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If you have sold or transferred all your shares of the Company, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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WEICHAI

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)

- (1) PROPOSED PAYMENT OF CASH DIVIDENDS AND
PROPOSED BONUS SHARES ISSUE,
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND THE RULES OF PROCEDURE,
(3) PROPOSED ELECTION OF NEW DIRECTORS,
(4) GENERAL MANDATE TO ISSUE H SHARES,
AND
(5) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

A letter from the Board is set out on pages 4 to 18 of this circular.

Notices convening the AGM and the Class Meetings to be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifeng, Shandong Province, the PRC on 8 June 2017 are set out on pages 19 to 36 of this circular. Whether or not you intend to be present at the said meeting(s), you are requested to complete the accompanying forms 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, Wanchai, Hong Kong (with respect to the holders of H Shares) or the registered office of the Company at Capital Operation Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A 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.

20 April 2017

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Thursday, 8 June 2017, the notice for which is contained in this circular
“A Share(s)”	the A Share(s), being ordinary share(s) issued and/or be issued as part of the New Shares (as the context may require), in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange
“A Shareholders’ Class Meeting”	the class meeting of the holders of A Shares to be convened and held on Thursday, 8 June 2017 for the purpose of approving the proposed Cash Dividends and Bonus Shares Issue and the consequential amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Shares Issue”	the proposed issue of the New Shares to the Shareholders (subject to fractional entitlements and the restriction on issue to Overseas Shareholders as mentioned in this circular) by way of capitalisation of the retained earnings of the Company on the basis of ten New Shares for every ten existing Shares held by the Shareholders on the Record Date
“Cash Dividends”	has the meaning ascribed thereto under the section headed “2.A. Proposed payment of Cash Dividends” in the “Letter from the Board” contained in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the A Shareholders’ Class Meeting (as the case may be)

DEFINITIONS

“Company”	潍柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established under the laws of the PRC
“Company Law”	the Company Law (公司法) of the PRC adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective from 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate to issue H Share(s) to be granted to the Board at the AGM
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued and/or to be issued as part of the New Shares (as the context may require), in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Hong Kong Stock Exchange
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held on Thursday, 8 June 2017 for the purpose of approving the proposed Cash Dividends and Bonus Shares Issue and the consequential amendments to the Articles of Association
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	12 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New A Shares”	the new A Shares to be allotted and issued pursuant to the Bonus Shares Issue
“New H Shares”	the new H Shares to be allotted and issued pursuant to the Bonus Shares Issue

DEFINITIONS

“New Shares”	the new Shares to be allotted and issued pursuant to the Bonus Shares Issue
“Overseas Shareholder(s)”	the holder(s) of H Share(s) whose address(es) as stated in the register of holders of H Shares is/are outside Hong Kong
“Record Date”	the record date to be determined by the Board by reference to which entitlements to the payment of the Cash Dividends and the Bonus Shares Issue will be determined
“Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) issued by the State Council of the PRC on 4 August 1994
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure”	the Rules of Procedure for General Meetings (股東大會議事規則) of the Company
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company



WEICHAI

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)

Executive Directors:

Tan Xuguang *(Chairman and Chief Executive Officer)*

Zhang Quan

Xu Xinyu

Sun Shaojun

Non-executive Directors:

Wang Yuepu

Jiang Kui

Gordon Riske

Independent Non-executive Directors:

Loh Yih

Zhang Zhong

Wang Gongyong

Ning Xiangdong

Supervisors:

Lu Wenwu

Jiang Jianfang

Ma Changhai

Registered office:

197, Section A

Fu Shou East Street

High Technology Industrial

Development Zone

Weifang City

Shandong Province

The People's Republic of China

Principal place of business

in Hong Kong:

Rooms 3407–3408, 34th Floor

Gloucester Tower, Landmark

15 Queen's Road Central

Hong Kong

20 April 2017

To: *Holders of H Shares*

Holders of A Shares

Dear Sir or Madam,

- (1) PROPOSED PAYMENT OF CASH DIVIDENDS AND
PROPOSED BONUS SHARES ISSUE,
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND THE RULES OF PROCEDURE,
(3) PROPOSED ELECTION OF NEW DIRECTORS,
(4) GENERAL MANDATE TO ISSUE H SHARES,
AND
(5) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

1. INTRODUCTION

Reference is made to the announcements of the Company dated 29 March 2017 in relation to the annual results for the year ended 31 December 2016 and the proposed payment of Cash Dividends and the proposed Bonus Shares Issue, and the proposed amendments to the Articles of Association and the Rules of Procedure, respectively.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) further details of the proposed payment of Cash Dividends and the proposed Bonus Shares Issue; (ii) details of the proposed amendments to the Articles of Association and the Rules of Procedure; (iii) details of the election of new Directors; and (iv) information in relation to the General Mandate to issue H Shares. This circular also contains the notices convening the AGM and the Class Meetings.

2. PROPOSED PAYMENT OF CASH DIVIDENDS AND PROPOSED BONUS SHARES ISSUED

A. Proposed payment of Cash Dividends

On 29 March 2017, the Board proposed that the cash dividends (the “**Cash Dividends**”) of RMB2.50 (tax inclusive) per every ten Shares held by such Shareholders on the Record Date will be paid by way of cash in the amount of RMB999,654,819.50 of the Company’s retained earnings as at 31 December 2016. The payment of the Cash Dividends is still subject to the approval by the Shareholders at the AGM and the payment date for the Cash Dividends is expected to be on or before 8 August 2017. For further details, please refer to the announcement of the Company to be issued no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue.

B. Proposed Bonus Shares Issue

On 29 March 2017, the Board also proposed that, the Bonus Shares Issue will be made to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of ten New Shares to be issued by way of capitalisation of the retained earnings of the Company for every ten Shares held by such Shareholders on the Record Date. The Board has proposed the Bonus Shares Issue to the Shareholders for their consideration and, if thought fit, approval.

As at the Latest Practicable Date, the registered and issued share capital of the Company was RMB3,998,619,278 which comprised of 3,027,099,278 A Shares and 971,520,000 H Shares. On the basis that an aggregate of 3,998,619,278 Shares are in issue, immediately upon the completion of the Bonus Shares Issue, the New Shares will comprise 3,027,099,278 New A Shares and 971,520,000 New H Shares. The 3,998,619,278 New Shares will be credited as fully paid by way of capitalisation of the retained earnings of the Company in the amount of RMB3,998,619,278.

