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**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**2008 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2008 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 19 June 2009 at 10:00 a.m. for the purposes of considering, approving (or receiving) and authorising the following matters:

**AS ORDINARY RESOLUTIONS:**

1. To consider and approve the Annual Report of the Company for the year ended 31 December 2008.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2008.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2008.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2008.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2008.
6. To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2008.

7. To consider and approve the re-appointment of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) as the 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).
8. To consider and approve the re-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).
9. To consider and approve the granting of a mandate to the Board of Directors for payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2009.
10. To consider and approve the amendments to the 董事會薪酬委員會工作細則 (Working Rules of the Remuneration Committee of the Board of Directors) of the Company.

#### **AS SPECIAL RESOLUTIONS:**

11. 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 annual general meeting of 2008 held on [●] [●] 2009,” be added after the words “...amended at the second extraordinary general meeting of 2008 held on 3 November 2008”.
- (2) In the second paragraph of Article 120 of the Existing Articles, the words “10 days” in the sentence “... the last day shall be the day 10 days before the date of general meeting ...” be replaced by “16 days”.
- (3) The following be inserted after the first paragraph of Article 201 of the Existing Articles:

“The profit distribution policy of the Company should focus on the reasonable the investment return of the investors while ensuring the sustainability and stability. The cash dividend distribution shall be made in due time, when the cash flow of the Company satisfied the needs for normal production, operation and development.” (*Note (J)*)

12. To consider and, if thought fit, pass the following resolution, as a special resolution, for the grant of a general mandate to the Board of Directors to issue, amongst other things, new shares:

**“THAT:**

- (1) the Board of the Directors be and is hereby authorised and granted an unconditional general mandate (“General Mandate”) to separately or concurrently allot, issue and deal with additional A Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
  - (a) the General Mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (b) the aggregate nominal amount of the A Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board of Directors (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the shareholders of the Company) shall not exceed 20 per cent of the aggregate nominal amount of the A Shares and the H Shares in issue, respectively, as at the date of passing of this special resolution; and
  - (c) the Board of Directors will only exercise its power under the General Mandate in accordance with the Company Law of the People’s Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time) and, if required, the approvals from the China Securities Regulatory Commission and/or other relevant government authorities and/or regulatory bodies of the People’s Republic of China (the “PRC”, which for the purposes of this resolution excludes Hong Kong, Macau and Taiwan) are obtained (provided that in the event that A Shares are proposed to be issued by the Board of Directors pursuant to the General Mandate, and if the then applicable laws and regulations of the PRC require such issue to be approved by the shareholders of the Company, further meeting(s) of the shareholders of the Company will be convened to consider and approve such A Share issue. Furthermore, in the event that the General Mandate is not approved by the relevant regulatory authorities in the PRC in respect of the issue of A Shares, the General Mandate shall be limited to the issue of H Shares only);

and, for the purpose of this special resolution:

“A Share(s)” mean PRC listed ordinary share(s) of the Company with a par value of RMB1.00 each, which are subscribed and/or paid for in Renminbi and traded and listed on the Shenzhen Stock Exchange;

“H Share(s)” mean overseas listed ordinary share(s) of the Company with a par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and traded and listed on The Stock Exchange of Hong Kong Limited;

“Relevant Period” means the period from the date of passing this special resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution, unless, by a special resolution passed at that meeting, the General Mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“Rights Issue” means the allotment or issue of shares in the Company pursuant to an offer made to all the shareholders of the Company (excluding, as the Board of Directors may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

- (2) contingent on the Board of Directors resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board of Directors be and is hereby authorised:
  - (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
  - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and

- (c) to increase the capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate).”

By Order of the Board of Directors  
**Weichai Power Co., Ltd.**  
**Cheung Tat Leung, Peter**  
*Company Secretary*

Hong Kong, 29 April 2009

*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 19 May 2009 to 19 June 2009 (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 May 2009 are entitled to attend and vote at the 2008 Annual General Meeting and for the final dividend (if any) following completion of the registration procedures. To qualify for attendance and voting at the 2008 Annual General Meeting and for the final dividend, 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 18 May 2009. 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 2008 Annual General Meeting should complete and return the reply slip for attending the 2008 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2008 Annual General Meeting, (i.e. on or before 30 May 2009). 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 2008 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2008 Annual General Meeting 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 2008 Annual General 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 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, 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 2008 Annual General Meeting.
- (F) For 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”), please refer to the notice of the 2008 Annual General Meeting published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.
- (G) A shareholder or his proxy should produce proof of identity when attending the 2008 Annual General 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 2008 Annual General 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 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 2008 Annual General Meeting 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 2008 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2008 Annual General Meeting.
- (I) The 2008 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2008 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) The proposed amendments to the Existing Articles are for the purposes set out below:
- (i) the proposed amendment to Article 7 of the Existing Articles is for the purpose of updating the amendment history of the Existing Articles if the proposed amendments are approved by the 2008 Annual General Meeting;

- (ii) the proposed amendment to Article 120 of the Existing Articles is for the purpose of consistency with the provision of Article 74 that shareholders, alone or together, holding 3% or more of the shares of the Company may propose additional resolutions to be considered at a shareholders' meeting 16 days prior to such meeting; and
- (iii) the proposed amendment to Article 201 of the Existing Articles is for the purpose of compliance with 《關於修改上市公司現金分紅若干規定的決定》(With regard to Cash Dividends of Listed Companies to Amend Certain Provisions of the Decision) issued by the中國證券監督管理委員會 (China Securities Regulatory Commission).

The PRC legal advisers to the Company have confirmed that the said proposed amendments to the Existing Articles comply with relevant provisions of 《中華人民共和國公司法》(PRC Company Law), 《中華人民共和國證券法》(PRC Securities Law), 《上市公司章程指引(2006年修訂)》(Guidelines on the Listed Companies' Articles of Association (amended in 2006)), 《到境外上市公司章程必備條款》(Mandatory Provisions for Articles of Association of Companies Listing Overseas) and 《關於修改上市公司現金分紅若干規定的決定》(With regard to Cash Dividends of Listed Companies to Amend Certain Provisions of the Decision).

As the Company is a PRC incorporated company and the official Existing Articles 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.

*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 Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, 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.*