



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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice dated 14 May 2007 (the “AGM Notice”) of the annual general meeting (the “2006 Annual General Meeting”) of Weichai Power Co., Ltd. (the “Company”) for the year ended 31 December 2006.

It is proposed that in addition to the 11 ordinary resolutions set out in the AGM Notice, the following matters shall also be considered and, if thought fit, approved at the 2006 Annual General Meeting:

AS ORDINARY RESOLUTIONS:

12. To consider and approve 《濰柴動力股份有限公司股東大會議事規則》 (Rules for the Shareholders’ Meetings of Weichai Power Co., Ltd.).
13. To consider and approve 《濰柴動力股份有限公司董事會議事規則》 (Rules for the Board Meetings of Weichai Power Co., Ltd.).
14. To consider and approve 《濰柴動力股份有限公司監事會議事規則》 (Rules for the Meetings of the Supervisory Committee of Weichai Power Co., Ltd.).
15. To consider and approve 《濰柴動力股份有限公司董事會戰略發展及投資委員會工作細則》 (Regulations for the Strategic Development and Investment Committee of the Board of Directors of Weichai Power Co., Ltd.).
16. To consider and approve 《濰柴動力股份有限公司董事會審核委員會工作細則》 (Regulations for the Audit Committee of the Board of Directors of Weichai Power Co., Ltd.).
17. To consider and approve 《濰柴動力股份有限公司董事會薪酬委員會工作細則》 (Regulations for the Remuneration Committee of the Board of Directors of Weichai Power Co., Ltd.).
18. To consider and approve 《濰柴動力股份有限公司董事會提名委員會工作細則》 (Regulations for the Nomination Committee of the Board of Directors of Weichai Power Co., Ltd.).
19. To consider and approve 《濰柴動力股份有限公司關聯交易決策制度》 (Decision Making System in respect of connected transactions of Weichai Power Co., Ltd.).
20. To consider and approve 《濰柴動力股份有限公司投資經營決策制度》 (Decision Making System in respect of investments and operations of Weichai Power Co., Ltd.).
21. To consider and approve the final profit distribution of the Company recommended by the Board of Directors for the year ended 31 December 2006 (*note B*).

AS SPECIAL RESOLUTIONS:

22. 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 separately or concurrently allot, issue and deal with additional A Shares and/or 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 A Shares and 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 shareholders of the Company) shall not exceed:

(i) 20 per cent of the aggregate nominal amount of the A Shares in issue; and

(ii) 20 per cent of the aggregate nominal amount of the H Shares in issue,

respectively, in each case as at the date of passing of this 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 (the “PRC”, which for the purpose of this resolution excludes the Hong Kong Special Administrative Region (“Hong Kong”), the Macau Special Administrative Region and Taiwan) 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, only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained (provided that in the event that A Shares are to be issued pursuant to the General Mandate, and if the then applicable laws and regulations of the PRC require such issue to be approved by the shareholders of the Company, further meeting(s) of the shareholders of the Company will be convened to consider and approve such A Share issue. In the event that the General Mandate is not approved by the relevant regulatory authorities in the PRC in respect of the issue of A Shares, the General Mandate shall be limited to the issue of H Shares only);

and, for the purpose of this resolution:

“**A Share(s)**” mean ordinary share(s) in the 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;

“**H Share(s)**” mean overseas listed foreign share(s) (being ordinary share(s)) in the capital of the Company with a Renminbi denominated par value of RMB1.00 each which are subscribed for and traded in Hong Kong dollars and listed on the main board of The Stock Exchange of Hong Kong Limited;

“Relevant Period” means the period from the date of passing this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this 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;

- (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 registered 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) as so to reflect the new capital and/or share capital structure of the Company.”

