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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)

**ANNOUNCEMENT OF RESULTS OF
THE EXTRAORDINARY GENERAL MEETING, THE CLASS MEETING OF
THE HOLDERS OF A SHARES AND THE CLASS MEETING OF
THE HOLDERS OF H SHARES HELD ON 10 FEBRUARY 2025
AND
ELECTION OF DIRECTOR**

The Board is pleased to announce that all the resolutions set out in the EGM Notice, the A Shareholders' Class Meeting Notice and the H Shareholders' Class Meeting Notice were duly approved by the shareholders of the Company, the A Shareholders and the H Shareholders (as the case may be) by way of poll at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (as the case may be) held on 10 February 2025.

The Board further announces the election of Mr. Huang Weibiao as an executive Director.

I. EXTRAORDINARY GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) 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 Company which was held on 10 February 2025 at 2:50 p.m. (the “**EGM**”) as set out in the notice of the EGM dated 17 January 2025 (the “**EGM Notice**”) as follows:

Ordinary resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the election of Mr. Huang Weibiao as an executive Director of the Company for a term from the date of the EGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive).	3,421,826,196 (94.1590%)	208,534,561 (5.7383%)	3,733,998 (0.1027%)
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.				
Special resolutions		Number of votes (%)		
		For	Against	Abstain
2.	To consider and approve the Repurchase and Cancellation (as defined in the Company’s circular dated 17 January 2025 (the “ Circular ”)) of part of the Restricted Shares.	3,631,505,807 (99.9288%)	1,355,998 (0.0373%)	1,232,950 (0.0339%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				
3.	To consider and approve the Cancellation of Shares held in Designated Account (as defined in the Circular).	3,631,275,105 (99.9224%)	1,482,400 (0.0408%)	1,337,250 (0.0368%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				

Special resolutions		Number of votes (%)		
		For	Against	Abstain
4.	To consider and approve the granting of authorisation to the board of directors to deal with the matters related to repurchase and cancellation under the Incentive Scheme (as defined in the Circular).	3,631,050,107 (99.9162%)	1,607,298 (0.0442%)	1,437,350 (0.0396%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				
5.	To consider and approve the change of registered capital and amendments to the Articles of Association as set out in the Circular.	3,628,791,007 (99.8541%)	2,297,450 (0.0632%)	3,006,298 (0.0827%)
As more than two thirds of the total number of votes held by the shareholders and proxies who attended the EGM were cast in favour of the resolution, the resolution was passed as a special resolution.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 8,717,561,296 shares (comprising 1,943,040,000 H shares and 6,774,521,296 A shares).
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 3,634,094,755 shares, which represents approximately 41.6871% of the total issued shares entitling the holders to attend and vote for or against the resolutions at the EGM.
- (4) No shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM, and none of the shareholders has stated their intention in the circular of the Company dated 17 January 2025 (the “**Circular**”) to vote against or to abstain from voting on any of the resolutions of the EGM.
- (5) Executive Directors Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao, non-executive Director Mr. Richard Robinson Smith, and independent non-executive Directors Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Xu Bing and Mr. Tao Huaan attended the EGM either in person or via video or telephone conference system.
- (6) (i) Computershare Hong Kong Investor Services Limited, the share registrar for the H shares of the Company, (ii) Mr. Zhao Yongchang, supervisor of the Company, and (iii) 北京市通商律師事務所 (Beijing Commerce & Finance Law Offices), the legal advisers to the Company as to the People’s Republic of China law, acted as the scrutineers at the EGM.

II. CLASS MEETING OF THE HOLDERS OF A SHARES

The Board is pleased to announce the poll results in respect of the resolutions proposed for consideration and approval at the class meeting of the holders of the A shares (being the ordinary shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the Shenzhen Stock Exchange (the “A Shares”)) (the “A Shareholders”) of the Company, which was held on 10 February 2025 immediately after the conclusion of the EGM (the “A Shareholders’ Class Meeting”) as set out in the notice of A Shareholders’ Class Meeting dated 17 January 2025 (the “A Shareholders’ Class Meeting Notice”) as follows:

Special resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Repurchase and Cancellation (as defined in the Circular) of part of the Restricted Shares.	2,438,667,997 (99.9290%)	1,355,998 (0.0556%)	376,900 (0.0154%)
As more than two thirds of the total number of votes held by the A Shareholders and proxies who attended the A Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				
2.	To consider and approve the Cancellation of Shares held in Designated Account (as defined in the Circular).	2,438,437,295 (99.9195%)	1,482,400 (0.0607%)	481,200 (0.0197%)
As more than two thirds of the total number of votes held by the A Shareholders and proxies who attended the A Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				
3.	To consider and approve the granting of authorisation to the board of directors to deal with the matters related to repurchase and cancellation under the Incentive Scheme (as defined in the Circular).	2,438,212,297 (99.9103%)	1,607,298 (0.0659%)	581,300 (0.0238%)
As more than two thirds of the total number of votes held by the A Shareholders and proxies who attended the A Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

