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潍柴動力股份有限公司
WEICHA POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2023 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2023 will be held at the Company’s conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 10 May 2024 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 19 April 2024, 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 2023.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2023.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2023.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2023.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2023.
6. To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2024.

7. To consider and approve the re-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 2024.
8. 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 2024.
9. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023.
10. 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 2024.

AS SPECIAL RESOLUTIONS:

11. To consider and approve the amendments to the Articles of Association as set out in the section headed “3. Proposed amendments to the Articles of Association” in the “Letter from the Board” contained in the Circular. *(Note I)*
12. To consider and approve the amendments to the Rules of Procedure for General Meetings as set out in the section headed “4. Proposed amendments to the Rules of Procedure — (a) Rules of Procedure for General Meetings” in the “Letter from the Board” contained in the Circular. *(Note I)*
13. To consider and approve the amendments to the Rules of Procedure for Board Meetings as set out in the section headed “4. Proposed amendments to the Rules of Procedure — (b) Rules of Procedure for Board Meetings” in the “Letter from the Board” contained in the Circular. *(Note I)*
14. To consider and approve the amendments to the Rules of Procedure for the Supervisory Committee Meetings as set out in the section headed “4. Proposed amendments to the Rules of Procedure — (c) Rules of Procedure for Supervisory Committee Meetings” in the “Letter from the Board” contained in the Circular. *(Note I)*

AS ORDINARY RESOLUTIONS:

15. (a) To consider and approve the re-election of Mr. Tan Xuguang as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (b) To consider and approve the re-election of Mr. Zhang Quan as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*

- (c) To consider and approve the re-election of Mr. Ma Changhai as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (d) To consider and approve the re-election of Mr. Wang Decheng as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (e) To consider and approve the re-election of Mr. Sun Shaojun as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (f) To consider and approve the re-election of Mr. Yuan Hongming as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (g) To consider and approve the re-election of Mr. Ma Xuyao as an executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (h) To consider and approve the re-election of Mr. Zhang Liangfu as a non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (i) To consider and approve the re-election of Mr. Richard Robinson Smith as a non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (j) To consider and approve the re-election of Mr. Michael Martin Macht as a non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*

16. (a) To consider and approve the re-election of Ms. Jiang Yan as an independent non-executive Director of the Company for a term from the date of the 2023 Annual General Meeting to 28 June 2026. *(Note J)*
- (b) To consider and approve the re-election of Mr. Chi Deqiang as an independent non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (c) To consider and approve the re-election of Mr. Zhao Fuquan as an independent non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (d) To consider and approve the re-election of Mr. Xu Bing as an independent non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (e) To consider and approve the election of Mr. Tao Huaan as an independent non-executive Director of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
17. (a) To consider and approve the re-election of Mr. Wang Yanlei as a Supervisor of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*
- (b) To consider and approve the re-election of Mr. Wang Xuewen as a Supervisor of the Company for a term of three years from the date of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive). *(Note J)*

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

Hong Kong, 19 April 2024

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 7 May 2024 to 10 May 2024 (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 10 May 2024 are entitled to attend and vote at the 2023 Annual General Meeting following completion of the registration procedures. To qualify for attendance and voting at the 2023 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 6 May 2024. 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 2023 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2023 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 2023 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 2023 Annual General Meeting.
- (E) For 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 2023 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 2023 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 2023 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 2023 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 2023 Annual General Meeting and end on (and exclude) the date that is seven (7) days before the date of the 2023 Annual General Meeting.
- (H) The 2023 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2023 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) Since the Company is a PRC incorporated company and the official Articles of Association and the Rules of Procedure (as the case may be) of the Company are in the Chinese language, the proposed amendments in the English version of the Circular 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. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (J) 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), the independent non-executive Directors and the Supervisors 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 or Supervisors (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 or Supervisor 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 or Supervisor candidates (as the case may be). The Directors (excluding independent non-executive Directors), independent non-executive Directors and Supervisors (as the case may be) will be elected at the 2023 Annual General Meeting based on the number of votes such Director or Supervisor candidates receive.

As at the date of this notice, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Ma Changhai, Mr. Wang Decheng, Mr. Sun Shaojun, Mr. Yuan Hongming, and Mr. Ma Xuyao; the non-executive Directors of the Company are Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Ms. Jiang Yan, Mr. Yu Zhuoping, Mr. Chi Deqiang, Mr. Zhao Fuquan and Mr. Xu Bing.