23. To consider and, if thought fit, pass the following resolution, as a special resolution, for the grant of a general mandate to the Chairman of the Board of Directors and the chief financial officer to issue short term debenture in the PRC:

“THAT:

- (1) the Chairman of the Board of Directors and the chief financial officer be and are hereby generally and unconditionally granted a general mandate to issue short term debentures (the “Debenture Issue”) and, in accordance with the opinion of the approving authorities and the relevant law and regulations, to determine the terms of and implement the Debenture Issue including, but not limited to, the determination of the actual issue amount, interest rate and the term and to execute the relevant documents. The Debenture Issue shall be on the following terms:

- 1. Title of the debenture: 2008 Weichai Power Co., Ltd. short term debentures
- 2. Size of issue: Not exceeding RMB1,000,000,000
(including RMB1,000,000,000)

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| 3. Method of issue: | The underwriting syndicate for the Debenture Issue shall be organised by the lead underwriter, and the Debenture Issue shall be marketed through book-building and sold in the bond market among PRC banks |
| 4. Face value: | RMB100.00 |
| 5. Term: | Not exceeding 365 days |
| 6. Form of debentures: | Registered bonds centrally held by 中央國債登記結算有限責任公司 (Central Government Bond Registration Settlement Co. Ltd.) |
| 7. Repayment: | Full payment on maturity |
| 8. Underwriting method: | Fully underwritten by underwriting syndicate organised by lead/co-lead underwriter(s) |
| 9. Placees: | Institutional investors in China banks bond market |
| 10. Use of proceeds: | Working capital. |

24. To consider and, if thought fit, pass the following resolution, as a special resolution, for the amendments to the articles of association of the Company (the “Existing Articles”) (*note D*):

“THAT:

- (1) the first paragraph of Article 7 of the Existing Articles be replaced by the following:

“本章程由2003年6月30日公司2002年度股東大會特別決議通過，2003年10月20日公司臨時股東大會特別決議修訂，2004年6月29日公司2003年度股東周年大會修訂，於2004年12月15日公司2004年股東特別大會修訂，於2006年12月29日獲公司股東特別大會特別決議修訂，於2007年6月29日獲公司2006年度股東周年大會修訂，經法定批准（若有）、並在中國公司登記機關登記備案後生效。”;

(English translation:

- (1) *the first paragraph of Article 7 of the Existing Articles be replaced by the following:*

“These Articles were adopted by a special resolution at the Company’s 2002 annual general meeting held on 30th June 2003, amended by a special resolution at the Company’s provisional general meeting held on 20th October 2003, amended at the Company’s 2003 annual general meeting held on 29th June 2004, amended at the Company’s 2004 extraordinary general meeting held on 15th December 2004, amended by a special resolution at the Company’s extraordinary general meeting held on 29th December 2006, amended at the Company’s 2006 annual general meeting held on 29th June 2007 and came into effect following statutory approval (if any) and the filing thereof at the companies registration authority.”

- (2) the following be inserted immediately after the end of sub-clause (4) of Article 54 of the Existing Articles:

“公司的發起人股東部分或全部轉讓其所持公司A股股份，如果擬出讓的結果使得其所持有的A股股份低於其在公司設立時作為發起人所取得的股份數額（包括對該等發起人股份以公積金轉增的股份或以未分配利潤派送的紅股，下稱“發起人股份”），則濰坊柴油機廠對前述因出讓低於發起人股份的差額部分（即擬出讓的發起人股份）享有優先購買權，有關發起人股東應就出讓該等發起人股份事宜首先書面通知發起人股東濰坊柴油機廠，徵詢濰坊柴油機廠是否行使在同等條件下的優先購買權。出讓股份的股東在給濰坊柴油機廠通知中應當列明交易的所有條件，受讓人的業務範圍、控股股東和終極股東名單等具體情況。出讓股份是通過證券交易系統進行，如果既不是大宗交易，也不是根據與受讓人達成的任何方式的協議所進行的交易，可不受前述規定限制;”

(English translation:

- (2) the following be inserted immediately after the end of sub-clause (4) of Article 54 of the Existing Articles:

