



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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING
ANNOUNCEMENT PURSUANT TO RULE 13.09(2)**

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 20 August 2008 at 10:00 a.m. for the purposes of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the 《濰柴動力股份有限公司關聯交易決策制度》 (“Rules for the Connected Transactions of Weichai Power Co., Ltd.”) (note J).
2. To consider and approve the appointment of Messrs. Ernst & Young as the non-PRC auditors of the Company and to authorise the Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People’s Republic of China, but excluding Hong Kong, Macau and Taiwan).

AS SPECIAL RESOLUTIONS:

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

“THAT:

- (1) In the first paragraph of Article 7 of the Existing Articles, the words “and amended at the first extraordinary general meeting of 2008 held on [20 August] 2008,” be added after “... amendments approved at the 2007 annual general meeting held on 19 June 2008,”; and the words “...were legally approved (if applicable)...” be replaced by “...were approved in accordance with legal procedures...”.
- (2) In the first paragraph of Article 42 of the Existing Articles, the words “(excluding H Shareholders)” be added after the words “shareholders”; and the word “profits” in “the profits derived therefrom shall belong to the Company,” be replaced by “gains”.

(3) The following sentences be added at the end of Article 47 of the Existing Articles:

“The change of registration in the register of A shareholders is subject to the relevant PRC laws, rules and regulations. The period between the share registration date and the date of the relevant shareholders’ meeting shall not be more than seven working days. No changes shall be made to the share registration date once it is confirmed.”

(4) The words “(the share registration date)” be added after the words “the record date” which appear twice in Article 48 of the Existing Articles.

(5) The last paragraph of Article 67 of the Existing Articles be deleted.

(6) Article 70 of the Existing Articles be replaced in its entirety by the following:

“Except in special circumstances such as when the Company is in a situation of crisis, unless approved by special resolution at the shareholders’ meeting of the Company, the Company shall not enter into any contract with persons other than the directors, supervisors, manager and other senior management of the Company in relation to the management of all or important business of the Company by such person.”

(7) The following sentences be added at the end of Article 71 of the Existing Articles:

“Where necessary, the Company may also hold shareholders’ meetings through the internet or by other means to facilitate the participation of shareholders. The shareholders are deemed to have attended the shareholders’ meeting if they participated in such meetings effectively through the above means.”

(8) In the first paragraph of Article 73 of the Existing Articles, the words “shareholders who intend to attend the meeting,” be replaced by the words “H shareholders who intend to attend the meeting,”.

The following paragraph be added to Article 73 of the Existing Articles as the third paragraph:

“Notice of the shareholders’ meeting shall include the following:

- (1) time, place and duration of the meeting;
- (2) matters and proposals to be submitted for consideration;
- (3) an explanation in conspicuous words : all shareholders are entitled to attend the shareholders’ meeting, and may appoint a proxy to attend and vote at such meeting, such proxy may not necessarily be a shareholder;
- (4) share registration date for shareholders who are entitled to attend the meeting;

(5) name and telephone number of the contact person for shareholders' meetings.

(9) In Article 74 of the Existing Articles, the words "10 days" in "may submit a written proposal to the Board of Directors of the Company 10 days prior to any shareholders' meeting," be replaced by "16 days".

(10) The following sentence be added at the end of Article 75 of the Existing Articles:

"The previous provision shall apply to H shareholders only."

(11) The following be added after Article 83 of the Existing Articles as Article 84:

"Individual shareholders participating in the meeting in person shall present their identification cards or other valid certificates or evidence or stock account cards which can show their identities; the proxies attending the meeting shall present their identification cards and instruments of proxy of the shareholders.

Corporate shareholders shall be represented by their legal representatives or their proxies when attending the meeting. The legal representatives attending the meeting shall present their identification cards and valid evidence evidencing their qualifications as legal representative; the proxies attending the meeting shall present their identification cards and the written instruments of proxy of such corporate shareholders in accordance with the law."

