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If you have sold or transferred all your shares of the Company, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED BONUS SHARES ISSUE BY CONVERSION OF
CAPITAL RESERVE OF THE COMPANY,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND**

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

A letter from the Board is set out on pages 3 to 9 of this circular.

Notices convening the EGM and the Class Meetings to be held at 26 Minsheng East, Weifeng, Shandong Province, the PRC on 3 November 2008 are set out on pages 10 to 20 of this circular. Whether or not you intend to be present at the said meeting(s), you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares) or the registered office of the Company at Securities Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“A Share(s)”	the A Share(s), being ordinary share(s) issued and/or to be issued as part of the New Shares (as the context may require), in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange
“A Shareholders’ Class Meeting”	the class meeting of the holders of A Shares to be convened and held on 3 November 2008 for the purpose of approving the proposed Bonus Shares Issue
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Shares Issue”	the proposed issue of New Shares to the Shareholders (subject to fractional entitlements and the restriction on issue to Overseas Shareholders as mentioned in this circular) by way of conversion of the capital reserve of the Company on the basis of six New Shares for every 10 existing Shares held by the Shareholders on the Record Date
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the A Shareholders’ Class Meeting (as the case may be)
“Company”	Weichai Power Co., Ltd., a company established under the laws of the PRC
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on 3 November 2008 for the purpose of approving the proposed Bonus Shares Issue and the proposed amendments to the Articles of Association
“Group”	the Company and its subsidiaries (as defined in the Hong Kong Listing Rules)

DEFINITIONS

“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued and/or to be issued as part of the New Shares (as the context may require), in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Hong Kong Stock Exchange
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held on 3 November 2008 for the purpose of approving the proposed Bonus Shares Issue
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	12 September 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New A Shares”	the new A Shares to be allotted and issued pursuant to the Bonus Shares Issue
“New H Shares”	the new H Shares to be allotted and issued pursuant to the Bonus Shares Issue
“New Shares”	the new Shares to be allotted and issued pursuant to the Bonus Shares Issue
“Overseas Shareholder(s)”	the holder(s) of H Share(s) whose address(es) as stated in the register of holders of H Shares is/are outside Hong Kong
“Record Date”	the record date to be determined by the Board by reference to which entitlements to the Bonus Shares Issue will be determined
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Supervisor(s)”	supervisor(s) of the Company



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**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)

Executive Directors:

Tan Xuguang (*Chairman and chief executive officer*)
Xu Xinyu (*Executive president*)
Sun Shaojun (*Executive president*)
Zhang Quan (*Executive president*)

Non-executive Directors:

Yeung Sai Hong
Chen Xuejian
Yao Yu
Li San Yim
Liu Huisheng
Zhang Fusheng
Julius G. Kiss
Han Xiaoqun
Gu Linsheng
Li Shihao
Liu Zheng

Independent Non-executive Directors:

Zhang Xiaoyu
Koo Fook Sun, Louis
Fang Zhongchang

Supervisors:

Sun Chengping
Ding Yingdong
Jiang Jianfang

Registered office:

197, Section A
Fu Shou East Street
High Technology Industrial
Development Zone
Weifang City
Shandong Province
The People's Republic of China

Principal place of business in Hong Kong:

Room 1909, 19th Floor
Gloucester Tower
15 Queen's Road Central
Hong Kong

16 September 2008

To: *Holders of H Shares*
Holders of A Shares

Dear Sir or Madam,

**PROPOSED BONUS SHARES ISSUE BY CONVERSION OF
CAPITAL RESERVE OF THE COMPANY,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 August 2008.

The purpose of this circular is to provide you with, among other things, further details of (i) the proposed Bonus Shares Issue, and (ii) the proposed amendments to the Articles of Association

LETTER FROM THE BOARD

consequential to the completion of the Bonus Shares Issue. This circular also contains the notices convening the EGM and the Class Meetings.

PROPOSED BONUS SHARES ISSUE BY CONVERSION OF CAPITAL RESERVE OF THE COMPANY

The Board has proposed the Bonus Shares Issue to the Shareholders for their consideration and approval. Holders of H Shares and A Shares whose names appear on the register of holders of H Shares and the register of holders of A Shares of the Company, respectively, on the Record Date will be entitled to the Bonus Shares Issue. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” below, the Bonus Shares Issue will be made by conversion of the capital reserve of the Company and the New Shares will be distributed to the relevant Shareholders on the basis of six New Shares for every 10 existing Shares held on the Record Date.