“In the event that the Company’s promoter shareholders transfer all or part of their A-shares in the Company, if the proposed transaction will result in the number of A-shares held by them to be lower than the number of shares they obtained as a promoter when the Company was established (including additional shares converted from capital reserve fund or bonus shares issued from undistributed profit, hereinafter referred to as “promoter shares”), Weifang Diesel Engine Works shall have pre-emptive right in respect of the number of shares representing the difference between the number of shares to be sold and the number of promoter shares (ie. the promoter shares proposed to be sold) and the relevant promoters shall notify Weifang Diesel Engine Works in writing in advance regarding the transfer of such promoter shares and consult Weifang Diesel Engine Works whether it would exercise its pre-emptive right under the same conditions. The transferor shall specify in the notice given to Weifang Diesel Engine Works all the conditions of the transaction, the business scope of the transferee, along with details of the controlling shareholders and the ultimate shareholders. The above provisions will not apply to transfer of shares that are transacted through the stock exchange system if it is neither a substantial transaction nor a transaction pursuant to an agreement with the transferee in any manner.”)

- (3) the following be inserted to Article 64 of the Existing Articles as the third and fourth paragraphs:

“發起人股東濰坊柴油機廠直接或者間接轉讓其所持發起人股份，應當在與受讓人達成協議前或者作出決定通過證券交易系統出售其所持發起人股份的前兩日向公司和其他發起人股東通告。前述所稱間接轉讓包括但不限於濰坊柴油機廠的控股股東（或出資人）的控股權（或出資）被他人直接或者間接受讓（不論有償或無償），或其控股股東（或出資人）被其他人士吸收合併等。

濰坊柴油機廠發生上款所列情形，如果變更後的公司股東（或其控股股東）或濰坊柴油機廠的控股股東（或出資人）（包括前述人士的關聯人士；關聯人士依據中國相關法律法規定義）存在或任何時候發生與公司及/或其子公司競爭性的業務（不論該業務在公司及/或其子公司業務中的比例高低）並該等競爭性業務的解決方案不能夠令公司其他發起人股東依其獨立判斷所滿意，則其他發起人股東均有權要求變更後的股東或有關控股股東（或出資人）促成該股東以接到通知之日起的前30個交易日內A股股票收市價的日平均收市價價格、H股股票收市價的日平均收市價價格或者最近一期經審計的公司淨資產值（三者以金額較高者為準）150%的價格收購有關發起人股東所持部分或者全部的發起人股份（具體數額由出讓股份的發起人自行決定）。”

(English translation:

- (3) the following be inserted to Article 64 of the Existing Articles as the third and forth paragraphs:

“in the event that Weifang Diesel Engine Works, being a promoter shareholder, directly or indirectly transfers its promoter shares, it shall notify the Company and other promoter shareholders prior to reaching agreement with the transferee or two days before resolving to sell its promoter shares through the securities trading system. Indirect transfer aforementioned shall include, without limitation, the controlling right (or contribution) of the controlling shareholders (or contributor) of Weifang Diesel Engine Works, being transferred directly or indirectly (with or without consideration), and controlling shareholders (or contributor) to be merged by absorption by other persons, etc.

In the event that the aforementioned situation occurs in respect of Weifang Diesel Engine Works and after the change, the shareholders (or controlling shareholders) of the Company or the controlling shareholders (or contributors) of Weifang Diesel Engine Works (including the connected persons, as defined by the relevant laws and regulations of the PRC, of the aforementioned persons) has any business that competes with that of the Company and/or its subsidiaries’ (regardless the proportion of such business in the Company and its subsidiaries’ businesses) and the solutions to such competitive business fail to satisfy the independent judgment of the Company’s other promoter shareholders, the other promoter shareholders shall

have the right to demand the shareholders or relevant controlling shareholders (or contributors) to acquire all or part of the promoter shares after such transfer (the actual number shall be decided individually by the relevant transferor) at a price of 150% of the average daily trading price of the A-share market, the average daily trading price of the H-share market of a period within the 30 trading days immediately proceeding the receipt of the notice, or of the Company's latest net asset value (whichever the highest price among the three).")