(12) Article 84 of the Existing Articles (which shall be renumbered as Article 85) be replaced in its entirety as follows:

"The instruments of proxy of Shareholders appointing other persons to attend shareholders' meetings and the proxy forms issued by the Board of Directors to the Shareholders for their appointment of other persons to attend the shareholders' meetings shall set out the following information:

(1) name of the proxy;

(2) whether or not it has voting rights;

(3) instructions to vote for, against or abstain from voting on each matter to be included in the agenda for consideration at the shareholders' meeting;

(4) date of issue of the proxy and the valid period;

(5) the signature (or chop) of the appointer. In the case of a corporate shareholder, the instrument of proxy must be affixed with the company chop.

The instrument of proxy must state that failure to indicate any voting instruction shall entitle the proxy to cast the vote in his/her discretion."

(13) A new Article 86 be added after Article 84 (which shall be renumbered as Article 85) of the Existing Articles as follows:

“The Company shall be responsible for the preparation of the register of attendants of the shareholders’ meeting. The register of attendants shall set out the names of the attending individuals (or names of the entities), identification card numbers, addresses, number of Shares with voting rights held or represented and names of the individuals or entities represented by proxies, etc.”

(14) In the first and second paragraphs of Article 91 (which shall be renumbered as Article 93) of the Existing Articles, the words “unless the following persons before or after voting by the show of hands” and “unless a poll is demanded” be replaced by “unless a poll is required under the relevant listing regulations or if demanded by the following persons before or after voting by the show of hands” and “unless a poll is required under the relevant listing regulations or is demanded”, respectively.

(15) The following five new articles be added after Article 94 (which shall be renumbered as Article 96) of the Existing Articles:

“Article 97: Resolutions shall not be amended when being considered at the shareholders’ meeting. Otherwise, the relevant amended resolution shall be deemed to be a new resolution which shall not be put forward to be voted in the same shareholders’ meeting.

Article 98: Only one of the following means of voting: at the meeting venue, through the internet or by other means, shall be chosen for the same vote. In the event that repeated vote is cast for the same voting right, the first vote shall prevail.

Article 99: Prior to the voting on any resolution at the shareholders’ meeting, two representatives of the shareholders shall be appointed to participate in the vote counting and scrutinizing. Shareholders and their proxies shall not participate in the vote counting and scrutinizing if they have interest in the matters to be considered.

During the voting on any resolution in the general meeting, a lawyer, the shareholder representatives, supervisor representatives and representatives designated by the stock exchange on which the Company’s Shares are listed (or as required by the listing rules of such stock exchange) shall be jointly responsible for vote counting and scrutinizing and the voting results shall be declared at the meeting. The voting results shall be recorded in the minutes of the meeting.

Shareholders or their proxies who vote through the internet or by other means shall have the right to check the voting result through the relevant voting system.

Article 100: The ending time of the shareholder's meeting at the meeting venue shall not be earlier than that of the meeting through the internet or by other means. The chairman of the meeting shall declare the voting situation and results of each resolution, and announce whether the resolution is approved according to the voting results.

Before the formal announcement of the voting results, the Company, vote counters, scrutineers, substantial shareholders, suppliers of the internet services and other related parties involved in the meeting venue, voting through the internet or by other means, shall have the duty of confidentiality in respect of the voting results.

Article 101: Shareholders attending the shareholders' meeting shall express one of the following opinions as to the resolutions put forward for voting : for, against or abstain.

Votes in respect of ballots which are not filled or wrongly filled, or contain unidentifiable handwriting, and ballots which are not put into the vote box, shall be deemed to be abstained from voting, and the number of shares representing such votes shall be regarded as "abstained from voting."

(16) The numbering of the Existing Articles be re-arranged if altered by any addition or deletion of the articles of association in the above amendments and references to any articles in the Existing Articles be adjusted accordingly. (note K)

4. To consider and approve, as a special resolution, the amendments to 《潍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.”) (note L).