Conditions of the Bonus Shares Issue

The Bonus Shares Issue is conditional upon the following:

- (i) the passing of the special resolution to approve the Bonus Shares Issue and the consequential amendments to the Articles of Association as a result of the Bonus Shares Issue at the EGM and to approve the Bonus Shares Issue at the Class Meetings; and
- (ii) approval by and/or filing at the relevant governmental or regulatory authorities of the PRC being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and
- (iii) in respect of the New H Shares, the Listing Committee of the Hong Kong Stock Exchange granting or agreeing to grant the approval for the listing of, and permission to deal in, the New H Shares.

According to Rule 19A.38 of the Hong Kong Listing Rules, except in the circumstances mentioned in Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Directors shall obtain the approval by special resolution of the Shareholders in general meeting and the approvals by special resolution of the holders of A Shares and of the holders of the H Shares at separate class meetings conducted in accordance with the Articles of Association in respect of issue of the New Shares under the Bonus Shares Issue. As the Bonus Shares Issue does not fall within Rule 13.36(2) of the Hong Kong Listing Rules (as replaced by Rule 19A.38 of the Hong Kong Listing Rules), the Bonus Shares Issue is conditional upon, *inter alia*, the passing of the resolutions to approve the Bonus Shares Issue at the respective EGM and Class Meetings as mentioned above.

Basis of the Bonus Shares Issue

The Bonus Shares Issue will be made by the conversion of the capital reserve of the Company and the New Shares will be distributed to the relevant Shareholders on the basis of six New Shares, credited as fully paid, for every 10 existing Shares held by the Shareholders whose names appear on the register of holders of H Shares and register of holders of A Shares of the Company respectively on the Record Date.

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Status of the New Shares

The New Shares will, subject to the Articles of Association, when issued, rank *pari passu* in all respects with the Shares then in issue. Holders of the New Shares will be entitled to receive all future dividends and distributions (if any) which are declared and paid after the date on which the New Shares are allotted and issued, but will not be entitled to the dividends declared by the Company before the Record Date.

Fractional entitlements

No fractional Shares will be issued. Fractional entitlements to the New H Shares will be aggregated and sold for the benefit of the Company. Fractional entitlements to the New A Shares will be treated in accordance with the relevant regulations of the Shenzhen Stock Exchange. For details, please refer to the further announcement to be issued by the Company in the PRC in respect of the implementation of the Bonus Shares Issue (if implemented).

Effect on the shareholding after the Bonus Shares Issue.

Set out below are the shareholding structures of the Company as at the Latest Practicable Date and immediately upon completion of the Bonus Shares Issue (assuming that no new Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date, and that the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” above will be satisfied):

	As at the Latest Practicable Date		Immediately after completion of the Bonus Shares Issue	
	Number of Shares	%	Number of Shares	%
A Shares				
– restricted A Shares	218,640,586	41.99	349,824,937	41.99
– unrestricted A Shares	175,512,966	33.71	280,820,746	33.71
H Shares	<u>126,500,000</u>	<u>24.30</u>	<u>202,400,000</u>	<u>24.30</u>
Total	<u>520,653,552</u>	<u>100.00</u>	<u>833,045,683</u>	<u>100.00</u>

On the basis of a total of 312,392,131 New Shares to be issued pursuant to the Bonus Shares Issue (based on 520,653,552 Shares in issue as the Latest Practicable Date), approximately RMB312.4 million will be transferred from the Company’s capital reserve to its share capital and a total of 833,045,683 Shares will be issued. The New Shares will represent 60% of the existing issued share capital of the Company and 37.50% of the issued share capital of the Company as enlarged by the issue of the New Shares.

Record Date for the Bonus Shares Issue

Since the Company will only be able to determine the Record Date after obtaining the approvals of the Shareholders at the EGM and the Class Meetings, and obtaining/completing the relevant approval by and/or filing at the relevant governmental or regulatory authorities of the PRC (to the extent required

LETTER FROM THE BOARD

under the relevant PRC laws, rules and regulations), the Company will issue a further announcement on the Record Date after the same is determined.

Overseas Shareholders

The Company confirms that as at the Latest Practicable Date, the Company had no holders of H Shares whose addresses as shown on the register of members of the Company in respect of H Shares were located in places outside Hong Kong. Upon the Bonus Shares Issue becoming unconditional and after the Record Date is determined, the Company will consider if there are any Overseas Shareholders on the Record Date, and if there are such Overseas Shareholders, then the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant Overseas Shareholders to be eligible to take part in the Bonus Shares Issue pursuant to the Hong Kong Listing Rules.

