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WEICHAI

濰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)

**ANNOUNCEMENT OF RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 31 OCTOBER 2016**

The Board is pleased to announce that the resolutions set out in the EGM Notice were duly approved by way of poll at the EGM held on 31 October 2016.

The board of directors (the “**Board**”) of Weichai Power Co., Ltd. (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed for consideration and approval at the extraordinary general meeting of the shareholders of the Company, which was held on 31 October 2016 at 2:30 p.m. (the “**EGM**”) as set out in the notice of the EGM dated 15 September 2016 (the “**EGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Sale and Purchase Agreement in respect of the purchase of all issued shares of DH Services Luxembourg Holding S.à r.l. and certain of its subsidiaries and the transactions contemplated thereunder.	1,542,169,315 (99.928%)	396,466 (0.026%)	709,349 (0.046%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
2.	To consider and approve the provision of general services and labour services by Weichai Holdings (and its associates) to the Company (and its subsidiaries) (including the relevant supplemental agreement and the new caps).	813,184,252 (99.988%)	98,280 (0.012%)	2,500 (0.000%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
3.	To consider and approve the supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries) (including the relevant supplemental agreement and new caps).	813,184,152 (99.988%)	98,380 (0.012%)	2,500 (0.000%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
4.	To consider and approve the purchase of diesel engine parts and components, gas, scrap metals, materials, diesel engines and related products and processing services by the Company (and its subsidiaries) from Weichai Holdings (and its associates) (including the relevant supplemental agreement and new caps).	812,916,152 (99.955%)	366,280 (0.045%)	2,600 (0.000%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
5.	To consider and approve the sale of diesel engines, diesel engine parts and components, materials, semi-finished products and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) (including the relevant supplemental agreement and new caps).	812,916,152 (99.955%)	366,280 (0.045%)	2,600 (0.000%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
6.	To consider and approve the purchase of diesel engine parts and components, materials, steel and scrap metal, diesel engines and related products and processing and labour services by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries) (including the relevant supplemental agreement and new caps).	812,916,152 (99.955%)	366,280 (0.045%)	2,600 (0.000%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				
7.	To consider and approve the application of the Loan and the grant of the Guarantee by the Company to its wholly-owned subsidiary, Weichai Power Hong Kong International Development Co., Limited.	1,540,512,349 (99.821%)	98,380 (0.006%)	2,664,401 (0.173%)
As more than one half of the total number of the votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 3,998,619,278 shares (comprising 3,027,099,278 A Shares and 971,520,000 H Shares).
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules: nil.
- (3) Total number of shares held by the shareholders or their proxies who have attended the EGM and are entitled to vote is 1,543,275,130 shares, which represent approximately 38.60% of the total issued shares.
- (4) Weichai Holdings (holding 672,952,800 shares) and its associates have abstained from voting in respect of the Resolutions numbered 2 to 6 at the EGM as disclosed in the EGM Notice.
- (5) Computershare Hong Kong Investor Services Limited, the share registrar for the H shares of the Company, and 北京市通商律師事務所 (Beijing Commerce & Finance Law Office), legal advisors of the Company as to the People's Republic of China law, acted as the scrutineers at the EGM.

By order of the Board of Directors
Weichai Power Co., Ltd.
Kwong Kwan Tong
Company Secretary

Hong Kong, 31 October 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Li Dakai and Mr. Sun Shaojun; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.