dated 3 July 2026 referred to in the section headed "IV. Revision of Annual Caps and Extension of Existing Continuing Connected Transaction" in the "Letter from the Board" contained in the Circular and the relevant Revised Caps and New Cap (as defined in the Circular) be and are hereby approved." *(Note I)*

4. “**THAT** the Supplemental Agreement to the Existing Weichai Heavy Machinery Purchase Agreement dated 3 July 2026 referred to in the section headed “IV. Revision of Annual Caps and Extension of Existing Continuing Connected Transactions – 1. Continuing Connected Transactions between Weichai Heavy Machinery (and its subsidiaries) and the Group – (b) Purchase of diesel engines and related products, generators and raw materials, and receipt of labour and technical related services, etc. by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries)” in the announcement of the Company dated 3 July 2026 and the relevant Revised Caps and New Cap (as defined in the said announcement) be and are hereby approved.” *(Note I)*

5. “**THAT** the Supplemental Agreement to the Existing Shaanxi Automotive Sale Agreement dated 3 July 2026 referred to in the section headed “III. Revision of Annual Caps of Existing Continuing Connected Transactions – (a) Sale of vehicles, parts and components of vehicles, raw materials and other products and provision of services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates)” in the announcement of the Company dated 3 July 2026 and the relevant Revised Caps (as defined in the said announcement) be and are hereby approved.”

6. “**THAT** the Supplemental Agreement to the Existing Shaanxi Automotive Purchase Agreement dated 3 July 2026 referred to in the section headed “III. Revision of Annual Caps of Existing Continuing Connected Transactions – (b) Purchase of parts and components of vehicles, scrap steel and other products and receiving of services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates)” in the announcement of the Company dated 3 July 2026 and the relevant Revised Caps (as defined in the said announcement) be and are hereby approved.”

7. To consider and approve the election of Mr. Liu Yi as an executive Director of the Company for a term from the date of the EGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive).

By Order of the Board of Directors
Weichai Power Co., Ltd.
Ma Changhai
Chairman

Hong Kong, 26 August 2026

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 9 September 2026 to 14 September 2026 (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 14 September 2026 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 8 September 2026. 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) 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.

(C) 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.

(D) 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 (C) 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.

(E) 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 EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

(F) 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.

(G) 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 commence on (and include) the day after the date of this notice of the EGM and end on (and exclude) the date that is seven (7) days before the date of the EGM.

(H) 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.

(I) Weichai Holdings and its associates will abstain from voting at the EGM in respect of this resolution.

As at the date of this notice, the executive Directors of the Company are Mr. Ma Changhai, Mr. Wang Decheng and Mr. Ma Xuyao; the employee representative Director of the Company is Mr. Huang Weibiao; the non-executive Directors of the Company are Mr. Wang Yanlei, Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Chi Deqiang, Mr. Xu Bing, Mr. Tao Huaan, Ms. Zhang Weili and Ms. Zhang Bo.