If, after making enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for distributing New H Shares to the Overseas Shareholders, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange (such as filing of any registration statement or prospectus or other special formalities) in that place, not to issue the New H Shares to such Overseas Shareholders, arrangements will be made for the Bonus Shares which would otherwise be issued to such Overseas Shareholders to be sold in the market as soon as practicable after dealings in the New H Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

The Company will issue a further announcement on whether it has any Overseas Shareholders on the Record Date after the Record Date is determined.

Share certificates

Subject to the fulfillment of the conditions of the Bonus Shares Issue as set out in the paragraph headed “Conditions of the Bonus Shares Issue” above, certificates in respect of the New H Shares will be sent by ordinary mail to the persons entitled thereto at their respective addresses shown in the register of holders of H Shares of the Company or in the case of joint holders, to the address of the joint holder whose name stands first in the register of holders of H Shares of the Company in respect of the joint holding. The Company will issue a separate announcement regarding the date of despatch of certificates for the New H Shares.

Application for listing

Application will be made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New H Shares. The New H Shares are not a new class of securities to be listed and accordingly no arrangements are required to be made to enable the New H Shares to be admitted into CCASS.

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The A Shares are listed on the Shenzhen Stock Exchange. Listing of the New A Shares on the Shenzhen Stock Exchange is proposed to be sought.

Save as mentioned above, no other part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

Reasons for the Bonus Shares Issue

The Board believes that the proposed Bonus Shares Issue will allow the Shareholders to participate in the growth of the Company by way of conversion of the capital reserve. In addition, it will provide the Company with a wider capital base and therefore increase the marketability of the Shares.

Proposed amendments to the Articles of Associations consequential to the Bonus Shares Issue

If the Bonus Shares Issue is approved at the EGM in the Class Meetings, the registered share capital of the Company will need to be increased upon completion of the Bonus Shares Issue and certain articles of the Articles of Association will be required to be amended to reflect the changes in the registered capital and the issued share capital as a result of Bonus Shares Issue.

The proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective if the Bonus Shares Issue is approved at the EGM and the Class Meetings and becomes unconditional. The details of such proposed amendments to the Articles of Association consequential to the Bonus Shares Issue are set out in the resolution numbered 2 in the notice of EGM set out on pages 11 to 12 of this circular.

Warning of risks of dealing in Shares

The Bonus Shares Issue is conditional upon the conditions set out in the paragraph headed “Conditions of the Bonus Shares Issue” above. Any Shareholder or other person dealing in the Shares prior to the Company having fulfilled the conditions for the Bonus Shares Issue will accordingly bear the risk that the Bonus Shares Issue cannot become unconditional and may not be able to receive the New Shares. Shareholders and potential investors should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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EGM AND CLASS MEETINGS

The EGM and the Class Meetings will be held at 26 Minsheng East Street, Weifang, Shandong Province, the PRC on 3 November 2008 to consider and, if thought fit, approve the proposed Bonus Shares Issue and the proposed amendments to the Articles of Association consequential to the completion of the Bonus Shares Issue. The H Shareholders' Class Meeting will be held immediately after the conclusion of the EGM, and the A Shareholders' Class Meeting will be held immediately after the conclusion of the H Shareholders' Class Meeting, to consider and, if thought fit, approve the proposed Bonus Shares Issue. Notices convening the EGM and the Class Meetings are set out on pages 10 to 20 of this circular.

Forms of proxy for use at the EGM and the Class Meetings are enclosed with this circular. Holders of A Shares may use the forms of proxy published by the Company on the website of the Shenzhen Stock Exchange instead. Whether or not you intend to be present at such meetings, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares) or the Company's registered office at Securities Department, 197,s Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC (postal code: 261061) (with respect to the holders of A Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 4 October 2008 to 3 November 2008, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM and the H Shareholders' Class Meeting, all transfer documents of H Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 3 October 2008.

PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Under the Articles of Association, at any general meeting of Shareholders, a resolution shall be decided on a show of hands unless a poll is demanded by any of the following persons before (or after) any vote by a show of hands:

- (a) the chairman of the meeting;
- (b) at least two Shareholders, who have the right to vote, present in person or by proxy;
- (c) one or more Shareholders (including proxies) representing, either calculated separately or in aggregate, one-tenth or more of all shares carrying the right to vote at the meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATIONS

The Board considers that the proposed Bonus Shares Issue and the proposed amendments to the Articles of Association consequential to the completion of the Bonus Shares Issue are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions which will be proposed at the EGM and the Class Meetings.

