



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**2006 Annual General Meeting**”) of Weichai Power Co., Ltd. (the “**Company**”) for the year ended 31st December, 2006 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 29th June, 2007 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 31st December, 2006.
2. To consider and approve the Report of the Board of Directors of the Company for the year ended 31st December, 2006.
3. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2006.
4. To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31st December, 2006.
5. 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 authorise the Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People’s Republic of China, but excluding Hong Kong, Macau and Taiwan).
6. To consider and approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the non-PRC auditors of the Company and to authorise the Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People’s Republic of China, but excluding Hong Kong, Macau and Taiwan).
7. 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, 2007.
8. To consider and approve the report of the board of directors of Torch Automobile Group Co., Ltd. for the year ended 31st December, 2006.
9. To consider and approve the report of the supervisory committee of Torch Automobile Group Co., Ltd. for the year ended 31st December, 2006.
10. To consider and approve the 財務決算報告 (report of the audited financial statements and the auditors’ report) of Torch Automobile Group Co., Ltd. for the year ended 31st December, 2006.
11. To consider and approve any profit distribution of Torch Automobile Group Co., Ltd. for the year ended 31st December, 2006 (*Note J*).

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

Hong Kong, 14th May, 2007

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 29th May, 2007 to 29th June, 2007 (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 29th May, 2007 are entitled to attend and vote at the 2006 Annual General Meeting and for the final dividend (if any) following completion of the registration procedures. To qualify for attendance and voting at the 2006 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 4:00 p.m. on 28th May, 2007. 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 and 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”) intending to attend the 2006 Annual General Meeting should complete and return the reply slip for attending the 2006 Annual General Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the 2006 Annual General Meeting, (i.e. on or before 9th June, 2007). 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 2006 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2006 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 authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the 2006 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 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 2006 Annual General Meeting.
- (F) Each holder of A Shares of the Company who is entitled to attend and vote at the 2006 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 2006 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 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 2006 Annual General Meeting. 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 2006 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 2006 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 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 2006 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 2006 Annual General Meeting and end on (and exclude) the date that is seven (7) days before the date of the 2006 Annual General Meeting.
- (I) The 2006 Annual General Meeting is expected to last for half a day. Shareholders who attend the 2006 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (J) This resolution is included herein pursuant to the request of The Shenzhen Stock Exchange. Please note that Torch Automobile Group Co., Ltd. has ceased to exist.