- (4) the following be inserted to Article 73 of the Existing Articles as the second paragraph:

“中國境內監管規則、公司股東大會議事規則對A股股東參加股東大會的股權登記日和送達出席會議的書面回復日期另有規定的，從其規定。”

(English translation:

- (4) the following be inserted to Article 73 of the Existing Articles as the second paragraph:*

“Should the regulatory rules in mainland China and the rules of procedure of the Company's annual general meetings have other clauses specifying the share registration date and due date for delivering written reply regarding the attendance of an annual general meeting for A-shareholders who attend the annual general meeting, those clauses shall be complied with.”)

- (5) Article 74 of the Existing Articles be replaced by the following:

“公司召開股東大會，董事會、監事會、單獨或合併持有公司3%以上股份的股東，有權向公司提出提案。

單獨或者合併持有公司3%以上股份的股東，可以在股東大會召開10日前提出臨時提案並書面提交董事會；董事會應當在收到提案後2日內發出股東大會補充通知，公告臨時提案的內容。

除前款規定的情形外，董事會在發出股東大會通知公告後，不得修改股東通知已列明的提案或增加新的提案。

董事會應當根據提案的內容是否屬於股東大會職權範圍，是否有明確議題和具體決議事項，是否符合法律、行政法規和本章程的有關規定，對股東提出的臨時提案進行審核。如不符合前述原則，董事會可不將股東提案提交股東大會表決，但應當在該次股東大會上進行解釋和說明。董事會閉會期間，由公司董事長聯合其他不少於兩名董事組成臨時審核委員會對股東臨時提案進行審核。若臨時審核委員會認為臨時提案涉及事項重大，也可以召開臨時董事會審議，該會議提前通知董事的時間可以少於兩天。

提出臨時提案的股東對董事會不將其提案列入股東大會議程決定持有異議的，可以按照本章程相關規定程序和要求另行召開臨時股東大會。”

(English translation:

- (5) Article 74 of the Existing Articles be replaced by the following:*

The Board of Directors, the Supervisory Committee or shareholders who hold, separately or concurrently, more than 3% of the Company's shares shall have the right to propose a resolution to the Company to be considered at the general meeting of the Company.

Shareholders who hold, separately or jointly, more than 3% of the Company's shares can propose a provisional resolution in writing to the Board of Directors 10 days prior to the general meeting. Within 2 days after the receipt of the proposed resolution, the Board of Directors shall issue a supplementary notice of the general meeting to announce the content of the provisional resolution.

Except for the situation provided in the previous clause, the Board of Directors shall not amend any proposed resolution specified in the notice of the general meeting or add any new resolution after the issue of the notice of the general meeting.

The Board of Directors shall review the provisional resolution proposed by the shareholders to decide whether the content of the proposed resolution falls into the scope of the general meeting, has a precise agenda and there are substantial matters to be resolved, and complies with the law, administrative rules and the provisions of these Articles. Should the proposed resolution does not conform with the aforementioned principles, the Board of Directors may not submit the shareholders' resolution to the general meeting for approval, but the relevant reasons and explanations should be given at such general meeting. During the recess period of the meeting of the Board, the Company's chairman shall form a provisional committee with no less than two other directors to review the shareholders' resolution. Should the matter related to the provisional resolution is deemed significant by the Chairman, a provisional Board meeting may be convened and Directors may be notified of such meeting in less than two days prior to the meeting.

In the event that the shareholder who has proposed a provisional resolution does not agree with the proposed resolution being excluded in the agenda of the general meeting by the Board of Directors, an extraordinary general meeting may be convened in accordance with the relevant procedures and requirements stipulated in these Articles.”)

- (6) the following be inserted immediately after the end of the third paragraph of Article 113 of the Existing Articles:

“每名股東直接和間接持有的股份均不得分拆自行或者與他人共同提出議案。

公司董事會每個年度更換的董事不得超過公司董事會人數的三分之一，除非是該屆董事會或有關董事任期屆滿或有關董事辭職或根據法律法規、公司上市地的規則的要求除外。”

(English translation:

- (6) *the following be inserted immediately after the end of the third paragraph of Article 113 of the Existing Articles:*

“The number of shares directly or indirectly held by each shareholder cannot be further subdivided in order to propose a resolution by itself or jointly with other persons.