There are not any outstanding options, warrants and convertible securities to subscribe for the Shares of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

Conditions of the Bonus Shares Issue

The Bonus Shares Issue is conditional upon the following:

- (i) the passing of special resolutions to approve the Bonus Shares Issue and the consequential amendments to the Articles of Association as a result of the Bonus Shares Issue at the AGM and the Class Meetings, respectively; and
- (ii) approval by and/or filing at the relevant governmental or regulatory authorities of the PRC being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and
- (iii) in respect of the New H Shares, the Listing Committee of the Hong Kong Stock Exchange granting or agreeing to grant the approval for the listing of, and permission to deal in, the New H Shares.

According to Rule 19A.38 of the Hong Kong Listing Rules, except in the circumstances mentioned in Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Directors shall obtain the approval by special resolution of the Shareholders in general meeting and the approvals by special resolution of the holders of A Shares and of the holders of the H Shares at separate Class Meetings conducted in accordance with the Articles of Association in respect of issue of the New Shares under the Bonus Shares Issue. As the Bonus Shares Issue does not fall within Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Bonus Shares Issue is conditional upon, inter alia, the passing of the resolutions to approve the Bonus Shares Issue at the AGM and Class Meetings, respectively, as mentioned above.

Basis of the Bonus Shares Issue

The Bonus Shares Issue will be made by the capitalisation of the retained earnings of the Company and the New Shares will be distributed to the relevant Shareholders on the basis of ten New Shares, credited as fully paid, for every ten existing Shares held by the Shareholders whose names appear on the register of holders of H Shares and the register of holders of A Shares of the Company, respectively, on the Record Date.

Status of the New Shares

The New Shares will, subject to the Articles of Association, when issued, rank *pari passu* in all respects with the Shares then in issue. Holders of the New Shares will be entitled to receive all future dividends and distributions (if any) which are declared and paid after the date on which the New Shares are allotted and issued, but will not be entitled to the dividends declared by the Company before the Record Date.

LETTER FROM THE BOARD

Fractional entitlements

No fractional Shares will be issued. Fractional entitlements (if any) to the New H Shares will be aggregated and sold for the benefit of the Company. Fractional entitlements (if any) to the New A Shares will be treated in accordance with the relevant regulations of the Shenzhen Stock Exchange.

Effect on the shareholding after the Bonus Shares Issue

Set out below are the shareholding structures of the Company as at the Latest Practicable Date and immediately upon completion of the Bonus Shares Issue (assuming that no new Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date, and that all the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” above will be satisfied):

	As at the Latest Practicable Date		Immediately after completion of the Bonus Shares Issue	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
A Shares				
– restricted A Shares	867,643,515	21.70	1,735,287,030	21.70
– unrestricted A Shares	<u>2,159,455,763</u>	<u>54.00</u>	<u>4,318,911,526</u>	<u>54.00</u>
	3,027,099,278	75.70	6,054,198,556	75.70
H Shares	<u>971,520,000</u>	<u>24.30</u>	<u>1,943,040,000</u>	<u>24.30</u>
Total	<u><u>3,998,619,278</u></u>	<u><u>100.00</u></u>	<u><u>7,997,238,556</u></u>	<u><u>100.00</u></u>

On the basis of a total of 3,998,619,278 New Shares to be issued pursuant to the Bonus Shares Issue (based on 3,998,619,278 Shares in issue as at the Latest Practicable Date), approximately RMB3,998,619,278 will be transferred from the Company’s retained earnings to its share capital and after the Bonus Shares Issue, a total of 7,997,238,556 Shares will be in issue. The New Shares will represent 100% of the existing issued share capital of the Company and 50% of the issued share capital of the Company as enlarged by the issue of the New Shares.

Overseas Shareholders

As at the Latest Practicable Date, the Company had one Shareholder with a registered address in Singapore. The Company has made enquiries regarding the legal restrictions under the laws of the relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Hong Kong Listing Rules. The Directors have been advised that there are exemptions available to the Company under the laws or regulatory requirements of such jurisdiction in relation to the issuance of New H Shares and the despatch of the

LETTER FROM THE BOARD

relevant circular to Shareholders with a registered address in such jurisdiction and therefore, the Shareholder with a registered address in Singapore will be entitled to the Bonus Shares Issue.

This circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this circular and any other document or material in connection with the Bonus Shares Issue may not be circulated or distributed, nor may any New H shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than under circumstances pursuant to, or in accordance with the conditions of, any applicable provision of the Securities and Futures Act, Chapter 289 of Singapore.

Upon the Bonus Shares Issue becoming unconditional, the Company will consider if there are any other Overseas Shareholders on the Record Date, and if there are such Overseas Shareholders, the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant Overseas Shareholders to be eligible to take part in the Bonus Shares Issue pursuant to the Hong Kong Listing Rules.

If, after making enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for distributing New H Shares to the Overseas Shareholders, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange (such as filing of any registration statement or prospectus or other special formalities) in that place, not to issue the New H Shares to such Overseas Shareholders, arrangements will be made for the New Shares which would otherwise be issued to such Overseas Shareholders to be sold in the market as soon as practicable after dealings in the New H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by ordinary post at their own risks, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

Share certificates

Subject to the fulfillment of the conditions of the Bonus Shares Issue as set out in the paragraph headed "Conditions of the Bonus Shares Issue" above, certificates in respect of the New H Shares will be sent by ordinary mail at the recipients' own risk to the persons entitled thereto at their respective addresses shown in the register of holders of H Shares of the Company or in the case of joint holders, to the address of the joint holder whose name stands first in the register of holders of H Shares of the Company in respect of the joint holding. The Company expects to arrange for the despatch of the cheques of the Cash Dividend and the New H Share certificates on the same date and taking into account the time required for (i) the completion of the procedures in respect of the withholding tax for the Cash Dividends and New H Shares; and (ii) the filing with and/or obtaining the approval (if required) by the State Administration of Foreign Exchange in respect of the

LETTER FROM THE BOARD

payment of Cash Dividends to H Shareholders in accordance with the relevant laws and regulations, which could only be proceeded with after the Record Date, it is expected that the certificates for the New H Shares are expected to be despatched on or before 8 August 2017. For further details, please refer to the announcement of the Company to be issued no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue.

Application for listing

Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New H Shares. The New H Shares are not a new class of securities to be listed and accordingly no arrangements are required to be made to enable the New H Shares to be admitted into CCASS.

