



WEICHAI

**潍柴动力股份有限公司
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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Weichai Power Co., Ltd. (the “**Company**”) will be held at the Company’s conference room at 26 Minsheng East Street, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 22 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the matters set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company dated 3 July 2007 of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

It is proposed that the following matters also be considered and, if thought fit, approved at the EGM:

AS ORDINARY RESOLUTION:

1. (a) “**THAT** the Qingdao Hongben Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 1. Qingdao Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the Circular be and are hereby approved.”;
- (b) “**THAT** the Hangzhou Hongyuan Machinery Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 2. Hangzhou Hongyuan Machinery Share Transfer Agreements ” in the “Letter from the Board” contained in the Circular be and are hereby approved.”;
- (c) “**THAT** the Hangzhou Hongyuan Sports Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 3. Hangzhou Hongyuan Sports Share Transfer Agreements” in the “Letter from the Board” contained in the Circular be and are hereby approved.”;
- (d) “**THAT** the Kunshan Hongyuan Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 4. Kunshan Hongyuan Share Transfer Agreements” in the “Letter from the Board” contained in the Circular be and are hereby approved.”;
- (e) “**THAT** the Tianjin Hongben Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 5. Tianjin Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the Circular are and is hereby approved.”;

- (f) “**THAT** the Tianjin Hongning Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 6. Tianjin Hongning Share Transfer Agreements” in the “Letter from the Board” contained in the Circular be and are hereby approved.”; and
- (g) “**THAT** the Tangshan Hongben Share Transfer Agreements (as defined in the circular (the “**Circular**”) of the Company of which this notice forms part, referred to in the section headed “I. MAT Companies Share Transfer Agreements — 7. Tangshan Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the Circular be and are hereby approved.”.

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

Hong Kong, 3 July 2007

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 July 2007 to 22 August 2007 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited at the end of 20 July 2007 are entitled to attend and vote at the EGM and for the final dividend (if any) following completion of the registration procedures. To qualify for attendance and voting at the EGM and for the final dividend, 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 and Transfer Office, not later than 4:00 p.m. on 20 July 2007. The address of the Company’s H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
46/F., Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Holders of H Shares and holders 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**”) intending to attend the EGM should complete and return the reply slip for attending the EGM personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the EGM (i.e. on or before 2 August 2007). The contact details of the Secretary to the Board of the Company are as follows:

Securities Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People’s Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 229 7068
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his 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.
- (D) 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 forms 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 EGM 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.
- (E) 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 (D) above must be delivered to the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 46/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.
- (F) Each holder of A Shares of the Company who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its behalf. A proxy need not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of A Shares of the Company, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board of the Company not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (G) A shareholder or its proxy should produce proof of identity when attending the EGM. 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 EGM, such legal representative or other person shall produce his 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.
- (H) Any proposal to appoint any person to the office of director of the Company at the EGM 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 EGM and end on (and exclude) the date that is ten (10) days before the date of the EGM.
- (I) The EGM is expected to last for half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.