The number of the Company's new directors in each year shall not exceed one third of the number of the Company's Board of Directors unless in the event that the term of the Board or the relevant directors expires or the relevant directors resign or as required by laws or regulations or the rules of the place where the Company is listed.”)

- (7) sub-clause (2) of Article 123 of the Existing Articles be replaced by the following:

“檢查和監督董事會決議實施情況;”

(English translation:

- (7) *sub-clause (2) of Article 123 of the Existing Articles be replaced by the following:*

“Review and supervise the implementation of the Board's resolutions;”)

- (8) Article 126 of the Existing Articles be replaced by the following:

“董事會(包括臨時董事會)會議召開的通知方式、通知時限、召開形式應當符合下列要求：

- (一) 董事會例會開會的時間和地址如已由董事會事先規定，其召開毋須給予通知。如果董事會未事先決定董事會議舉行的時間和地點，董事長應責成董事會秘書在該會議舉行的不少於14天前，將董事會例會會議舉行的時間和地點用電傳、電報、傳真、特快專遞、掛號郵寄或經專人通知全體董事和監事，但本章程前條另有規定的除外。

- (二) 召開臨時董事會會議時，董事長應授權董事會秘書在臨時董事會會議舉行的不少於2天前，將臨時董事會舉行的時間、地點和方式，用電傳、電報、電話、傳真或經專人通知全體董事。
- (三) 董事可借助電話或其他通訊設施參加董事例會或臨時會議。只要通過上述設施，所有與會人士均能清楚聽到其他的人士發言並能互相通話或交流，則該等董事應被視為已親自出席該會議。
- (四) 除董事會例會，公司董事會會議還可以採用書面議案的方式召開，即通過分別送達審議或傳閱送達審議的方式對議案作出決議，董事應當在決議上寫明同意、放棄或反對的意見。該書面決議可以由數份文件構成，每一份均由一名或多名董事或其委託的其他董事簽署，並達到本章程規定能夠作出董事會決議的人數即為合法有效。一份由董事或其委託的其他董事簽署並通過電傳、電報或傳真等方式發送的決議，視為已由其簽署。

董事會在審議本章程第一百一十九條規定董事會職權中的第（三）項、第（四）項、第（五）項和第（七）項所規定的事項，董事不得借助電話或其他通訊設施參加會議。”

(English translation:

(8) Article 126 of the Existing Articles be replaced by the following:

“The notification method, notification time and method of meeting of the Board of Directors (including the provisional Board of Directors) shall satisfy the requirements as follows:

- (1) If the time and location of regular Board meetings have been specified by the Board in advance, no meeting notification shall be required. If the time and location of regular Board meetings have not been specified by the Board in advance, the Chairman shall order the Secretary of the Board to notify the entire Board and supervisors the meeting time and location by way of telex, telegraph, fax, express post, registered mail or in person no less than 14 days prior to such meeting, unless otherwise provided in the aforementioned clauses of these Articles.*
- (2) When convening a provisional Board meeting, the Chairman shall authorize the Secretary of the Board to notify the entire Board and supervisors the meeting time and location by way of telex, telegraph, fax, express post, registered mail or in person with no less than 2 days prior to the provisional Board meeting.*
- (3) Directors may participate in regular Board meetings or provisional Board meetings by telephone or other communication equipment. If all participants are able to hear others' speeches clearly, communicate and exchange views with each other through the aforementioned equipment, such Directors shall be deemed to be attending such meeting in person.*
- (4) Except for regular Board meetings, the Company's Board meetings can also be convened in way of written resolutions whereby a resolution can be passed through delivering or circulating a pending resolution separately. A Director shall indicate clearly his approval of, abstaining from or objection to the resolution. Such written resolution may consist of several documents. A resolution which is signed by one or more Directors or other authorized Directors and the minimum number of Directors required for passing a resolution according to these Articles is reached shall be deemed legal and effective. A resolution signed by a Director or his authorised Director and delivered by way of telex, telegraph or fax shall be deemed to be signed by such Director.*

As the Board of Directors review issues specified in clauses (3), (4), (5) and (7) of Article 119 of these Articles stipulating the terms of reference of the Board, Directors shall not utilize telephoning or other communication equipment to participate in the meeting.”)