The A Shares are listed on the Shenzhen Stock Exchange. Listing of the New A Shares on the Shenzhen Stock Exchange is proposed to be sought.

Save as mentioned above, no other part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

Reasons for the Bonus Shares Issue

The Board believes that the proposed Bonus Shares Issue will allow the Shareholders to participate in the growth of the Company by way of capitalisation of the retained earnings. The closing price per H Share as quoted on the Stock Exchange as at the Latest Practicable Date was HK\$13.64 and the market value per board lot of H Shares was HK\$13,640. With the additional number of H Shares in issue as a result of the Bonus Issue, the market value per board lot is expected to decrease. On the basis of the above, it is expected that upon completion of the Bonus Shares Issue, the theoretical price per H Share and the market value per board lot of H Shares will be decreased to HK\$6.82 and HK\$6,820, respectively, thus lowering the threshold of investment in the H Shares. Further, the Bonus Shares Issue will increase the number of Shares to be held by the Shareholders by 100% and it is expected that the trading volume and liquidity of the Shares will be increased.

C. Proposed amendments to the Articles of Association

If the Bonus Shares Issue is approved at the AGM and the Class Meetings, the registered share capital of the Company will be increased upon completion of the Bonus Shares Issue and certain articles of the Articles of Association will be required to be amended to reflect the changes in the registered capital and the issued share capital as a result of the Bonus Shares Issue.

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The proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are subject to the approval of the Shareholders by way of a special resolution at the AGM and the Class Meetings, and will become effective if the Bonus Shares Issue is approved at the AGM and the Class Meetings and becomes unconditional. The details of such proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are set out in the resolution numbered 11(C) in the notice convening the AGM set out on pages 21 to 22 of this circular.

D. Taxation

According to the regulations in the Enterprise Income Tax Law of the People's Republic of China, Implementation Regulations on Enterprise Income Tax Law of People's Republic of China which came into effect in 2008 and the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897 GSH[2008]) issued by China's State Administration of Taxation on 6 November 2008 (collectively, the "Tax Law"), any domestic enterprise of the PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and pay enterprise income tax as a withholding agent. Pursuant to the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》), for mainland corporate investors that invest in a company via the Shenzhen-Hong Kong Stock Connect, corporate income tax will be levied according to the law. In particular, for any dividend to be distributed to resident enterprises in the mainland China which hold H shares for more than 12 consecutive months, corporate income tax may be exempted according to the law. Such mainland enterprises shall declare and pay taxes by themselves in respect of such dividends, which will not be withheld by such H share company.

In accordance with the Tax Law, the Company is obliged to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise holders of H Shares whose names appear on the register of members for H Shares of the Company on the Record Date when distributing dividends to them. For holders of H Shares who are registered in the name of non-natural person registered shareholders (including HKSCC (Nominees) Limited, other corporate nominees, trustees, or other organisations or groups which shall be treated as "non-resident enterprises" shareholders) on the register of members for H Shares of the Company on the Record Date, the Company will distribute the Cash Dividends and issue shares pursuant to the Bonus Shares Issue, if the same is approved at the AGM, after withholding for payment of 10% enterprise income tax (for the avoidance of doubt, the 10% enterprise income tax in respect of the issue of shares pursuant to the Bonus Shares Issue will be deducted from the Cash Dividends payable to the relevant holders of H Shares of the Company). For all natural persons whose names are registered on the register of members for H Shares of the Company on the Record Date, no personal income tax will be withheld and paid by the Company. In respect of dividends for the H shares of a company invested in by mainland individual investors on the Hong Kong Stock Exchange through the Shenzhen-Hong Kong Stock Connect, the H share company shall apply to China Securities Depository and Clearing Co.,Ltd., which will then provide the H share company with the register of mainland individual investors. The H share company shall withhold an individual income tax at the rate of 20% on such dividends.

LETTER FROM THE BOARD

For dividends received by investors (including enterprise and individual investors) in the Hong Kong market from investing in A shares listed on the Shenzhen Stock Exchange, and before Hong Kong Securities Clearing Company Limited is able to furnish China Securities Depository and Clearing Co., Ltd. with the identity, holding period and other detailed data of the investors in the Hong Kong market, the differentiated tax treatment based on the holding period of shares will not be implemented temporarily. Listed companies shall withhold income tax at the rate of 10% and make withholding filings with the relevant tax authorities. For those investors who are tax residents of other countries and the tax rate applicable to dividends is lower than 10% under the tax treaty between China and the relevant countries, such investors may, by themselves or request the withholding agent to act on their behalf to, apply to the relevant tax authorities in respect of the listed company for the preferential relevant treatment under the relevant treaties. Once verified by the relevant tax authorities, the amount being the difference between the tax withheld and the tax calculated at the rate as prescribed under the corresponding tax treaty shall be refunded.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of the above withholding and payment.

E. Statements to be made on acquisition of Shares

The Company shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause its share registrars not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (a) the acquirer of Shares agrees with the Company and each of its Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Company Law, the Regulations and its Articles of Association;
- (b) the acquirer of Shares agrees with the Company, each of its Shareholders, Directors, supervisors, managers and officers and itself (acting for the Company and for each Director, Supervisor, manager and officer) agrees with each Shareholder, to refer all differences and claims arising from its Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with its Articles of Association. Any reference to arbitration will be deemed to authorise the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;

LETTER FROM THE BOARD

- (c) the acquirer of Shares agrees with the Company and its Shareholders that the H Shares in the Company are freely transferable by the holder of such Shares; and
- (d) the acquirer of Shares authorises the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to shareholders stipulated in its Articles of Association.

Warning of risks of dealing in Shares

The Bonus Shares Issue is conditional upon the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” above. Any Shareholder or other person dealing in the Shares prior to the Company having fulfilled the conditions for the Bonus Shares Issue will accordingly bear the risk that the Bonus Shares Issue cannot become unconditional and may not be able to receive the New Shares. Shareholders and potential investors should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their positions, they should consult their professional advisers.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE

Pursuant to the requirements of Guidelines for the Articles of Association of Listed Companies (2016 revision) (《上市公司章程指引(2016年修訂)》), the Rules of the General Meetings of Listed Companies (2016 revision) (《上市公司股東大會規則(2016年修訂)》), Shenzhen Stock Exchange Listed Company Shareholders’ General Meeting Internet Voting Implementation Rules (2016 revision) (《深圳證券交易所上市公司股東大會網絡投票實施細則(2016年修訂)》), and the relevant laws and regulations, and taking into consideration the actual conditions and operation and development needs of the Company, the Board proposes to make certain amendments to the Articles of Association and the Rules of Procedure.

