



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 Convening The Second Extraordinary General Meeting Of 2007

Overseas Regulatory Announcement

The Company and all members of the board of directors warrant that the information disclosed herein are true, accurate, complete and without any false contents, misrepresentations or material omission.

The Second Extraordinary General Meeting of Weichai Power Co., Ltd. (hereinafter referred to as the "Company") shall be held on 24th December 2007 and details and agenda of the notice is as follows:

1. Details Of Convening The General Meeting:

1. Convenor: The board of directors of the Company
2. Venue Of The Meeting: The conference room of the Company at 26, Minsheng Dongjie, Weifang, Shangdong Province
3. Convening And Voting Method: The method of combining the voting in person at general meeting and on-line voting will be adopted. The Company shall provide to all shareholders a on-line voting platform through the trading system of Shenzhen Stock Exchange (深圳證券交易所交易系統) and internet voting system (<http://wltp.cninfo.com.cn>). Shareholders can select to cast their votes through the aforementioned system during the on-line voting period. However, the same voting right can only select one type of voting method, i.e. either voting in person or voting on-line but not both.
4. Convening Time Of General Meeting: 24th December 2007 at 14:00

Time Schedule For On-line Voting: The time schedule of on-line voting through the trading system of Shenzhen Stock Exchange (深圳證券交易所) shall be from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on 24th December 2007; and the on-line voting through internet voting system of Shenzhen Stock Exchange (深圳證券交易所) shall commence at 8:00 a.m. on 24th December 2007 and the closing time is at 3:00 p.m. on 24th December 2007.

In the event of unexpected significant incidents like malfunctioning of the on-line voting system and affects the voting time schedule, the Company shall provide notice on that day to proceed with the general meeting, and it shall not affect the progress of the general meeting in principle.

2. Agenda To be Reviewed In General Meeting:

1. To review and approve the resolution regarding the proposal to issue additional A Shares of the Company (To be voted by item)
 - (1) Class and nominal value of shares to be issued
 - (2) Issue quantity
 - (3) Method of price determination
 - (4) Target investors to be issued
 - (5) Mode of issue
 - (6) Location of listing
 - (7) Use of proceeds
 - (8) Validity period of the resolution to issue additional shares
 - (9) Distribution of accumulated profits prior to the completion of issuing additional shares
2. to review and approve the resolution regarding the feasibility of issuing additional shares of the Company to raise fund used in the projects
3. to review and approve the resolution present in general meeting to grant a mandate to the Board of Directors to have full authority to manage the relevant matters regarding the issue of A Shares in public
4. to review and approve the resolution regarding the Rules for Management on Use of Proceeds of Weichai Power Co., Ltd.
5. to review and approve the resolution regarding the explanation of the previous use of proceeds by the Board of Directors of the Company

Resolutions 1, 2, 3 above are special resolutions and require the approval of shareholders present in the meeting and holding more than two-thirds of valid voting rights to pass the resolutions.

For details of the above resolutions, please refer to the announcement “Announcement of the Fifth Provisional Meeting of the Board of Directors of 2007” listed by the Company on China Securities Journal (中國證券報), Shanghai Securities News (上海證券報), Securities Times (證券時報), Securities Daily (證券日報) and the website www.cninfo.com.cn (巨潮資訊網站).

3. Members to be present

1. The shareholders of A Shares of the Company whose names have appeared on the shareholders register of China Securities Depository and Clearing Corporation Limited, Shenzhen Branch (中國證券登記結算有限責任公司深圳分公司) after the afternoon closing on the trading day on 19th December 2007 (Wednesday) or their appointed agents.
2. The shareholders of H Shares whose names have appeared on the shareholders register of Computershare Hong Kong Investor Services Limited (香港中央證券登記有限公司) (the relevant requirements for dispatching notice of general meeting and announcement etc. in accordance with Hong Kong regulations shall not apply to this notice and shall be notified separately).
3. For those shareholders who are eligible to attend this general meeting and with voting rights, they may appoint one or more proxies (whether or not they are shareholders of the Company) as their agents to attend the meeting and vote on their behalf. Each shareholder (or his agent) shall have one voting right for every share held (For proxy form, please see attachment).
4. The directors, supervisors and senior management of the Company.
5. The lawyers, auditors and members of respective authorities engaged by the Company.