Yours faithfully,
For and on behalf of
the Board of Directors
Tan Xuguang
Chairman and CEO



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 OF THE SHAREHOLDERS OF
WEICHAI POWER CO., LTD.**

NOTICE IS HEREBY GIVEN that an 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 3 November 2008 at 9:00 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 (the “**Shareholders**”) dated 16 September 2008, of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. “**THAT** conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (“**Hong Kong**”) and the Macau Special Administrative Region) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); (iii) the approval of the Bonus Shares Issue by the class meetings of the holders of H Shares and of the holders of the A Shares (as defined below), respectively; and (iv) the approval of resolution 2 (as set out in the notice containing this resolution) by the shareholders of the Company:
 - (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (“**New Share(s)**”) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the record date (“**Record Date**”) to be determined by the board of directors of the Company (“**Board**”) on the basis of six New Shares for every 10 existing shares of the Company held on the Record Date, by the conversion of the amount of approximately RMB312.4 million standing to the credit of the capital reserve of the Company and the application of the same in paying up in full at par the New Shares (“**Bonus Shares Issue**”) (and any fractional entitlement to the New Shares will not be issued), be and is hereby approved;

NOTICE OF EGM

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as the “**Excluded Shares**” hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider to be necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange.”

- 2. “**THAT** conditional upon the approval of resolution 1 (as set out in the notice containing this resolution) by the shareholders of the Company and the Bonus Shares Issue (as defined in the said resolution 1) becoming unconditional (other than the reference therein to the approval of this resolution 2 by the shareholders of the Company), the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):
 - (1) In the first paragraph of Article 7 of the Articles of Association, the words “and amended at the second extraordinary general meeting of 2008 held on 3 November 2008,” be added after the words “...amendments approved at the first extraordinary general meeting of 2008 held on 20 August 2008,”
 - (2) In the second paragraph of Article 19 of the Articles of Association, the words “...the Company’s total number of ordinary shares in issue is 520,653,552 shares...”

be replaced by the words “...the Company’s total number of ordinary shares in issue is 833,045,683 shares...”

NOTICE OF EGM

- (3) The following paragraph be added to Article 20 of the Articles of Association as the third paragraph: “After the implementation of the 2008 bonus shares issue by way of the conversion of the capital reserve, a total of 833,045,683 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 630,645,683 shares (including 325,600,000 shares held by promoter domestic Shareholders and promoter foreign Shareholders) and holders of overseas listed foreign shares are interested in 202,400,000 shares.”
- (4) Article 21 of the Articles of Association. “The share capital of the Company consists of 520,653,552 ordinary shares, of which holders of overseas listed foreign shares are interested in 126,500,000 shares, holders of A Shares are interested in 394,153,552 shares (including 203,500,000 shares held by the promoters).”

be replaced by: “The share capital of the Company consists of 833,045,683 ordinary shares, of which holders of overseas listed foreign shares are interested in 202,400,000 shares, holders of A Shares are interested in 630,645,683 shares (including 325,600,000 shares held by the promoters).”

- (5) In Article 24 of the Articles of Association, the words: “the Company’s registered capital is RMB520,653,552, comprising a total of 520,653,552 shares...”

be replaced by the words “the Company’s registered capital is RMB833,045,683; comprises of a total of 833,045,683 shares...”.”

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

Hong Kong, 16 September 2008

NOTICE OF EGM

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 4 October 2008 to 3 November 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 3 October 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 4:30 p.m. on 3 October 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 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 14 October 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

Holders of A shares (being ordinary shares) in the share capital of the Company with a Renminbi denominated part value of RMB1.00 each, which are subscribed and/or paid for 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 14 October 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.

NOTICE OF EGM

- (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 form 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 1806–1807, 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 not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.



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
OF THE HOLDERS OF H SHARES**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the **"H Shareholders' Class Meeting"**) of the holders of H shares (**"H Shares"**) 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 3 November 2008 at 11:00 a.m. (or, if later, as soon as practicable after the completion of the class meeting of the holders of the A Shares of the Company to be held at 10:00 a.m. at the same date) for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the **"Shareholders"**) dated 16 September 2008 of which this notice forms part (the **"Circular"**) shall have the same meanings when used herein.