The details of the proposed amendments to the Articles of Association are set out below:

(1) Article 71 of the Articles of Association:

The fifth sentence of Article 71: “Where necessary, the Company may also hold general meetings through the internet or by other means to facilitate the participation of shareholders.” be deleted in its entirety and be replaced by the following:

“In addition, the Company also holds general meetings through the internet or by other means to facilitate the participation of shareholders.”

LETTER FROM THE BOARD

The following sentence be added after the last sentence of the existing Article 71:

“The availability of voting through the internet for the participation of shareholders shall be in accordance with the relevant provisions stipulated by China Securities Regulatory Commission and Shenzhen Stock Exchange.”

- (2) Article 99 of the Articles of Association.

The following sentence be added after the last sentence in the second paragraph of the current Article 99:

“The aggregation of data of voting on site and of voting through the internet shall be in accordance with the relevant provisions stipulated by China Securities Regulatory Commission and Shenzhen Stock Exchange. The Company and the lawyer shall confirm the compliance of the voting data and ultimately conclude on the voting result of the general meeting.”; and

the following sentence be added after the last sentence in the third paragraph of the existing Article 99:

“Where significant matters that would affect the interests of minority investors are put forward for consideration and approval at a general meeting, the voting details of minority shareholders other than the Directors, supervisors, senior management and those which individually or collectively hold(s) more than 5% of the shares of the listed company shall be counted and disclosed separately.”

- (3) Article 101 of the Articles of Association.

The following sentence be added after the last sentence in the first paragraph of the existing Article 101:

“The securities depository and clearing body shall be the holder (in the capacity of a nominee) of shares under the stock connect mechanism covering the stock markets of the PRC and of Hong Kong, except for those to be declared at the intention of the de-facto holder.”

As set out in the paragraph headed “2.C. Proposed amendments to the Articles of Association” above in this letter from the Board, the amendments to the Articles of Association consequential to the Bonus Shares Issue (the details of which are as set out in the resolution numbered 11(C) in the notice convening the AGM) are also proposed to be made.

The details of the proposed amendments to the Rules of Procedure are set out below:

- (1) Article 9 of the Rules of Procedure be deleted in its entirety and be replaced by the following:

“An annual meeting shall be held once every year which should be held within six months after the end of the previous accounting year. The Company’s general

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meeting shall be held at the Company's residence or any other place designated by the Board of Directors. A general meeting will be held at a place with the physical presence of the shareholders. In addition, the Company also holds general meetings through the internet or by other means to facilitate the participation of shareholders. The shareholders are deemed to have attended the general meeting if they participated in such meetings effectively through the above means. The availability of voting through the internet for the participation of shareholders shall be in accordance with the relevant provisions stipulated by China Securities Regulatory Commission and Shenzhen Stock Exchange."

- (2) Article 52 of the Rules of Procedure be deleted in its entirety and be replaced by the following:

"Prior to the voting on any motion at the general meeting, two representatives of the shareholders shall be appointed to participate in the vote counting and scrutinizing. Shareholders and their proxies shall not participate in the vote counting and scrutinizing if they have an interest in the matters to be considered.

During the voting on any motion in the general meeting, a lawyer, the shareholder representatives, supervisor representatives and representatives designated by the stock exchange on which the Company's shares are listed (or as required by its listing rules) shall be jointly responsible for vote counting and scrutinizing and the voting results shall be declared at the meeting. The voting results shall be entered in the minutes of the meeting. The aggregation of data of voting on site and of voting through the internet shall be in accordance with the relevant provisions stipulated by China Securities Regulatory Commission and Shenzhen Stock Exchange. The Company and the lawyer shall confirm the compliance of the voting data and ultimately conclude on the voting result of the general meeting.

Shareholders or their proxies who vote through the internet or by other means shall have the right to check their voting result through the relevant voting system. Where significant matters that would affect the interests of minority investors are put forward for consideration and approval at a general meeting, the voting details of minority shareholders other than the Directors, supervisors, senior management and those which individually or collectively hold(s) more than 5% of the shares of the listed company shall be counted and disclosed separately."

- (3) Article 55 of the Rules of Procedure be deleted in its entirety and be replaced by the following:

"Shareholders attending the general meeting shall express one of the following opinions as to the motions put forward for voting: for, against or abstain. The securities depository and clearing body shall be the holder (in the capacity of a nominee) of shares under the stock connect mechanism covering the stock markets of the PRC and of Hong Kong, except for those to be declared at the intention of the de-facto holder."

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Since the Company is a PRC incorporated company and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

4. PROPOSED ELECTION OF NEW DIRECTORS

The Directors the Board has nominated Mr. Yuan Hongming (袁宏明先生) and Mr. Yan Jianbo (嚴鑒鉞先生) as candidates for election as executive Directors, and Mr. Li Hongwu (李洪武先生) as a candidate for election as an independent non-executive Director, each with effect from the date of approval by the Shareholders at the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).

The election of the said executive Directors is subject to the approval of the Shareholders by way of ordinary resolutions at the AGM. Pursuant to Article 122 of the Articles of Association of the Company, the election of the members of the Board will be conducted by way of cumulative voting at the AGM. The number of total votes that a Shareholder can exercise is the product of (i) the number of shares held by such Shareholder, and (ii) the number of Directors to be elected. A Shareholder can give all his votes to one Director candidate or divide his votes among several Director candidates. The executive Directors will be elected at the AGM based on the number of votes the Director candidates receive.

The biographical details of each of the proposed Directors are set out below to enable the Shareholders to make an informed decision on their election.

Mr. Yuan Hongming (袁宏明先生), Chinese, aged 51, has been the deputy general manager and chief engineer of Shaanxi Automotive Group Co., Ltd. (陝西汽車集團有限責任公司), deputy general manager of Shaanxi Heavy-duty Motor Company Limited (陝西重型汽車有限公司) and general manager and chief accountant of Shaanxi Automotive Holdings Group Co., Ltd. (陝西汽車控股集團有限公司). He is currently the chairman of the board of directors of Shaanxi Automotive Holdings Group Co., Ltd. (陝西汽車控股集團有限公司), the chairman of the board of directors and director of Shaanxi Automotive Group Co., Ltd. (陝西汽車集團有限責任公司), and the general manager and director of Shaanxi Heavy-duty Motor Company Limited (陝西重型汽車有限公司). Mr. Yuan is a senior engineer and a holder of a bachelor’s degree in engineering from Tsinghua University. Mr. Yuan also obtained the qualification of a machinery senior professional manager (機械工業企業高級職業經理人) from China Machinery Enterprise Management Association (中國機械工業企業管理協會).

