



**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*)  
Xu Xinyu  
Sun Shaojun  
Zhang Quan

*Non-executive Directors:*

Yeung Sai Hong  
Chen Xuejian  
Yao Yu  
Li San Yim  
Liu Huisheng  
Zhang Fusheng  
Julius G. Kiss  
Han Xiaoqun

*Independent Non-executive Directors:*

Zhang Xiaoyu  
Koo Fook Sun, Louis  
Fang Zhong Chang

*Supervisors:*

Sun Chengping  
Wang Yong  
Jiang Jianfang

*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:*  
Suite 2501-2, 25th Floor  
One International Finance Centre  
1 Harbour View Street Central  
Hong Kong

14 December 2006

*To: Holders of H Shares*  
*Other shareholders of Weichai Power*

Dear Sir or Madam,

**VERY SUBSTANTIAL ACQUISITION INVOLVING  
A MERGER BY ABSORPTION OF TAGC  
AND  
CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the circular (the “**Circular**”) dated 12 November 2006 of Weichai Power Co., Ltd. (the “**Company**”) in respect of the above and the announcement (the “**Announcement**”) of 14 December 2006 of the Company in respect of the proposed appointment of directors at the Weichai Power Shareholders’ EGM. Terms and expressions defined in the Circular shall have the same meanings when used herein.

As stated in the Announcement, pursuant to:

- (i) the notice of the Weichai Power Shareholders' EGM dated 12 November 2006 contained in the Circular, which stated that the Weichai Power Shareholders' EGM shall discuss, consider and, if appropriate, approve any matters with respect to the election of directors of the Company that may be proposed by any Shareholder for the purposes of the Merger and/or the listing of the Weichai A Shares on the Shenzhen Stock Exchange; and
- (ii) a notice received by the Board from Weichai Factory, the holder of 23.53% of the issued share capital in the Company, to propose that, for the purposes of the Merger and the listing of the Weichai A Shares on the Shenzhen Stock Exchange and in accordance with Rule 13.70 of, and paragraphs 4(4) and (5) of Appendix 3 to, the Listing Rules and article 94 of the Weichai Power Articles, Mr. Gu Linsheng (顧林生先生), Mr. Li Shihao (李世豪先生) and Mr. Liu Zheng (劉征先生) (together, the “**Nominee Directors**”) be nominated for election as independent non-executive directors of the Company for a term as from the date of completion of the Merger Proposal (if completed) until 17 December 2008, being the expiry of the term of the other existing Directors (both dates inclusive),

the resolution for the appointment of the Nominee Directors will be considered, and, if thought fit, approved at the Weichai Power Shareholders' EGM. For details of the biographies of the Nominee Directors, please refer to the Announcement.

The supplemental notice and proxy form in respect of the said additional resolution are enclosed for your further action.

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