By Order of the Board of Directors
Weichai Power Co., Ltd.
Zhang Yuanfu
Company Secretary

Hong Kong, 11 June 2007

Notes:

- (A) Please refer to the AGM Notice for details in respect of the other resolutions to be considered at the 2006 Annual General Meeting, eligibility of attendance, registration procedure, proxy and other relevant matters. Please also note that the book close dates referred to in note (A) to the AGM Notice was for the purpose of determining the entitlement of the holders of the H Shares of the Company to attend and vote at the 2006 Annual General Meeting only (and not for the purpose of determining the entitlement to the final dividend for the year ended 31 December 2006).
- (B) Reference is made to the announcement of the Company dated 22 May 2007 which stated that as at the date of such announcement, the Board had not held any meeting to consider whether or not to recommend any payment of final dividend for the year ended 31 December 2006. The Board announces that at the meeting of the Board held on 9 June 2007, the Board resolved to recommend a payment of final cash dividend for the year ended 31 December 2006 of RMB0.13 per share to the shareholders on the register of members of the Company on a record date (the “**Record Date**”) to be determined by the Board of Directors in due course. Based on 520,653,552 shares of the Company in issue as at 30 April 2007, the said final cash dividend will amount to RMB67,684,961.76. Further announcement will be made once the Record Date is determined.
- (C) Pursuant to Article 74 of the Existing Articles, 濰坊柴油機廠 (Weifang Diesel Engine Works), being a holder of more than 3% of the issued share capital of the Company, proposed the resolutions set out in this supplementary notice and these resolutions have been approved by the Board of Directors.
- (D) The reasons for the proposed amendments set out in the above resolutions are as follows:
- (1) Amendments to Articles 54 and 64 of the Existing Articles are mainly for the Company’s stable long-term development, maintaining the stability of the Company’s share structure and regulating the transfers of the shares of the Company’s promoters in terms of rights of first refusal to transfers and, in the event of any competition of business arising between the Company and the transferee of Weifang Diesel Engine Works not being resolved, the obligations of such transferee.
 - (2) Amendment to Article 73 of the Existing Articles is mainly to clarify the registration date for holders of A Shares to attend the general meetings of the Company and the delivery date of written replies indicating the attendance of general meetings of the Company, so as to make the relevant regulatory rules in mainland China and the rules for the shareholders’ meetings of the Company consistent with each other.
 - (3) Amendment to Article 74 of the Existing Articles is mainly for defining and standardising the procedures for shareholders holding more than 3%, separately or jointly, of the Company’s shares to propose provisional resolutions.
 - (4) Amendment to Article 113 of the Existing Articles is mainly for standardising the procedures for the nomination of Directors by the Company’s shareholders, and maintaining the stability of the composition of the Board.
 - (5) Amendment to Article 123 of the Existing Articles is mainly for defining the Chairman’s supervisory duties over the implementation of resolutions of the Board.
 - (6) Amendment to Article 126 of the Existing Articles is mainly for increasing the efficiency of the decision making of the Board, which provides for an additional method of transacting business by the Board by way of written resolutions.
- As the Company’s official Articles of Association are in the Chinese language, the English translation thereof provided in this notice is for information purpose only, and, accordingly, in the case of inconsistency, the amendments to the Articles of Association herein in the Chinese language shall prevail.
- (E) A form of proxy in respect of the ordinary resolutions and special resolutions set out in this notice is despatched with the printed version of this notice.

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, Ms. Han Xiaoqun, Mr. Chen Xuejian, and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis, Mr. Fang Zhongchang, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng.

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