As at the Latest Practicable Date, Mr. Yuan held 220 A Shares.

Mr. Yan Jianbo (嚴鑒鉞先生), Chinese, aged 54, has been the deputy general manager of Shaanxi Auto Gear General Works (陝西汽車齒輪總廠), deputy general manager and director of Shaanxi Fast Gear Co. Ltd. (陝西法士特齒輪有限責任公司), and deputy general manager, general manager and director 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). He is currently the chairman of the board of directors and the secretary of the party committee of Shaanxi Fast Gear Automotive Transmission Co., Ltd. (陝西法士特汽車

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傳動集團有限責任公司) and the general manager and director of Shaanxi Fast Gear Co. Ltd. (陝西法士特齒輪有限責任公司). Mr. Yan is a senior engineer and a holder of a bachelor's degree in engineering from Inner Mongolia University of Technology (內蒙古工學院), and an executive master of business administration degree from Xian Jiaotong University School of Management (西安交通大學管理學院).

As at the Latest Practicable Date, Mr. Yan held 11,202 A Shares.

Mr. Li Hongwu (李洪武先生), Chinese, aged 54, is currently an associate professor at the Law School of Shandong University, a solicitor at Shandong Hanwen Law Firm (山東瀚文律師事務所), and an independent director of Shandong Jinling Mining Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 000655). Mr. Li holds a master of laws degree from Shandong University.

Save as disclosed herein, each of the Directors proposed to be elected herein did not hold any directorship in other listed public companies in the last three years, has no relationships with any Directors, senior management or substantial or controlling Shareholders of the Company, has not taken any other major positions in the Company or other members of the Group, and does not have any other interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the election of the Directors 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 Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

None of the proposed Directors nor their respective associates had any interests or short positions in any shares or underlying shares or debentures of the Company or any of its associated corporations as at the Latest Practicable Date.

5. GENERAL MANDATE TO ISSUE H SHARES

To ensure flexibility and discretion to the Board to issue new Shares when it becomes desirable, the Company proposes to grant the General Mandate to the Board to allot, issue and otherwise deal with additional H Shares of the Company up to the limit of 20% of the aggregate nominal values of the H Shares of the Company in issue on the date of passing such resolution.

As at the date of this circular, the issued share capital of the Company comprised of 3,027,099,278 A Shares and 971,520,000 H Shares. Subject to the approval of the grant of the General Mandate and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 194,304,000 H Shares.

The General Mandate shall be effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws and regulations to be held; or (iii) the revocation or variation of the authority given under this resolution by passing of a special resolution of the Company in a general meeting.

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Any exercise of the power by the Board under the General Mandate shall comply with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

6. AGM AND CLASS MEETINGS

The AGM will be held at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Thursday, 8 June 2017 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the AGM set out in pages 19 to 26 of this circular. The A Shareholders' Class Meeting will be held immediately after the conclusion of the AGM, at the same place, and the H Shareholders' Class Meeting will be held immediately after the conclusion of the A Shareholders' Class Meeting, at the same place, to consider and, if thought fit, approve the proposed Cash Dividends and Bonus Shares Issue and the consequent amendments to the Articles of Association. Notices convening the AGM and the Class Meetings are set out on pages 19 to 36 of this circular.

Forms of proxy for use at the AGM and the Class Meetings are 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. Whether or not you intend to be present at such meetings, 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, Wanchai, Hong Kong (with respect to the holders of H Shares) or the Company's registered office at Capital Operation Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A 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.

7. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 9 May 2017 to 8 June 2017, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the AGM and the H Shareholders' Class Meeting, 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 May 2017.

Please refer to the further announcement to be issued by the Company no later than two months from the date of obtaining the approvals by the Shareholders, the holders of A Shares and the holders of H Shares, respectively, of the payment of Cash Dividends and the Bonus Shares Issue for details of the Record Date and closure of register of members of the Company in determining the Shareholders' entitlement to the Cash Dividends and the Bonus Shares Issue.

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8. RESPONSIBILITY STATEMENTS

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

9. RECOMMENDATIONS

The Board considers that the proposed resolutions in respect of (i) the payment of Cash Dividends and the Bonus Shares Issue, (ii) the amendments to the Articles of Association and the Rules of Procedure, (iii) the election of new Directors, and (iv) the grant of the General Mandate to issue H Shares, are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders, the holders of A Shares and the holders of H Shares to vote in favour of the resolutions which will be proposed at the AGM and the Class Meetings, respectively.

Yours faithfully,
For and on behalf of the
Board of Directors
Tan Xuguang
Chairman and CEO



WEICHAI

濰柴動力股份有限公司

WEICHAI POWER CO., LTD.

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

(Stock Code: 2338)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2016 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2016 will be held at the Company’s conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 8 June 2017 at 2:30 p.m. for the purposes of considering, approving (or receiving) and authorising the following matters. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 20 April 2017, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Annual Reports of the Company for the year ended 31 December 2016.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2016.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2016.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2016.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2016.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2017.
7. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所 (特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2017 and to authorise the Directors to determine their remuneration.

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8. To consider and approve the re-appointment of 山東和信會計師事務所 (特殊普通合伙) (Shandong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2017.
9. To consider and approve the granting of a mandate to the Board of Directors for the payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2017.
10. To approve the amendments to the Rules of Procedure for General Meetings of the Company as set out in the section headed “3. Proposed amendments to the Articles of Association and the Rules of Procedure” in the letter from the Board contained in the Circular. (note J)

AS SPECIAL RESOLUTIONS:

11. To consider and, if thought fit, pass the following resolution, as a special resolution:

“**THAT:**

- (A) conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (“**Hong Kong**”), the Macau Special Administrative Region and Taiwan) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and (iii) the approval of the Bonus Shares Issue by the class meetings of the holders of H Shares and of the holders of the A Shares (as defined below), respectively:
 - (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (“**New Share(s)**”) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date (as defined in the Circular) on the basis of ten New Shares for every ten existing shares of the Company held on the Record Date, by way of capitalisation of the retained earnings of the Company (“**Bonus Shares Issue**”), be and is hereby approved;
 - (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong, on account of prohibitions or requirements under overseas laws or regulations based on the legal enquiry on the same or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as the “**Excluded Shares**” hereafter); and

