



WEICHAI

**潍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)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular of the Company dated 14 May 2004 regarding, inter alia, certain amendments to the Company's Articles of Association. As the Company is a PRC enterprise regulated by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) ("SASAC"), the amendments to the Articles were subject to obtaining the requisite approval from SASAC. The Company submitted the amended Articles to SASAC for approval. SASAC has approved, inter alia, all the provisions in the amended Articles relating to the amendments to the Listing Rules.

Reference is made to the circular of Weichai Power Co., Ltd. (the "Company") dated 14 May 2004 to the Shareholders (the "Circular") regarding, inter alia, certain amendments to the Company's Articles of Association (the "Articles"). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

As the Company is a PRC enterprise regulated by the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) ("SASAC"), it was stated in the Circular that the amendments to the Articles were subject to obtaining the requisite approvals from, and effecting the necessary filings at, the relevant governmental and/or regulatory bodies of the PRC. The Company submitted the amended Articles to SASAC for approval. SASAC has approved the amended Articles (in particular those amendments relating to the amendments to the Listing Rules which came into effect on 31 March 2004 (the "Amended Listing Rules")) (namely, Articles 24, 50, 72, 93, 94, 113 and 135), save that certain parts that are not, inter alia, contained in the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) of the PRC and are not related to the Amended Listing Rules, namely, (i) Article 100(2) and Article 100(5) (the details of which were contained in the Circular, and they do not relate to the requirements of the Amended Listing Rules) which were not contained in SASAC's approval and have not become effective; and (ii) (as regards the amendment to Article 10 which comprised two sentences) the second sentence of the amendment (the details of which were contained in the Circular, and they do not relate to the requirements of the Amended Listing Rules) was not contained in SASAC's approval and therefore such second sentence has not become effective, and accordingly, the amended Article 10 takes effect only with the first sentence as approved by SASAC (namely, that the Company may invest in other limited companies, joint stock limited companies and other organizations or units which are permitted to accept investments under relevant laws, and shall assume liability to the extent of the Company's capital contributions thereto). The Company will make further announcement in this regard should the aforesaid parts of the provisions of Articles 10 and 100 become effective.

The Articles amended as aforesaid and have been approved by SASAC and (in particular those amendments relating to the Amended Listing Rules) are valid and effective.

By Order of the Board

Tan Xuguang

Chairman and Chief Executive Officer

Hong Kong, 25 October 2004

As at the date of this announcement, the Board comprises the executive Directors: Mr. Tan Xuguang (Chairman and Chief Executive Officer), Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Qian; the non-executive Directors: Ms. Zhang Fusheng, Mr. Chen Xuejian, Mr. Tong Jingen, Mr. Yeung Sai Hong, Mr. Li San Yim, Mr. Yao Yu, Mr. Julius G. Kiss and Mr. Feng Gang; and the independent non-executive Directors: Mr. Zhang Xiaoyu and Mr. Koo Fook Sun, Louis.