4. Registration method at the meeting

1. For shareholders who wish to attend the general meeting in person, they should complete and sign the written attendance confirmation reply slip and deliver to the securities department of the Company on or before 20th December 2007. The return of the reply form can be in person, by post or by facsimile. Please use the attachment enclosed in the notice regarding your attendance confirmation reply slip or its photocopy when reply in writing.
2. When attending the general meeting, shareholder or its proxy must produce his identification document or share account card. If a proxy is appointed to attend the meeting on your behalf, the proxy shall present the proxy form when attending.
3. A shareholder shall use a proxy form to appoint a proxy (i.e. the attached proxy form applicable for use in this general meeting and is enclosed in this notice or its photocopy or other duly appointed document). The proxy form shall be executed by the shareholder in person or his attorney authorized in writing. If the proxy form is signed by another person authorized by the assigning shareholder, then such power of attorney or other authorizing documents must be notarized. If the assigning shareholder is a legal person, then the proxy form must be sealed and stamped and signed by the legal representative or its duly appointed representative. In order to be valid, the proxy form applicable for use in the aforementioned general meeting must be delivered to the securities department of the Company 24 hours before the holding of the general meeting.

5. Detailed operating procedures for participating in on-line voting

The procedures by the shareholders of the Company to proceed with on-line voting through the trading system are similar to the procedures in buying shares. The procedures to proceed the voting through the internet voting system are similar to filling in selection boxes. The details of the voting procedures are shown in the attachment.

6. Voting Rules

The shareholders shall exercise care and due consideration in exercising his voting rights. For every one share, only one method can be selected at the time of voting: voting in the meeting or through internet but not both. In the event of duplicate voting, the followings shall apply:

1. If the same share is voted in duplicate in the meeting and on internet, the voting in the meeting shall prevail;
2. If the same share is voted more than once on internet, the first voting shall prevail;
3. If the same share is voted in duplicate through the trading system and on internet, the voting on internet shall prevail.

7. Other Matters

1. The meeting is expected to last for half a day and all food, accommodation and transportation expenses are to be borne by shareholders.
2. The office address of the Company: 26, Minsheng Dongjie, Weifang, Shangdong Province
3. Contact telephone: 0536-2297056

Fascimile: 0536-8197073

Postal Code: 261001

Contact persons: Dai Lixin, Liu Jiahong

The notice is hereby made.

**By the board of directors of
Weichai Power Co., Ltd.
Tan Xuguang
Chairman and CEO**

4th November 2007

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.

Attachment 1: Proxy Form of the Second Extraordinary General Meeting of 2007 of Weichai Power Co., Ltd.

Attachment 2: Reply Slip in respect of the Second Extraordinary General Meeting of 2007 of Weichai Power Co., Ltd.

Attachment 3: Operating Procedures of participating in the on-line voting of the Second Extraordinary General Meeting of 2007 of Weichai Power Co., Ltd.

Attachment 1:



WEICHAI

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WEICHAI POWER CO., LTD.

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Proxy form for use at the Second Extraordinary General Meeting of 2007

Name of shareholder or entity: I/We, _____ holding _____ A Shares and _____ H Shares of Weichai Power Co., Ltd. (the "Company") is/are the shareholder of the Company. I/We hereby appoint the Chairman of the Meeting/ _____ as my/our proxy to attend for me/us at the Second Extraordinary General Meeting of 2007 to be held at the conference room of 26 Minsheng East Street, Weifang, Shandong Province at 10:00 a.m. on Monday, 24th December 2007, and to act on our my/our behalf to vote, as indicated below, in respect of the following resolutions to be proposed at the Meeting; and if no such indication is given, to vote for, against or be abstained in respect of the resolutions as my/our proxy think fit.

| SPECIAL RESOLUTIONS | | FOR | AGAINST | ABSTAINED |
|---------------------|---|-----|---------|-----------|
| 1 | To review and approve the resolution regarding the proposal to issue additional A Shares of the Company | | | |
| | (1) Class and nominal value of shares to be issued | | | |
| | (2) Issue quantity | | | |
| | (3) Method of price determination | | | |
| | (4) Target investors to be issued | | | |
| | (5) Mode of issue | | | |
| | (6) Location of listing | | | |
| | (7) Use of proceeds | | | |
| | (8) Validity period of the resolution to issue additional shares | | | |
| | (9) Distribution of accumulated profits prior to completion of issuing additional shares | | | |
| 2 | To review and approve the resolution regarding the feasibility of issuing additional shares of the Company to raise fund used in the projects | | | |

| | | | | |
|-----------------------------|--|--|--|--|
| 3 | To review and approve the resolution present in general meeting to grant a mandate to the Board of Directors to have full authority to manage the relevant matters regarding the issue of A Shares in public | | | |
| ORDINARY RESOLUTIONS | | | | |
| 4 | To review and approve the resolution regarding the Rules for Management on Use of Proceeds of the Company | | | |
| 5 | To review and approve the resolution regarding the explanation of the previous use of proceeds by the Board of Directors of the Company | | | |