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- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider to be necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange;

- (B) the payment of a cash dividend of RMB2.50 per every ten shares (tax inclusive) out of the Company’s retained earnings as at 31 December 2016 to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date be and is hereby approved; and
- (C) conditional upon the Bonus Shares Issue becoming unconditional, the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):
- (1) In the first paragraph of Article 7 of the Articles of Association, the words “and amended at the Company’s 2016 annual general meeting held on 8 June 2017,” be added after the words “... amended at the Company’s 2014 annual general meeting held on 30 June 2015,” (*note K*)
 - (2) In the second paragraph of Article 19 of the Articles of Association, the words “... the Company’s total number of ordinary shares in issue is 3,998,619,278 shares...”

be deleted in its entirety and replaced by the words “... the Company’s total number of ordinary shares in issue is 7,997,238,556 shares...”

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(3) The following paragraph be added to Article 20 of the Articles of Association as the seventh paragraph: "After the implementation of the dividend and distribution proposal for the year of 2016 by the Company, a total of 7,997,238,556 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 6,054,198,556 shares and holders of overseas listed foreign shares are interested in 1,943,040,000 shares."

(4) Article 21 of the Articles of Association: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 shares are held by shareholders of A Shares."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 7,997,238,556 ordinary shares, of which 1,943,040,000 shares are held by the shareholders of overseas listed foreign shares and 6,054,198,556 shares are held by shareholders of A Shares."

(5) In Article 24 of the Articles of Association, the words: "the Company's registered capital is RMB3,998,619,278, comprising a total of 3,998,619,278 shares..."

be deleted in its entirety and replaced by the words "the Company's registered capital is RMB7,997,238,556; comprising of a total of 7,997,238,556 shares...". (note J)"

12. To consider and, if thought fit, pass the following resolution, as a special resolution, for the grant of a general mandate to the Board of Directors to issue, amongst other things, new shares:

"THAT:

(1) the Board of the Directors be and is hereby authorised and granted an unconditional general mandate ("**General Mandate**") to allot, issue and deal with additional H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:

(a) the General Mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(b) the aggregate nominal amount of the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board of Directors (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the

NOTICE OF AGM

shareholders of the Company) shall not exceed 20 per cent of the aggregate nominal amount of the H Shares in issue as at the date of passing of this special resolution; and

- (c) the Board of Directors will only exercise its power under the General Mandate in accordance with the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and, if required, the approvals from the China Securities Regulatory Commission and/or other relevant government authorities and/or regulatory bodies of the People's Republic of China (the "PRC", which for the purposes of this resolution excludes Hong Kong, Macau and Taiwan) are obtained;

and, for the purpose of this special resolution:

"H Share(s)" mean overseas listed ordinary share(s) of the Company with a par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and traded and listed on The Stock Exchange of Hong Kong Limited;

"Relevant Period" means the period from the date of passing this special resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution, unless, by a special resolution passed at that meeting, the General Mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

"Rights Issue" means the allotment or issue of shares in the Company pursuant to an offer made to all the shareholders of the Company (excluding, as the Board of Directors may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

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- (2) contingent on the Board of Directors resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board of Directors be and is hereby authorised:
- (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) to increase the capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate)."
13. To approve the amendments to the Articles of Association of the Company as set out in the section headed "3. Proposed amendments to the Articles of Association and the Rules of Procedure" in the letter from the Board contained in the Circular. (*note J*)

AS ORDINARY RESOLUTIONS:

14. To consider and approve the election of Mr. Li Hongwu as an independent non-executive Director of the Company for a term from the date of the 2016 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).
15. To consider and approve the election of Mr. Yuan Hongming as an executive Director of the Company for a term from the date of the 2016 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive). (*note L*)
16. To consider and approve the election of Mr. Yan Jianbo as an executive Director of the Company for a term from the date of the 2016 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive). (*note L*)

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

Hong Kong, 20 April 2017

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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 May 2017 to 8 June 2017 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on 9 May 2017 are entitled to attend and vote at the 2016 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2016 Annual General Meeting, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrar and Transfer Office, not later than 4:30 p.m. on 8 May 2017. The address of the Company’s H Share Registrar and Transfer Office is as follows:

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

- (B) Holders of H Shares intending to attend the 2016 Annual General Meeting should complete and return the reply slip for attending the 2016 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2016 Annual General Meeting, (i.e. on or before 19 May 2017). The contact details of the Secretary to the Board of the Company are as follows:

Capital Operation Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People’s Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 819 7069
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the 2016 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2016 Annual General Meeting on his/her behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder or by a person duly authorised by the relevant shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the 2016 Annual General Meeting on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (D) above must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2016 Annual General Meeting.
- (F) For holders of A Shares (being ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are traded in Renminbi and listed on The Shenzhen Stock Exchange (“A Shares”), please refer to the notice of the 2016 Annual General Meeting published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

NOTICE OF AGM

- (G) A shareholder or his/her proxy should produce proof of identity when attending the 2016 Annual General Meeting. If a corporate shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the 2016 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) Any proposal to appoint any person to the office of director of the Company at the 2016 Annual General Meeting shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China. The period for lodgement of such notices shall commence on (and include) the day after the date of this notice of the 2016 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2016 Annual General Meeting.
- (I) The 2016 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2016 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) Since the Company is a PRC incorporated company and the official Articles of Association and Rules of Procedure for General Meetings (as the case may be) of the Company are in the Chinese language, the proposed amendments are an unofficial English language translation (the "**English Translation**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"), which are set out in the Chinese language version of the circular and this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (K) The first paragraph of Article 7 of the Articles of Association, as amended by the proposed amendments, shall read as follows:
- "These Articles were approved by a special resolution at the Company's 2002 general meeting held on 30 June 2003, amended by a special resolution at the Company's extraordinary general meeting held on 20 October 2003, amended at the Company's 2003 annual general meeting held on 29 June 2004, amended at the Company's 2004 extraordinary general meeting held on 15 December 2004, amended by a special resolution at the Company's extraordinary general meeting held on 29 December 2006, amended at the Company's 2006 annual general meeting held on 29 June 2007, amended at the Company's 2007 annual general meeting held on 19 June 2008, amended at the Company's 2008 first extraordinary general meeting held on 20 August 2008, amended at the Company's 2008 second extraordinary general meeting held on 3 November 2008, amended at the Company's 2008 annual general meeting held on 19 June 2009, amended at the Company's 2010 first extraordinary general meeting held on 26 October 2010, amended at the Company's 2010 annual general meeting held on 18 May 2011, amended at the Company's 2011 annual general meeting held on 29 June 2012, amended at the Company's 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015, amended at the Company's 2014 annual general meeting held on 30 June 2015 and amended at the Company's 2016 annual general meeting held on 8 June 2017, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC."
- (L) Pursuant to Article 122 of the Articles of Association of the Company, the election of the members of the Board will be conducted by way of cumulative voting.

