

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2022 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2022 will be held at InterContinental Shanghai Hongqiao NECC, No. 1700 Zhuguang Road, Qingpu District, Shanghai, the People's Republic of China on 28 June 2023 at 2:50 p.m. for the purposes of considering and, if thought fit, approving (or receiving) and authorising the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 7 June 2023, 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 Report of the Company for the year ended 31 December 2022.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2022.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2022.
4. To consider and receive the audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2022.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2022.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2023.
7. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2022.

8. 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 2023.
9. To consider and approve the appointment of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) as the auditors of the Company for the year ending 31 December 2023 at a remuneration of approximately RMB7.90 million (inclusive of tax).
10. To consider and approve the re-appointment of 和信會計師事務所(特殊普通合夥) (Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2023 at a remuneration of approximately RMB1.0812 million (inclusive of tax).
11.
 - (a) To consider and approve the election of Mr. Ma Changhai as an executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).
 - (b) To consider and approve the election of Mr. Wang Decheng as an executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).
 - (c) To consider and approve the election of Mr. Ma Xuyao as an executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).
 - (d) To consider and approve the election of Mr. Richard Robinson Smith as a non-executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).
12.
 - (a) To consider and approve the election of Mr. Chi Deqiang as an independent non-executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).
 - (b) To consider and approve the election of Mr. Zhao Fuquan as an independent non-executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).

- (c) To consider and approve the election of Mr. Xu Bing as an independent non-executive Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2023 (both days inclusive) (*note I*).

By Order of the Board of Directors
Weichai Power Co., Ltd.
Tan Xuguang
Chairman and CEO

Hong Kong, 7 June 2023

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 23 June 2023 to 28 June 2023 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited on 28 June 2023 are entitled to attend and vote at the 2022 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2022 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, not later than 4:30 p.m. on 21 June 2023. The address of the Company’s H-Share Registrar is as follows:

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

- (B) Each holder of H Shares of the Company entitled to attend and vote at the 2022 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2022 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.
- (C) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder or by a person duly authorised by the relevant shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the 2022 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.
- (D) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2022 Annual General Meeting.

- (E) Each holder 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 2022 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.
- (F) A shareholder or his/her proxy should produce proof of identity when attending the 2022 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 2022 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.
- (G) Any proposal to appoint any person to the office of director of the Company at the 2022 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 2022 Annual General Meeting and end on (and exclude) the date that is seven (7) days before the date of the 2022 Annual General Meeting.
- (H) The 2022 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2022 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) Pursuant to Article 121 of the Articles of Association of the Company, the election of the relevant members of the Board (excluding independent non-executive Directors) and the independent non-executive Directors will be conducted by way of cumulative voting respectively. 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 the relevant Directors (excluding independent non-executive Directors) or independent non-executive Directors (as the case may be) to be elected. A Shareholder can give all his votes to one Director (not being an independent non-executive Director) or independent non-executive Director candidate (as the case may be) or divide his votes among several Director (not being an independent non-executive Director) or independent non-executive Director candidates (as the case may be). The Directors (excluding independent non-executive Directors) and independent non-executive Directors (as the case may be) will be elected at the 2022 Annual General Meeting based on the number of votes such Director candidates receive.

As at the date of this notice, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Yuan Hongming; the non-executive Directors of the Company are Mr. Zhang Liangfu and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Li Hongwu, Mr. Wen Daocai, Ms. Jiang Yan, Mr. Yu Zhuoping and Ms. Zhao Huifang.