



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 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

- (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.

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 Zhong Chang.