NOTICE OF A SHAREHOLDERS' CLASS MEETING



WEICHAI

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 THE CLASS MEETING OF THE HOLDERS OF A SHARES

NOTICE IS HEREBY GIVEN that the class meeting (the "A Shareholders' Class Meeting") of the holders of A shares ("A Shares") of Weichai Power Co., Ltd. (the "Company") will be held at the Company's conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China (the "PRC") on 8 June 2017 immediately after the conclusion of the annual general meeting of the shareholders of the Company to be held on the same date for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the "Shareholders") dated 20 April 2017 of which this notice forms part (the "Circular") shall have the same meanings when used herein.

AS A SPECIAL RESOLUTION:

1. To consider and, if thought fit, pass the following resolution, as a special resolution:

"THAT:

- (A) conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People's Republic of China (the "PRC", which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region ("Hong Kong"), the Macau Special Administrative Region and Taiwan) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and (iii) the approval of the Bonus Shares Issue and the consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the annual general meeting of the shareholders of the Company and the class meeting of the holders of H Shares (as defined below), respectively:
- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company ("New Share(s)") to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date (as defined in the Circular) on the basis of ten

NOTICE OF A SHAREHOLDERS' CLASS MEETING

New Shares for every ten existing shares of the Company held on the Record Date by way of capitalisation of the retained earnings of the Company ("**Bonus Shares Issue**"), be and are hereby approved;

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong, on account of prohibitions or requirements under overseas laws or regulations based on the legal enquiry on the same or for some other reasons which the Board of Directors considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as "**Excluded Shares**" hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to "H Share(s)" mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to "A Share(s)" mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange;

- (B) the payment of a cash dividend of RMB2.50 per every ten Shares (tax inclusive) out of Company's retained earnings as at 31 December 2016 to the shareholders whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date be and is hereby approved; and
- (C) conditional upon the Bonus Shares Issue becoming unconditional, the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People's Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):
 - (1) In the first paragraph of Article 7 of the Articles of Association, the words "and amended at the Company's 2016 annual general meeting held on 8 June 2017," be added after the words "... amended at the Company's 2014 annual general meeting held on 30 June 2015," (*note H*)

NOTICE OF A SHAREHOLDERS' CLASS MEETING

- (2) In the second paragraph of Article 19 of the Articles of Association, the words "... the Company's total number of ordinary shares in issue is 3,998,619,278 shares..."

be deleted in its entirety and replaced by the words "... the Company's total number of ordinary shares in issue is 7,997,238,556 shares..."

- (3) The following paragraph be added to Article 20 of the Articles of Association as the seventh paragraph: "After the implementation of the dividend and distribution proposal for the year of 2016 by the Company, a total of 7,997,238,556 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 6,054,198,556 shares and holders of overseas listed foreign shares are interested in 1,943,040,000 shares."

- (4) Article 21 of the Articles of Association: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 shares are held by shareholders of A Shares."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 7,997,238,556 ordinary shares, of which 1,943,040,000 shares are held by the shareholders of overseas listed foreign shares and 6,054,198,556 shares are held by shareholders of A Shares."

- (5) In Article 24 of the Articles of Association, the words: "the Company's registered capital is RMB3,998,619,278, comprising a total of 3,998,619,278 shares..."

be deleted in its entirety and replaced by the words "the Company's registered capital is RMB7,997,238,556; comprising of a total of 7,997,238,556 shares..." . (note 1)"

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

Hong Kong, 20 April 2017

Notes:

- (A) Holders of A Shares of the Company whose names appear on the register of A Shares of the Company at the end of Friday, 2 June 2017 are entitled to attend and vote at the A Shareholders' Class Meeting.
- (B) Holders of A Shares intending to attend the A Shareholders' Class Meeting should complete and return the reply slip for attending the A Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company on or before 7 June 2017.

NOTICE OF A SHAREHOLDERS' CLASS MEETING

The contact details of the Secretary to the Board of the Company are as follows:

Capital Operation Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People's Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 819 7069
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of A Shares of the Company entitled to attend and vote at the A Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the A Shareholders' Class Meeting on its behalf. A proxy need not be a Shareholder of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of A 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 authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the A Shareholders' Class Meeting on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the Articles of Association.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Secretary to the Board of the Company, not less than 24 hours before the time appointed for the A Shareholders' Class Meeting. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (F) A Shareholder or his proxy should produce proof of identity when attending the A Shareholders' Class Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the A Shareholders' Class Meeting, such legal representative or other person shall produce his 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 authorization of that legal representative or other person.
- (G) The A Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the A Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
- (H) The first paragraph of Article 7 of the Articles of Association, as amended by the proposed amendments, shall read as follows:

"These Articles were approved by a special resolution at the Company's 2002 general meeting held on 30 June 2003, amended by a special resolution at the Company's extraordinary general meeting held on 20 October 2003, amended at the Company's 2003 annual general meeting held on 29 June 2004, amended at the Company's 2004 extraordinary general meeting held on 15 December 2004, amended by a special resolution at the Company's extraordinary general meeting held on 29 December 2006, amended at the Company's 2006 annual general meeting held on 29 June 2007, amended at the Company's 2007 annual general meeting held on 19 June 2008, amended at the Company's 2008 first extraordinary general meeting held on 20 August 2008, amended at the Company's 2008 second extraordinary general meeting held on 3 November 2008, amended at the Company's 2008 annual general meeting held on 19 June 2009, amended at the Company's 2010 first extraordinary general meeting held on 26 October 2010, amended at the Company's 2010 annual general meeting held on 18 May 2011, amended at the Company's 2011 annual general meeting held on 29 June 2012, amended at the Company's 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company's 2015 first extraordinary general meeting held on 27 February 2015, amended at the Company's 2014 annual general meeting held on 30 June 2015 and amended at the Company's 2016 annual general meeting held on 8 June 2017, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC."