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

Hong Kong, 30 June 2008

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 20 July 2008 to 20 August 2008 (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 19 July 2008 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 19 July 2008. The address of the Company’s H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–16, 17th Floor, 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 31 July 2008). 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: Rooms 1806–7, 18th Floor, 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 his 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 his 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 seven (7) 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.
- (J) For details of 《濰柴動力股份有限公司關聯交易決策制度》 (“Rules for the Connected Transactions 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.
- (K) In connection with the merger of the Company with 湘火炬汽車集團股份有限公司 (Torch Automobile Group Co., Ltd.) and the listing of the A shares of the Company on the Shenzhen Stock Exchange, and as required by the 《中華人民共和國公司法》 (“PRC Company Law”) (the “Company Law”) PRC Company Law and other relevant laws and regulations of the People’s Republic of China (“PRC”), and to maintain an orderly operation of the various corporate functions of the Company, the articles of association of the Company were amended and approved by the extraordinary shareholders’ meeting held on 29 December 2006, as more particularly set out in appendix VI to the circular of the Company dated 12 November 2006.

The PRC legal advisers of the Company have confirmed that the proposed amendments to the Existing Articles are pursuant to the 《關於對濰柴動力股份有限公司有關問題的整改通知》(魯證監公司字[2008]17號) (Reform Notice in respect of the Relevant Issues of Weichai Power Co., Ltd. (Luzhengjian Company No. 17 of 2008)) issued by 中國證券監督管理委員會山東監督局 (China Securities Regulatory and Administrative Committee Shandong Office) in accordance with the 《上市公司章程指引(2006年修訂)》 (“Guidelines on the Listed Companies’ Articles of Association”) (the “Guidelines”) and on the basis that the 《到境外上市公司章程必備條款》 (Mandatory Provisions for Articles of Association of Companies Listing Overseas) (the “Mandatory Provisions”) have not been amended in accordance with the recently amended Company Law and 《中華人民共和國證券法》 (PRC Securities Law) (the “Securities Law”), the proposed amendments to the Existing Articles will amend and clarify certain provisions which were originally incorporated in accordance with the Mandatory Provisions, and will add certain other provisions, in accordance with the Company Law, the Securities Law and the Guidelines.

The majority of the proposed amendments to the Existing Articles concern the shareholders’ meetings of the Company, namely, the book-close dates (Articles 47 and 48), removal of the provision for the determination of the rights and responsibilities of holders of preferential shares by shareholders’ meetings (Article 67), approval by special resolution of the contracts with persons other than directors, supervisors, etc. to deal with all or important business of the Company (Article 70), the means of holding shareholders’ meetings (Article 71), clarification of the contents of notice of meetings (Article 73), timing for proposing additional resolutions for consideration at shareholders’ meeting to the Board (Article 74), clarification of the application of the requirement of reply slip to holders of H shares only (Article 75), provision for the contents of proxy forms (Article 84) and clarification that unless required, *inter alia*, under the relevant listing regulations to be by poll, voting shall be by the show of hands (Article 91).

Further, certain new Articles in respect of the shareholders’ meetings of the Company are proposed to be added. They relate to the adoption of identification procedures of the attending shareholders and proxies (new Article 84), provisions regarding the registration of attendants (new Article 86), amendment to resolutions at shareholders’ meetings (new Article 97), treatment of repeated votes (new Article 98), the identities of scrutineers of meeting (new Article 99), announcement of and the duty of confidentiality as to voting results (new Article 100) and the expression of votes in ballots (Article 101).

As the Company is now listed on the Shenzhen Stock Exchange and has PRC listed A shares in issue, amendments to Article 42 are proposed to clarify that the provisions of such Article concerning the disposal of Shares by directors, supervisors, etc. shall not apply to the holders of H shares as confirmed by the PRC legal advisers to the Company.

The proposed amendments to Article 7 are to update the amendment history of the articles of association of the Company.

Since the Company is a PRC incorporated company and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “English Translation”) of the official proposed amendments in the Chinese language (the “Official Amendments”), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

- (L) For details of 《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.”), please refer to the website of 巨潮資訊網站 (Ju Chao Information Web): www.cninfo.com.cn.