Notes:

1. Please indicate the number of Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the Shares in the Company registered in your name(s).
2. Please insert full name(s) and address(es) correctly and clearly. Any newsclippers, photocopy of proxy form or manually made based on the format above can also be used validly.
3. Where a proxy other than the Chairman of the Meeting is appointed, please cross out “the Chairman of the meeting or” and fill in the name(s) and address(es) of the proxy of the person you want to appoint in the space provided. Each shareholder can appoint any person to act on his behalf. A proxy needs not be a shareholder of the Company. Any alteration on the proxy shall be initialed by the person who signs the proxy form.
4. Important: if you wish to vote for any resolution, please tick in the box marked “For”. If you wish to vote against any resolution, please tick in the box marked “Against”. If you wish to abstain from voting for any resolution, please tick in the box marked “Abstain”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be executed by you or your attorney duly authorized in writing. If the holder is a company or institution, the form of proxy must be affixed with the seal/chop of the company or institution or duly signed by its director or any other person duly authorized by that company or institution.
6. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or the certified copy thereof under which it is signed by a notary (authority) must be delivered to the securities department of the Company, not less than 24 hours before the time appointed for the General Meeting.

Attachment 2:



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Attendance confirmation reply slip of the Second Extraordinary General Meeting of 2007

Pursuant to the "Company Law of the People's Republic China" (《中華人民共和國公司法》) and the respective regulations, shareholders of Weichai Power Co., Ltd. (the "Company") who wish to attend the Second Extraordinary General Meeting of 2007 of the Company shall fill in and complete this attendance confirmation reply slip.

| | |
|---------------------------|--|
| Name: | |
| Number of Shares Held: | |
| A Shares: | |
| H Shares: | |
| Identity Card No.: | |
| Shareholder Account No.: | |
| Correspondence Address: | |
| Contact Telephone: | |
| Signatory of Shareholder: | |
| Date: | |

Notes:

1. For shareholders of A Shares (shareholders of H Shares shall be informed by other notice) whose names have appeared on the share register of the Company after the closing of trading on 19th December 2007 (Wednesday) shall have the right to fill in this attendance confirmation reply slip and attend the general meeting.
2. Please fill in correctly and clearly. Any newsclippers, photocopy of reply slip or manually made based on the format above can also be used validly.
3. Please enclosed copies of your identity document (identity card or passport).
4. Please enclosed copies of evident documents regarding the shareholdings held.
5. This reply slip shall be delivered to the Company by hand, by post or by facsimile on or before 20th December 2007 (evidenced by local postal chop).

Attachment 3

Operating Procedures of participating in the on-line voting of the Second Extraordinary General Meeting of 2007 of Weichai Power Co., Ltd.

The Company shall provide a on-line voting platform to those shareholders who wants to vote in the general meeting. Shareholders can participate the on-line voting through the trading system or internet voting system of Shenzhen Stock Exchange (深圳證券交易所).

Voting Procedures In Using The Trading System To Vote

1. The on-line voting time of the general meeting proceeded through the trading system is from 9:30 a.m. to 11:30 a.m. and from 13:00 p.m. to 15:00 p.m. on 24th December 2007. The voting procedures are similar to the procedures in buying shares.

During the on-line voting period, only the security under voting shall be listed on the trading system. Shareholders are only require to click the buy button and can proceed to vote the resolutions.