NOTICE OF A SHAREHOLDERS' CLASS MEETING

- (I) Since the Company is a PRC incorporated company and the official Articles of Association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

NOTICE OF H SHAREHOLDERS' CLASS MEETING



WEICHAI

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 THE CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the class meeting (the “**H Shareholders’ Class Meeting**”) of the holders of H shares (“**H Shares**”) of Weichai Power Co., Ltd. (the “**Company**”) will be held at the Company’s conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 8 June 2017 immediately after the conclusion of the class meeting of the holders of the A Shares of the Company to be held on the same date for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the “**Shareholders**”) dated 20 April 2017 of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

AS A SPECIAL RESOLUTION:

1. To consider and, if thought fit, pass the following resolution, as a special resolution:

“THAT:

- (A) conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (“**Hong Kong**”), the Macau Special Administrative Region and Taiwan) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and (iii) the approval of the Bonus Shares Issue and the consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the annual general meeting of the shareholders of the Company and the class meeting of the holders of A Shares (as defined below), respectively:
- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (“**New Share(s)**”) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date (as defined in the Circular) on the basis of ten

NOTICE OF H SHAREHOLDERS' CLASS MEETING

New Shares for every ten existing shares of the Company held on the Record Date by way of capitalisation of the retained earnings of the Company ("**Bonus Shares Issue**"), be and are hereby approved;

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong of the PRC, on account of prohibitions or requirements under overseas laws or regulations based on the legal enquiry on the same or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as "**Excluded Shares**" hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to "H Share(s)" mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to "A Share(s)" mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange;

- (B) the payment of a cash dividend of RMB2.50 per every ten Shares (tax inclusive) out of the Company's retained earnings as at 31 December 2016 to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the Record Date be and is hereby approved; and
- (C) conditional upon the Bonus Shares Issue becoming unconditional, the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People's Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):
 - (1) In the first paragraph of Article 7 of the Articles of Association, the words "and amended at the Company's 2016 annual general meeting held on 8 June 2017," be added after the words "... amended at the Company's 2014 annual general meeting held on 30 June 2015," (*note H*)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (2) In the second paragraph of Article 19 of the Articles of Association, the words "... the Company's total number of ordinary shares in issue is 3,998,619,278 shares..."

be deleted in its entirety and replaced by the words "... the Company's total number of ordinary shares in issue is 7,997,238,556 shares..."

- (3) The following paragraph be added to Article 20 of the Articles of Association as the seventh paragraph: "After the implementation of the dividend and distribution proposal for the year of 2016 by the Company, a total of 7,997,238,556 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 6,054,198,556 shares and holders of overseas listed foreign shares are interested in 1,943,040,000 shares."

- (4) Article 21 of the Articles of Association: "The share capital of the Company consists of 3,998,619,278 ordinary shares, of which 971,520,000 shares are held by the shareholders of overseas listed foreign shares and 3,027,099,278 shares are held by shareholders of A Shares."

be deleted in its entirety and replaced by: "The share capital of the Company consists of 7,997,238,556 ordinary shares, of which 1,943,040,000 shares are held by the shareholders of overseas listed foreign shares and 6,054,198,556 shares are held by shareholders of A Shares."

- (5) In Article 24 of the Articles of Association, the words: "the Company's registered capital is RMB3,998,619,278, comprising a total of 3,998,619,278 shares..."

be deleted in its entirety and replaced by the words "the Company's registered capital is RMB7,997,238,556; comprising of a total of 7,997,238,556 shares...". (note 1)"

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

Hong Kong, 20 April 2017

Notes:

- (A) The Company will not process registration of transfers of H Shares of the Company from 9 May 2017 to 8 June 2017 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited on 9 May 2017 are entitled to attend and vote at the H Shareholders' Class Meeting following completion of the registration procedures.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

To qualify for attendance and voting at the H Shareholders' Class Meeting, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar and Transfer Office, not later than 4:30 p.m. on 8 May 2017. The address of the Company's H Share Registrar and Transfer Office is as follows:

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

- (B) Holders of H Shares intending to attend the H Shareholders' Class Meeting should complete and return the reply slip for attending the H Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the H Shareholders' Class Meeting (i.e. on or before 19 May 2017).

The contact details of the Secretary to the Board of the Company are as follows:

Capital Operation Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People's Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 819 7069
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the H Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting on its behalf. A proxy need not be a Shareholder of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the H Shareholders' Class Meeting on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the Articles of Association.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Company's H Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the H Shareholders' Class Meeting.
- (F) A Shareholder or his proxy should produce proof of identity when attending the H Shareholders' Class Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the H Shareholders' Class Meeting, such legal representative or other person shall produce his 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 authorization of that legal representative or other person.
- (G) The H Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.

NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (H) The first paragraph of Article 7 of the Articles of Association, as amended by the proposed amendments, shall read as follows:

“These Articles were approved by a special resolution at the Company’s 2002 general meeting held on 30 June 2003, amended by a special resolution at the Company’s extraordinary general meeting held on 20 October 2003, amended at the Company’s 2003 annual general meeting held on 29 June 2004, amended at the Company’s 2004 extraordinary general meeting held on 15 December 2004, amended by a special resolution at the Company’s extraordinary general meeting held on 29 December 2006, amended at the Company’s 2006 annual general meeting held on 29 June 2007, amended at the Company’s 2007 annual general meeting held on 19 June 2008, amended at the Company’s 2008 first extraordinary general meeting held on 20 August 2008, amended at the Company’s 2008 second extraordinary general meeting held on 3 November 2008, amended at the Company’s 2008 annual general meeting held on 19 June 2009, amended at the Company’s 2010 first extraordinary general meeting held on 26 October 2010, amended at the Company’s 2010 annual general meeting held on 18 May 2011, amended at the Company’s 2011 annual general meeting held on 29 June 2012, amended at the Company’s 2012 first extraordinary general meeting held on 30 November 2012, amended at the Company’s 2015 first extraordinary general meeting held on 27 February 2015, amended at the Company’s 2014 annual general meeting held on 30 June 2015 and amended at the Company’s 2016 annual general meeting held on 8 June 2017, and these Articles were approved, in accordance with lawful procedures, registered and filed with the relevant companies registration authorities of the PRC.”

- (I) Since the Company is a PRC incorporated company and the official Articles of Association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.