Notes:

- (1) Total number of A Shares entitling the holders to attend and vote for or against the resolution at the A Shareholders' Class Meeting: 6,774,521,296 shares.
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the A Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules: Nil.
- (3) Total number of A Shares held by the A Shareholders or their proxies who have attended the A Shareholders' Class Meeting and are entitled to vote is 2,440,400,895 shares, which represents approximately 36.0232% of the total issued A shares entitling the holders to attend and vote for or against the resolutions at the A Shareholders' Class Meeting.
- (4) No shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the A Shareholders' Class Meeting, and none of the shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions of the A Shareholders' Class Meeting.
- (5) Executive Directors Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao, non-executive Director Mr. Richard Robinson Smith, and independent non-executive Directors Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Xu Bing and Mr. Tao Huaan attended the A Shareholders' Class Meeting either in person or via video or telephone conference system.
- (6) (i) Mr. Zhao Yongchang, supervisor of the Company, and (ii) 北京市通商律師事務所 (Beijing Commerce & Finance Law Offices), legal advisors of the Company as to the People's Republic of China law, acted as the scrutinees at the A Shareholders' Class Meeting.

III. CLASS MEETING OF THE HOLDERS OF H SHARES

The Board announces the poll results in respect of the resolutions proposed for consideration and approval at the class meeting of the holders of the H shares (being the overseas listed foreign shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each (the “**H Shares**”)) (the “**H Shareholders**”) of the Company, which was held on 10 February 2025 immediately after the conclusion of the A Shareholders' Class Meeting (the “**H Shareholders' Class Meeting**”) as set out in the notice of H Shareholders' Class Meeting dated 17 January 2025 (the “**H Shareholders' Class Meeting Notice**”) as follows:

Special resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Repurchase and Cancellation (as defined in the Circular) of part of the Restricted Shares.	1,192,813,810 (99.9283%)	0 (0.0000%)	856,050 (0.0717%)
As more than two thirds of the total number of votes held by the H Shareholders and proxies who attended the H Shareholders' Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

Special resolutions		Number of votes (%)		
		For	Against	Abstain
2.	To consider and approve the Cancellation of Shares held in Designated Account (as defined in the Circular).	1,192,813,810 (99.9283%)	0 (0.0000%)	856,050 (0.0717%)
As more than two thirds of the total number of votes held by the H Shareholders and proxies who attended the H Shareholders' Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				
3.	To consider and approve the granting of authorisation to the board of directors to deal with the matters related to repurchase and cancellation under the Incentive Scheme (as defined in the Circular).	1,192,813,810 (99.9283%)	0 (0.0000%)	856,050 (0.0717%)
As more than two thirds of the total number of votes held by the H Shareholders and proxies who attended the H Shareholders' Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

Notes:

- (1) Total number of H Shares entitling the holders to attend and vote for or against the resolution at the H Shareholders' Class Meeting: 1,943,040,000 shares.
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules: Nil.
- (3) Total number of H Shares held by the H Shareholders or their proxies who have attended the H Shareholders' Class Meeting and are entitled to vote is 1,193,669,860 shares, which represents approximately 61.4331% of the total issued H shares.
- (4) No shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the H Shareholders' Class Meeting, and none of the shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions of the H Shareholders' Class Meeting.
- (5) Executive Directors Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao, non-executive Director Mr. Richard Robinson Smith, and independent non-executive Directors Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Xu Bing and Mr. Tao Huaan attended the H Shareholders' Class Meeting either in person or via video or telephone conference system.
- (6) (i) Mr. Zhao Yongchang, supervisor of the Company, (ii) Computershare Hong Kong Investor Services Limited, the share registrar for the H shares of the Company, and (iii) 北京市通商律師事務所 (Beijing Commerce & Finance Law Offices), legal advisors of the Company as to the People's Republic of China law, acted as the scrutineers at the H Shareholders' Class Meeting.

IV. ELECTION OF DIRECTOR

Reference is made to the Company's Circular.

The Board announces that Mr. Huang Weibiao (黃維彪) has been appointed as an executive Director of the Company for a term from 10 February 2025 to the conclusion of the annual general meeting of the Company for the year ending 31 December 2026 (both days inclusive).

The biographical details of Mr. Huang were set out in the Circular. Save as disclosed therein, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the aforesaid appointment or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

By Order of the Board of Directors
Weichai Power Co., Ltd.
Ma Changhai
Chairman

Hong Kong, 10 February 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Ma Changhai, Mr. Wang Decheng, Mr. Huang Weibiao, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao; the non-executive Directors of the Company are Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Zhao Fuquan, Mr. Xu Bing and Mr. Tao Huaan.