



**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 24 December 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, approving the matters set out below.

**AS SPECIAL RESOLUTIONS:**

1. “**THAT** the proposal for the issue (the “**Issue**”) of additional A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) (“A Shares”) and each of the following be and are hereby approved:
  - (a) class and nominal value of A Shares to be issued;
  - (b) number of A Shares to be issued;
  - (c) method of price determination;
  - (d) target investors of the Issue;
  - (e) mode of the Issue;
  - (f) place of listing of the A Shares;
  - (g) use of proceeds of the Issue;
  - (h) validity period of the resolution approving the Issue; and
  - (i) distribution of accumulated profits of the Company prior to completion of the Issue. (note A)”

2. “**THAT** the proposal in respect of the feasibility of the projects in which the proceeds of the issue of new A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) of the Company will be used be and is hereby approved. (note B)”
3. “**THAT** the authorisation of the Board of Directors with full power to deal with the relevant matters regarding the issue of A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) be and is hereby approved.”

**AS ORDINARY RESOLUTIONS:**

4. “**THAT** 《濰柴動力股份有限公司募集資金使用管理辦法》 (“Rules for the Management of the Use of Proceeds of Weichai Power Co., Ltd.”) be and are hereby approved. (note C)”
5. “**THAT** 《濰柴動力股份有限公司董事會前次募集資金使用說明》 (“Explanation of the Previous Use of Proceeds of the Board of Directors of Weichai Power Co., Ltd.”) be and is hereby approved. (note D)”

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

Hong Kong, 4 November 2007

**Notes:**

- (A) The summary of the proposed issue (the “**Issue**”) of additional A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) (“**A Shares**”) of the Company is set out below:

- (a) Class and nominal value of A Shares to be issued:

Ordinary shares denominated in Renminbi (A shares) with a nominal value of RMB1.00 per share

- (b) Number of A Shares to be issued:

Up to and not exceeding 60,000,000 A Shares, to be determined by the Board of Directors and the sponsor of the Issue

- (c) Method of price determination:

The issue price of the A Shares shall not be lower than the average share price of the A shares of the Company in the last 20 trading days or the average price of the A Shares of the Company on the last trading day prior to the announcement of the 招股意向書 (Letter of Intent of the Issue), the final issue price to be determined by the Board of Directors and the sponsor of the Issue.

(d) Target investors of the Issue:

Natural persons, legal persons and securities investment funds with shareholder accounts of Renminbi ordinary shares (A Shares) with China Securities Depository and Clearing Corporation Limited, Shenzhen Branch (中國證券登記結算有限責任公司) and other investors, who have complied with the relevant requirements of China Securities Regulatory Commission (中國證監會), save as forbidden by the laws, regulations, rules and policies of the People's Republic of China.

(e) Mode of the Issue:

Public issue to undesignated target investors. Holders of A shares whose names appear on the share register of the Company after the trading hours of The Shenzhen Stock Exchange on the relevant share registration date of the Issue shall have the pre-emptive rights to subscribe for the A Shares in proportion to the number of shares they hold. Details regarding the mode of the Issue, issue price and the proportion in respect of the said pre-emptive rights shall be determined by the Board of Directors based on market conditions.

(f) Place of listing of the A Shares:

The Shenzhen Stock Exchange

(g) Use of Proceeds:

The proceeds of the Issue, in the amount expected to be not exceeding RMB5,580 million, will be used as follows:

- (i) RMB2,000 million for the establishment of the production lines and related equipment of 藍擎 (Lanking) diesel engines;
- (ii) RMB1,500 million for the establishment of testing and analysis centres for diesel engines and vehicles;
- (iii) RMB500 million for the establishment of information platforms for the coordination of the businesses of diesel engines, parts and components and vehicles; and
- (iv) RMB1,580 million for the increase in the capital of certain subsidiaries of the Company, namely, 陝西重型汽車有限公司 (Shaanxi Heavy Duty Vehicle Company Limited), 陝西法士特齒輪有限責任公司 (Shaanxi Fast Gear Company Limited) and 株洲齒輪有限責任公司 (Zhuzhou Gear Company Limited) for the development of the heavy duty commercial vehicle project, multi-gear heavy duty transmission industrialisation project and passenger vehicle gear box technical re-engineering project, respectively.

(h) Validity period of the resolution approving the Issue:

12 months from the date on which this resolution is passed

(i) Distribution of accumulated profits of the Company prior to the completion of the Issue:

Undistributed accumulated profits of the Company prior to the completion of the Issue shall be jointly attributed to the new and existing shareholders after completion of the Issue.

The proposal of the Issue is subject to the approval of the EGM by a two-third majority and the approval of the China Securities and Regulatory Commission (中國證券監督管理委員會).

For further details of the Issue, please refer to the website of 巨潮資訊網站 (Ju Chao Information Web) : [www.cninfo.com.cn](http://www.cninfo.com.cn).

(B) For details of the proposal in respect of the feasibility of the projects in which the proceeds of the Issue will be used, please refer to the website of 巨潮資訊網站 (Ju Chao Information Web) : [www.cninfo.com.cn](http://www.cninfo.com.cn).

(C) For details of 《濰柴動力股份有限公司募集資金使用管理辦法》 (“Rules for the Management of the Use of Proceeds of Weichai Power Co., Ltd.”), please refer to the website of 巨潮資訊網站 (Ju Chao Information Web) : [www.cninfo.com.cn](http://www.cninfo.com.cn).

(D) For details of 《濰柴動力股份有限公司董事會前次募集資金使用說明》 (“Explanation of the Previous Use of Proceeds of the Board of Directors of Weichai Power Co., Ltd.”), please refer to the website of 巨潮資訊網站 (Ju Chao Information Web) : [www.cninfo.com.cn](http://www.cninfo.com.cn).

(E) 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 24 November 2007 to 24 December 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 23 November 2007 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, 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 23 November 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

- (F) Holders of H 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 4 December 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

- (G) 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.
- (H) 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.
- (I) 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.
- (J) 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.
- (K) The EGM is expected to last for half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

*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, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng; and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang.*