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WEICHAI
濰柴動力股份有限公司
WEICHAI POWER CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

NOTICE OF 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2010 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31 December 2010 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 18 May 2011 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 2010.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2010.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2010.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31 December 2010.
5. To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2010.
6. To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2010.

7. To consider and approve the appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the auditors of the Company and to authorise the Directors to determine their remuneration, and the non re-appointments of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) and Messrs. Ernst & Young as the PRC auditors and non-PRC auditors, respectively, of the Company (*Note J*).
8. To consider and approve the granting of a mandate to the Board of Directors for the payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2011.
9. To consider and approve the connected transaction between the Company and its subsidiaries and 北汽福田汽車股份有限公司 (Beiqi Futian Motor Company Limited) (*Note K*).
10. To consider and approve the connected transaction between the Company and 山推工程機械股份有限公司 (Shantui Engineering Machinery Co. Ltd.) (*Note K*).
11. To consider and approve the connected transaction between 陝西重型汽車有限公司 (Shaanxi Heavy Duty Motor Company Limited) and 山推楚天工程機械有限公司 (Chutian Engineering Machinery Company Limited) (*Note K*).

AS SPECIAL RESOLUTIONS:

12. To consider and, if thought fit, pass the following resolution, as a special resolution, 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 2010 held on 18 May 2011,” be added after “... and amended at the first extraordinary general meeting of 2010 held on 26 October 2010,”;
- (2) In Article 189 of the Existing Articles, the sentence “The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, and shall also be prepared in accordance with international accounting standards or the accounting standards of the place where the shares of the Company are listed outside the PRC.” be deleted and replaced in its entirety by the following:

“The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, and, in addition, may also be prepared in accordance with international accounting standards or the accounting standards of the place where the shares of the Company are listed outside the PRC according to the needs of the Company.”

- (3) In Article 190 of the Existing Articles, the sentence “The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and shall also be prepared in accordance with international accounting standards or the accounting standards of the place where the shares of the Company are listed outside the PRC.” be deleted and replaced in its entirety by the following as:

“The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and, in addition, may also be prepared in accordance with international accounting standards or the accounting standards of the place where the shares of the Company are listed outside the PRC according to the needs of the Company.”
(*Note L*)

13. 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 allot, issue and deal with additional 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 H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) 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 H Shares in issue 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;

and, for the purpose of this special resolution:

“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, 1 April 2011

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 18 April 2011 to 18 May 2011 (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 15 April 2011 are entitled to attend and vote at the 2010 Annual General Meeting and for the final dividend (if any) following completion of the registration procedures. To qualify for attendance and voting at the 2010 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 15 April 2011. 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 2010 Annual General Meeting should complete and return the reply slip for attending the 2010 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2010 Annual General Meeting, (i.e. on or before 28 April 2011). 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 2010 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2010 Annual General Meeting on his/her 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 2010 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: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2010 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 2010 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/her proxy should produce proof of identity when attending the 2010 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 2010 Annual General Meeting, such legal representative or other person shall produce his/her 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 2010 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 2010 Annual General Meeting and end on (and exclude) the date that is ten (10) days before the date of the 2010 Annual General Meeting.

- (I) The 2010 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2010 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” which was published by the Stock Exchange in December 2010, Mainland incorporated issuers listed in Hong Kong are allowed to prepare their financial statements using Mainland accounting standards, and Mainland audit firms approved by the Ministry of Finance (“MOF”) and China Securities Regulatory Commission (“CSRC”) can service such issuers applying the China Accounting Standards for Business Enterprises (“CASBE”) with effect from 15 December 2010. The Company is aware that Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) (“EY Hua Ming”) is a Mainland audit firm approved by MOF and CSRC.

According to the aforesaid change of policy, the Company proposes to appoint EY Hua Ming as the Company’s only auditor for 2011 for the purposes of auditing the Company’s financial statements for the year ending 31 December 2011 in accordance with the CASBE in order to improve efficiency and reduce the costs of the Company. Accordingly, the re-appointments of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) and Messrs. Ernst & Young as the PRC auditors and non-PRC auditors, respectively, of the Company upon the end of the 2010 Annual General Meeting will not be sought.

Each of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) and Messrs. Ernst & Young has confirmed that there are no matters connected with the proposed non re-appointment of the same that need to be brought to the attention of the shareholders of the Company. The Board also confirms that there are no circumstances in respect of the proposed non re-appointments that should be brought to the attention of the shareholders and creditors of the Company.

The Company expects that the said adoption of the CASBE shall not have any material financial impact on the Group.

- (K) The relevant connected transaction does not constitute a connected transaction of the Group under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- (L) The amendments to the Existing Articles as set out in this resolution are for the purpose of the preparation of the Company’s financial statements using the Mainland accounting standards only, in line with the policy change as set out in Note J above.

Since the Company is a PRC incorporated company and the official articles of association of the Company 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 Shao Jun 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.