



**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)**

**Announcement pursuant to Rule 13.09(1) of the Listing Rules**

**Resumption of trading**

Reference is made to the announcement of the Company dated 1 September 2006 (the “**Announcement**”) in relation to the Merger Proposal. Terms used herein shall have the same meanings as defined in the Announcement, unless the context requires otherwise. After the release of the Announcement, suspension in the trading of the H Shares continued pending the announcement of the final Exchange Ratio, the Zhuzhou State Assets Co Gift Rate and the Cash Alternative Amount for the Merger Proposal.

The Board is pleased to announce that after the discussions between TAGC and its shareholders concerning the Merger Proposal during the TAGC Consultation Period, the Merger Proposal (including the per share price of the TAGC Shares and of the Weichai A Shares for the purpose of determining the Exchange Ratio, the Exchange Ratio, the Zhuzhou State Assets Co Gift Rate and the Cash Alternative Amount), as stated in the Announcement, remains unchanged.

**No agreement in relation to the Merger Proposal has yet been entered into. Since the Merger Proposal is subject to the parties agreeing the terms of and entering into the Merger Agreement (which will then determine the final terms and conditions of the Merger Proposal) and the fulfillment of the other conditions stated in the Announcement, the Merger Proposal may not be proceeded with or become unconditional or effective. There is no assurance that the Merger Agreement will be entered into and that all the conditions precedent contained in the Merger Agreement can be satisfied. Investors and potential investors in the Company's H Shares should exercise care, and they should only rely on information published by the Company, when they deal, or contemplate dealing, in the Company's H Shares or other securities of the Company.**

Trading in the Company's H Shares was suspended at 9:30 a.m. on 21 August 2006. Trading in the H Shares of the Company on the Stock Exchange will resume at 9:30 a.m. on 12 September 2006.

Hong Kong, 11 September 2006

By order of the Board  
**Tan Xuguang**  
*Chairman and CEO*

*As at the date of this announcement, the executive directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive directors of the Company are Mr. Yeung Sai Hong, Mr. Yao Yu, Mr. Li San Yim, Mr. Liu Huisheng, Ms. Zhang Fusheng, Mr. Julius G. Kiss and Ms. Han Xiaoqun and Mr. Chen Xue Jian; and the independent non-executive directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhong Chang.*

*Please also refer to the published version of this announcement in **South China Morning Post**.*