1. Stock Voting Code: 360338 Stock Short Name: Weichai Power
2. Detailed voting procedures by shareholders
 - (1) Input the buying instruction ;
 - (2) Input the security voting code ;
 - (3) Input the resolution number in the appointed price section, 1.00 Yuan represents resolution 1, 2.00 Yuan represents resolution 2, and so on, the details are as follows:

| Resolution No. | Description of Resolution | Respective Quoting Price |
|----------------|---|--------------------------|
| 1 | To review and approve the resolution regarding the proposal to issue additional A Shares of the Company | 1.00 Yuan |
| (1) | Class and nominal value of shares to be issued | 1.01 Yuan |
| (2) | Issue quantity | 1.02 Yuan |
| (3) | Method of price determination | 1.03 Yuan |
| (4) | Target investors to be issued | 1.04 Yuan |
| (5) | Mode of issue | 1.05 Yuan |
| (6) | Location of listing | 1.06 Yuan |
| (7) | Use of proceeds | 1.07 Yuan |
| (8) | Validity period of the resolution to issue additional shares | 1.08 Yuan |

| | | |
|-----|--|-----------|
| (9) | Distribution of accumulated profits prior to completion of issuing additional shares | 1.09 Yuan |
| 2 | To review and approve the resolution regarding the feasibility of issuing additional shares of the Company to raise fund used in the projects | 2.00 Yuan |
| 3 | To review and approve the resolution present in general meeting to grant a mandate to the Board of Directors to have full authority to manage the relevant matters regarding the issue of A Shares in public | 3.00 Yuan |
| 4 | To review and approve the resolution regarding the Rules for Management on Use of Proceeds of the Company | 4.00 Yuan |
| 5 | To review and approve the resolution regarding the explanation of the previous use of proceeds by the Board of Directors of the Company | 5.00 Yuan |

Note: During the voting in the general meeting, Resolution 1 has several sub-resolutions that require multiple voting, 1.00 Yuan represents all sub-resolutions to be voted under Resolution 1. 1.01 Yuan represents sub-resolution (1) under Resolution and so on.

When shareholders are voting for Resolution 1, if shareholders have voted in one or more sub-resolutions first and later vote in Resolution 1, then the voting in sub-resolutions shall prevail. However, for un-voted sub-resolutions, the voting in Resolution 1 shall prevail. If shareholders have voted in Resolution 1 first and later vote in one or more sub-resolutions, then the voting in Resolution1 shall prevail.

In the section “Appointed Number Of Shares”, you should input your voting decision.

The respective reporting number of shares to the voting decisions is as follows:

| Respective Reporting Number of Shares | Types of Voting Decision |
|--|-------------------------------------|
| For | 1 Share |
| Against | 2 Shares |
| Abstained | 3 Shares |

(4) Press “Confirm” to complete the voting procedures.

3. Matters to note

(1) The voting is irrevocable;

(2) Those reporting which do not comply with the above requirements are declared invalid and will not be counted;

- (3) If you want to enquire the voting results on internet, you should log-in the internet voting system of Shenzhen Stock Exchange (深圳證券交易所互聯網投票系統) (<http://wltp.cninfo.com.cn>) after 18:00 on 24th December 2007, and click the “Voting Enquiry” function. You will be able to check the individual on-line voting results.

2. Voting Procedures In Using The Internet Voting System To Vote

After logging-in on the internet voting system of Shenzhen Stock Exchange (深圳證券交易所互聯網投票系統) (<http://wltp.cninfo.com.cn>), you can proceed to internet voting after verification of your identity.

1. Procedures of arranging identity verification

The purpose of verifying your identify on-line is to confirm the identity of the voter in order to protect his interests. Currently, shareholders can use service password or digital certification to proceed with the identification.

For applying the service password, you can log-in to the exclusive password service of the following websites: <http://www.szse.cn> or <http://wltp.cninfo.com.cn> to register. Please fill in the relevant information to set up the service password. The service password can only be used on the next day after successfully activated by the trading system.

For applying the digital certification, you can apply through深圳證券信息有限公司or its appointed certification authority. For enquiry, please dial 0755-83239016/25918485/25918486. For internet enquiry, the email address is cai@cninfo.com.cn. You can also visit the “Securities Services” column of the internet voting system of Shenzhen Stock Exchange (深圳證券交易所互聯網投票系統) (<http://wltp.cninfo.com.cn>).

2. For those shareholders who have obtained the service password or digital certification can log-in the internet voting system of the following website <http://wltp.cninfo.com.cn> to proceed with the voting.

3. The timing of the vote by shareholders

The opening time for voting in general meeting through the internet voting system is from 8:00 a.m. on 24th December 2007 and shall close at 3:00 p.m. on 24th December 2007.