



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31st December, 2004 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 27th May, 2005 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 Report of the Board of Directors of the Company for the year ended 31st December, 2004.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2004.
3. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31st December, 2004.
4. 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 authorize Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People’s Republic of China, but excluding Hong Kong).
5. To consider and approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the non-PRC auditors of the Company and to authorize Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People’s Republic of China, but excluding Hong Kong).
6. To consider and approve the profit distribution of the Company for the year ended 31st December, 2004 (including the payment of final dividend).
7. To consider and approve the re-appointment of 張小虞 (Zhang Xiaoyu) as an independent non-executive Director of the Company with effect as from the close of this Annual General Meeting up to the earlier of (i) the conclusion of the next annual general meeting of the Company (“Next AGM”); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 張小虞 (Zhang Xiaoyu) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.
8. To consider and approve the re-appointment of 顧福身 (Koo Fook Sun, Louis) as an independent non-executive Director of the Company with effect as from the close of this Annual General Meeting up to the earlier of (i) the conclusion of the next annual general meeting of the Company (“Next AGM”); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 顧福身 (Koo Fook Sun, Louis) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.

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9. To consider and approve the re-appointment of 房忠昌 (Fang Zhong Chang) as an independent non-executive Director of the Company with effect as from the close of this Annual General Meeting up to the earlier of (i) the conclusion of the next annual general meeting of the Company ("Next AGM"); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 房忠昌 (Fang Zhong Chang) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.
10. 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 31st December, 2005.

### AS SPECIAL RESOLUTIONS:

11. As special business and as a standing resolution to pass the following resolution as a special resolution:

**"THAT** any proposal to appoint any person to the office of Director 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; and the period for lodgement of such notices shall commence on (and include) the day after the date of despatch of the notice convening the relevant general meeting of the Company appointed to consider such proposal and end on (and exclude) the date that is seven (7) days before the date of the said general meeting."

12. As special business, 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, amongst other things, new shares as a special resolution:

**"THAT:**

- (1) The Directors be and is hereby authorized to make such amendments to the Articles of Association of the Company as it thinks fit so as to increase the registered capital of the Company and reflect the new capital structure of the Company upon the allotment and issuance of shares of the Company as contemplated in paragraph (2) of this special resolution.
- (2) The Board of Directors be and is hereby granted, during the Relevant Period, an unconditional general mandate to separately or concurrently issue, allot and deal with additional domestic shares and/or overseas listed foreign shares of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements or options which may require the exercise of such powers after the end of the Relevant Period; and



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(ii) the aggregate nominal amount of the domestic shares or overseas listed foreign 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 a Rights Issue or any option scheme or similar arrangement, shall not exceed 20% of the aggregate nominal amount of the domestic shares and overseas listed foreign shares, respectively, of the Company in issue as at the date of this special resolution; and the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China ("PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(3) For the purposes of this special resolution:

"Relevant Period" means the Period from the passing of this special resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or (ii) the expiration of the 12-month period following the passing of this special resolution; or (iii) the date on which the authority sets out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

"Rights Issue" means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding 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) and, where appropriate, the holder of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.

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- (4) Contingent on the Board of Directors resolving to issue shares pursuant to paragraph (2) of this special resolution, the Board of Directors be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds, and things as it may consider necessary in connection with the issue of such new shares (including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds and making all necessary filings and registrations with the relevant PRC, Hong Kong and other relevant authorities, including but not limited to registering the increased registered capital of the Company with the relevant authorities in the PRC as a result of the issuance of shares pursuant to paragraph (2) of this special resolution”.

By Order of the Board of Directors  
**Zhang Yuanfu**  
*Company Secretary*  
**Weichai Power Co., Ltd.**

Hong Kong, 6th April, 2005

### Notes:

- (A) The Company will not process registration of transfers of H Shares of the Company from 27th April, 2005 to 27th May, 2005 (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 26th April, 2005 are entitled to attend and vote at the Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the Annual General 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 4:00 p.m. on 26th April, 2005. The address of the Company's H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited  
46/F., Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

- (B) Holders of H Shares, domestic shares and foreign shares of the Company intending to attend the Annual General Meeting should complete and return the reply slip for attending the Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the Annual General Meeting, (i.e. on or before 7th May, 2005).



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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 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 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 authorization (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the 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 notarized 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: 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Annual General Meeting.
- (F) Each holder of domestic shares or foreign shares (excluding H Shares) of the Company who is entitled to attend and vote at the Annual General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company. Notes (C) and (D) above also apply to the holders of domestic shares and foreign shares (excluding H 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 authorization (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 Annual General Meeting. The address of the Secretary to the Board of the Company is stated in Note (B) above.

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- (G) A shareholder or his proxy should produce proof of identity when attending the 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 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 authorization of that legal representative or other person.
- (H) Any proposal to appoint any person to the office of director of the Company at the Annual General Meeting shall be given in writing and, notice in written 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 Annual General Meeting and end on (and exclude) the date that is seven (7) days before the date of the Annual General Meeting.
- (I) The Annual General Meeting is expected to last for half a day. Shareholders who attend the Annual General Meeting shall bear their own travelling and accommodation expenses.