



**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 11 February 2009 at 10:00 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 18 December 2008, 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 supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (a) Provision of general services and labour services by Weichai Holdings (and its associates) (as the case may be) to the Company” 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.” *(Note L)*
2. “**THAT** the supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (b) Supply and/or connection of utilities by Weichai Holdings (and its associates) (as the case may be) to the Company” 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.” *(Note L)*

3. “**THAT** the Weichai Purchase and Processing Services Agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (c) Purchase of diesel engine parts and components, gas and scrap metals, etc., materials and related products and processing services by the Company from Weichai Holdings (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.” *(Note L)*
4. “**THAT** the Weichai Sale and Processing Services Agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (d) Sale of diesel engines, diesel engine parts and components, materials and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (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.” *(Note L)*
5. “**THAT** the supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 2. Continuing connected transactions between Fujian Longgong and Shanghai Longgong (and their respective associates) and the Company — Sale of diesel engines and diesel engine parts by the Company to Fujian Longgong and Shanghai Longgong (and their respective associates)” 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.” *(Note J)*
6. “**THAT** the supplemental agreement to the framework agreement dated 21 October 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 3. Continuing connected transactions between Guangxi Liugong Machinery and the Company — Sale of diesel engines and diesel engine parts by the Company to Guangxi Liugong Machinery” 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.” *(Note K)*
7. “**THAT** the supplemental agreement to the master sales agreement dated 21 October 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (a) Sale of semi-finished diesel engine parts and related products by the Company to Weichai Deutz” 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.” *(Note L)*

8. “**THAT** the diesel engine parts and components and related products purchase agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (b) Purchase of diesel engine parts and components and related products by Weichai Resources from Weichai Deutz” 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.” *(Note L)*
9. “**THAT** the diesel engines purchase agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (c) Purchase of diesel engines and related products by the Company from Weichai Deutz” 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.” *(Note L)*
10. “**THAT** the supplemental agreement to the framework agreement dated 17 November 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (a) Sale of diesel engines and related products by the Company to Shandong Juli” 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.” *(Note L)*
11. “**THAT** the Juli Purchase and Processing Services Agreement (as defined in the Circular) referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (b) Purchase of diesel engine parts and components, materials, steel and scrap metal, etc. and related products and processing services by the Company and Weichai Resources (as the case may be) from Shandong Juli” 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.” *(Note L)*
12. “**THAT** the supplemental agreement to the parts and components sale agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC 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.”
13. “**THAT** the supplemental agreement to the parts and components and related products purchase agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC 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.”

14. “**THAT** the supplemental agreement to vehicles, parts and components and raw materials sale and heat processing agreement referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (a) Sale of vehicles, parts and components of vehicles and related products and provision of heat processing services by Shaanxi Zhongqi, Hande Axle, Jingding and Tiangua (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.”
15. “**THAT** the supplemental agreement to the parts and components and scrap steel purchase agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (b) Purchase of parts and components of vehicles, scrap steel and related products by Shaanxi Zhongqi, Hande Axle, Jingding, Shaanxi Import and Tiangua (as the case may be) from Shaanxi Automotive’s associates” 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.”
16. “**THAT** the supplemental agreement to off-road vehicles sale agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case maybe) — (a) Sale of off-road vehicles by DFOVCL to Dong Feng Automotive” 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.”
17. “**THAT** the supplement agreement to parts and components purchase agreement referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case maybe) — (b) Purchase of parts and components of off-road vehicles and related products by DFOVCL from Dong Feng Automotive (and its associates) (as the case may be) and provision of technical support services by Dong Feng Automotive to DFOVCL” 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.”

## SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution relating to the granting of a general mandate to the Board of Directors to issue debenture in the PRC as a special resolution:

18. **“THAT:**

- (1) The Board of Directors be and is hereby generally and unconditionally granted (subject to the approval from the relevant PRC regulatory authorities), within a period of two years from the relevant registration in the PRC, a general mandate to issue debentures (or other non-equity related debt instruments), in one or more tranches, with an amount less than RMB2,700 million (the **“Debenture Issue”**).
- (2) The Board of Directors (or any committee thereof), taking into consideration the specific needs of the Company and other market conditions, be and is hereby generally and unconditionally authorised to:
  - (i) determine the terms and conditions of and other matters relating to the Debenture Issue (including, but not limited to, the determination of the actual aggregate amount, interest rate, rating, guarantee arrangements and use of the proceeds of the Debenture Issue);
  - (ii) do all such acts which are necessary and incidental to the Debenture Issue (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and
  - (iii) take all such steps which are necessary for the purposes of executing the Debenture Issue (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board of Directors (or any committee thereof) in connection with the Debenture Issue, such acts and steps be hereby approved, confirmed and ratified.”

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

Hong Kong, 18 December 2008

*Notes:*

- (A) The Company will not process registration of transfers of H shares (being overseas listed foreign shares and ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (“H Shares”) from 12 January 2009 to 10 February 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 9 January 2009 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 9 January 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 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 22 January 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 EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder or by a person duly authorised by the relevant shareholder in writing (a “power of attorney”). If the forms of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.

- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (D) above must be delivered to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Rooms 1806–1807, 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.
- (J) Fujian Longgong and Shanghai Longgong (and their respective associates) will abstain from voting at the EGM in respect of this resolution.
- (K) Guangxi Liugong (and its associates) will abstain from voting at the EGM in respect of this resolution.
- (L) Weichai Holdings and Tan Xuguang will abstain from voting at the EGM 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 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.*