AS A SPECIAL RESOLUTION:

To consider and, if thought fit, approve the following resolution as a special resolution:

"THAT conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (**"Stock Exchange"**) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People's Republic of China (the **"PRC"**, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (**"Hong Kong"**) and the Macau Special Administrative Region) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); (iii) the approval of the Bonus Shares Issue by the extraordinary general meeting of the shareholders of the Company and class meeting of the holders of A Shares (as defined below), respectively; and (iv) the approval of consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the extraordinary general meeting of the shareholders of the Company:

- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (**"New Share(s)"**) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the record date (**"Record Date"**) to be determined by the board of directors of the Company (**"Board"**) on the basis of six New Shares for every 10 existing shares of the Company held on the Record Date by the conversion of the amount of up to RMB312.4 million standing to the credit of the capital

NOTICE OF H SHAREHOLDERS' CLASS MEETING

reserve of the Company and the application of the same in paying up in full at par the New Shares (“**Bonus Shares Issue**”) (and any fractional entitlement to the New Shares will not be issued), be and is hereby approved;

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong of the PRC, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as “**Excluded Shares**” hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange.”

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

Hong Kong, 16 September 2008

Notes:

- (A) The Company will not process registration of transfers of H Shares of the Company from 4 October 2008 to 3 November 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 3 October 2008 are entitled to attend and vote at the H Shareholders' Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shareholders' Class Meeting, 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 4:30 p.m. on 3 October 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

NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (B) Holders of H Shares intending to attend the H Shareholders' Class Meeting should complete and return the reply slip for attending the H Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the H Shareholders' Class Meeting (i.e. on or before 14 October 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 H Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting on its 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 form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the H Shareholders' Class Meeting 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.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (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 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the H Shareholders' Class Meeting.
- (F) A Shareholder or his proxy should produce proof of identity when attending the H Shareholders' Class Meeting. 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 H Shareholders' Class Meeting, 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 authorization of that legal representative or other person.
- (G) The H Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.



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
OF THE HOLDERS OF A SHARES**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the **"A Shareholders' Class Meeting"**) of the holders of A shares (**"A Shares"**) 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 3 November 2008 at 10:00 a.m. (or, if later, as soon as practicable after the completion of the extraordinary general meeting of the shareholders of the Company to be held at 9:00 a.m. at the same date) for the purpose of considering and, if though fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the **"Shareholders"**) dated 16 September 2008 of which this notice forms part (the **"Circular"**) shall have the same meanings when used herein.

AS A SPECIAL RESOLUTION:

To consider and, if thought fit, approve the following resolution as a special resolution:

"THAT conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (**"Stock Exchange"**) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People's Republic of China (the **"PRC"**, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (**"Hong Kong"**) and the Macau Special Administrative Region) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); (iii) the approval of the Bonus Shares Issue by the extraordinary general meeting of the shareholders of the Company and the class meetings of the holders of A Shares (as defined below), respectively; and (iv) the approval of consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue by the extraordinary general meeting of the shareholders of the Company:

- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (**"New Share(s)"**) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares, respectively, on the record date (**"Record Date"**) to be determined by the board of directors of the Company (**"Board"**) on the basis of six New Shares for every 10 existing shares of the Company held on the Record Date by the conversion of the amount of up to RMB312.4 million standing to the credit of the capital

NOTICE OF A SHAREHOLDERS' CLASS MEETING

reserve of the Company and the application of the same in paying up in full at par the New Shares (“**Bonus Shares Issue**”) (and any fractional entitlement to the New Shares will not be issued), be and is hereby approved;

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board of Directors considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as “**Excluded Shares**” hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this relocation, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange.”

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

Hong Kong, 16 September 2008

NOTICE OF A SHAREHOLDERS' CLASS MEETING

Notes:

- (A) Holders of A Shares of the Company whose names appear on the register of A Shares of the Company at the end of 30 October 2008 are entitled to attend and vote at the A Shareholders' Class Meeting.
- (B) Holders of A Shares intending to attend the A Shareholders' Class Meeting should complete and return the reply slip for attending the A Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the A Shareholders' Class Meeting (i.e. on or before 14 October 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 A Shares of the Company entitled to attend and vote at the A Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the A Shareholders' Class Meeting on its 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 A 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 form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the A Shareholders' Class Meeting 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.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Secretary to the Board of the Company, not less than 24 hours before the time appointed for the A Shareholders' Class Meeting. The address of the Secretary to the Board of the Company is stated in Note (B) above.
- (F) A Shareholder or his proxy should produce proof of identity when attending the A Shareholders' Class Meeting. 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 A Shareholders' Class Meeting, 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 authorization of that legal representative or other person.
- (G) The A Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the A Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.