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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)**

**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 26 October 2010 at 9:00 a.m. for the purpose of considering and, if thought fit, approving the matters set out below, and the bonus shares issue by conversion of capital reserve of the Company and certain amendments to the articles of association of the Company (the details of which are set out the circular of the Company dated 9 September 2010, which contains the notice of EGM setting out the special resolutions numbered 15 and 16 in respect of the same). Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the “**Shareholders**”) dated 9 September 2010, of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

**ORDINARY RESOLUTIONS**

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

1. “**THAT** the provision of general services and labour services by Weichai Holdings (as defined in the circular of which this notice forms part) (and its associates) (as the case may be) to the Company (and its subsidiaries) (as the case may be) (including the relevant supplemental agreement and new caps) as set out in the section headed “I.A.1.(a)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note J)
2. “**THAT** the supply and/or connection of utilities by Weichai Holdings (as defined in the circular of which this notice forms part) (and its associates) (as the case may be) to the Company (and its subsidiaries) (as the case may be) (including the relevant supplemental agreement and new caps) as set out in the section headed “I.A.1.(b)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note J)

3. “**THAT** the purchase of diesel engine parts and components, gas and scrap metals, raw materials, etc. and related products and processing services by the Company (and its subsidiaries) (as the case may be) from Weichai Holdings (as defined in the circular of which this notice forms part) (and its associates) (as the case may be) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.1.(c)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note J)
4. “**THAT** the sale of diesel engines, diesel engine parts and components, materials and related products and provision of processing services by the Company (and its subsidiaries) (as the case may be) to Weichai Holdings (as defined in the circular of which this notice forms part) (and its associates) (as the case may be) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.1.(d)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note J)
5. “**THAT** the sale of diesel engines and diesel engine parts by the Company to Fujian Longgong (as defined in the circular of which this notice forms part) and Shanghai Longgong Machinery (as defined in the circular of which this notice forms part) (and their respective associates) (as the case may be) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.2.” in the announcement of the Company dated 23 August 2010) be and are hereby approved.”(note K)
6. “**THAT** the sale of semi-finished diesel engine parts and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Deutz (as defined in the circular of which this notice forms part) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.3.(a)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note L)
7. “**THAT** the provision of sales and warranty period repair services by the Company to Weichai Deutz (as defined in the circular of which this notice forms part) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.3.(b)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note L)
8. “**THAT** the purchase of diesel engine parts and components and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Deutz (as defined in the circular of which this notice forms part) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.3.(c)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note L)
9. “**THAT** the sale of diesel engines and related products by the Company (and its subsidiaries) (as the case may be) to Weichai Heavy Machinery (as defined in the circular of which this notice forms part) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.4.(a)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note M)

10. “**THAT** the purchase of diesel engines parts and components, materials, steel, scrap metal and used diesel engines, etc. and related products by the Company (and its subsidiaries) (as the case may be) from Weichai Heavy Machinery (as defined in the circular of which this notice forms part) (including the relevant supplemental agreement and the new caps) as set out in the section headed “I.A.4.(b)” in the announcement of the Company dated 23 August 2010) be and are hereby approved.” (note M)
11. “**THAT** the supplemental agreement dated 23 August 2010 referred to in the section headed “II. Continuing connected transactions – 1. Continuing Connected Transactions between SFGC and Fast Transmission – (a) Sale of parts and components of transmissions and related products by SFGC to Fast Transmission” in the “Letter from the Board” contained in the circular (the “**Circular**”) of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.”
12. “**THAT** the supplemental agreement dated 23 August 2010 referred to in the section headed “II. Continuing connected transactions – 1. Continuing Connected Transactions between SFGC and Fast Transmission – (b) Purchase of parts and components of transmissions and related products by SFGC from Fast Transmission” in the “Letter from the Board” contained in the circular (the “**Circular**”) of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.”
13. “**THAT** the supplemental agreement dated 23 August 2010 referred to in the section headed “II. Continuing connected transactions – 2. Continuing Connected Transactions between Shaanxi Zhongqi (and its subsidiaries) (as the case may be) and Shaanxi Automotive (and its associates) (as the case may be) – (a) Sale of vehicles, parts and components of vehicles and related products and provision of the relevant services by Shaanxi Zhongqi (and its subsidiaries) (as the case may be) to Shaanxi Automotive (and its associates) (as the case may be)” in the “Letter from the Board” contained in the circular (the “Circular”) of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.”
14. “**THAT** the supplemental agreement dated 23 August 2010 referred to in the section headed “II. Continuing connected transactions – 2. Continuing Connected Transactions between Shaanxi Zhongqi (and its subsidiaries) (as the case may be) and Shaanxi Automotive (and its associates) (as the case may be) – (b) Purchase of parts and components of vehicles and related products by Shaanxi Zhongqi (and its subsidiaries) (as the case may be) to Shaanxi Automotive (and its associates) (as the case may be)” in the “Letter from the Board” contained in the circular (the “Circular”) of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.”

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

Hong Kong, 9 September 2010

*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 27 September 2010 to 26 October 2010 (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 24 September 2010 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 24 September 2010. 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 6 October 2010). 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: 17M 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.
- (J) Weichai Holdings and Tan Xuguang (being the chairman and a director of Weichai Holdings) shall abstain from voting in respect of this Resolution.
- (K) Fujian Longgong (and its associates) shall abstain from voting in respect of this Resolution.
- (L) Weichia Holdings, Tan Xuguang (being the chairman and a director of Weichai Holdings) and Zhang Quan (being the chairman of Weichai Deutz) shall abstain from voting in respect of this Resolution.
- (M) Weichia Holdings, Tan Xuguang (being the chairman and a director of Weichai Holdings, and also the chairman of Weichai Heavy Machinery) and Liu Huisheng (being a director of Weichai Heavy Machinery) shall abstain from voting in respect of this Resolution.

*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.*