



WEICHAI

潍柴动力股份有限公司
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 EXTRAORDINARY GENERAL MEETING
HELD ON 22 AUGUST 2007**

The Board is pleased to announce that all the resolutions set out in the EGM Notice and the Supplementary EGM Notice were duly approved at the EGM held on 22 August 2007.

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 Company which was held on 22 August 2007 (the “**EGM**”) as set out in the notice of extraordinary general meeting dated 3 July 2007 (the “**EGM Notice**”) contained in the circular (the “**MAT Circular**”) of the Company dated 3 July 2007 in respect of certain discloseable and connected transactions of the Company and the supplementary notice of extraordinary general meeting dated 8 August 2007 (the “**Supplementary EGM Notice**”) contained in the circular (the “**CCT Circular**”) of the Company dated 8 August 2007 in respect of certain continuing connected transactions of the Company follows:

		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve: (a) the Qingdao Hongben Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 1. Qingdao Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular;	250,462,432 (100%)	0	0

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
	(b) the Hangzhou Hongyuan Machinery Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 2. Hangzhou Hongyuan Machinery Share Transfer Agreements ” in the “Letter from the Board” contained in the MAT Circular; (c) the Hangzhou Hongyuan Sports Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 3. Hangzhou Hongyuan Sports Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular; (d) the Kunshan Hongyuan Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 4. Kunshan Hongyuan Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular; (e) the Tianjin Hongben Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 5. Tianjin Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular; (f) the Tianjin Hongning Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 6. Tianjin Hongning Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular; and			

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
	(g) the Tangshan Hongben Share Transfer Agreements (as defined in the MAT Circular) referred to in the section headed “I. MAT Companies Share Transfer Agreements — 7. Tangshan Hongben Share Transfer Agreements” in the “Letter from the Board” contained in the MAT Circular.			
	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 parts and components sale agreement referred to in the section headed “A.I.1. Sale of parts and components of transmissions by SFGC to Fast Transmission” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular).	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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.			
3.	To consider and approve the parts and components purchase agreement referred to in the section headed “A.I.2. Purchase of parts and components of transmissions by SFGC from Fast Transmission” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular).	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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 vehicles, parts and components and raw materials and provision of heat processing services agreement referred to in the section headed “A.II.1. Sale of vehicles and parts and components and raw materials of vehicles and provision of heat processing services by Shaanxi Zhongqi, Hande Axle and Jinding (as the case may be) to Shaanxi Automobile and its associates (as the case may be)” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular).	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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
5.	To consider and approve the parts and components and scrap steel purchase agreement referred to in the section headed “A.II.2. Purchase of parts and components of vehicles and scrap steel by Shaanxi Zhongqi, Hande Axle and Jinding (as the case may be) from Shaanxi Automotive’s associates” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular).	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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 off-road vehicles sale agreement referred to in the section headed “A.III.1. Sale of off-road vehicles by DFOVCL to Dong Feng Automotive” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular).	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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 parts and components purchase agreement referred to in the section headed “A.III.2. Purchase of parts and components of off-road vehicles by DFOVCL from Dong Feng Automotive” in the “Letter from the Board” contained in the CCT Circular and the relevant New Caps (as defined in the CCT Circular)	249,352,470 (99.56%)	0	1,109,962 (0.44%)
	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: 520,653,552 shares (comprising 126,500,000 H Shares and 394,153,552 A Shares.) As mentioned in the MAT Circular and the CCT Circular, no shareholder is required to abstain from voting in respect of resolutions 1 to 7.
- (2) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the EGM: nil.
- (3) Total number of shares held by the shareholders or their proxies who have attended the EGM and are entitled to vote is 250,462,432 shares, which represent approximately 48.11% of the total issued shares.
- (4) Deloitte Touche Tohmatsu, auditors of the Company, acted as the scrutineer at the EGM.

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

Hong Kong, 22 August 2007

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Mr. Yeung Sai Hong, Mr. Yao Yu, Mr. Li San Yim, Mr. Liu Huisheng, Ms. Zhang Fusheng, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Chen Xuejian, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng, and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang.