



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 24 DECEMBER 2007**

The Board is pleased to announce that all the resolutions set out in the EGM Notice were duly approved at the EGM held on 24 December 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 24 December 2007 at 2:00 p.m. (the “**EGM**”) as set out in the notice of extraordinary general meeting dated 4 November 2007 (the “**EGM Notice**”) as follows:

| Special resolutions | | Number of votes (%) | | |
|---------------------|---|-------------------------|----------------------|--------------------|
| | | For | Against | Abstain |
| 1 | To consider and approve the proposal for the issue (the “ Issue ”) of additional A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) (“ A Shares ”) and each of the following: | | | |
| | (a) class and nominal value of A Shares to be issued; | 304,985,739 (99.48%) | 1,373,591 (0.45%) | 205,327 (0.07%) |
| | As more than two thirds 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 a special resolution. | | | |
| | (b) number of A Shares to be issued; | 304,982,639 (99.48%) | 1,368,490 (0.45%) | 213,528 (0.07%) |
| | As more than two thirds 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 a special resolution. | | | |

| Special resolutions | | Number of votes (%) | | |
|--|---|-------------------------|----------------------|--------------------|
| | | For | Against | Abstain |
| (c) | method of price determination; | 304,974,474 (99.48%) | 1,380,157 (0.45%) | 210,026 (0.07%) |
| As more than two thirds 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 a special resolution. | | | | |
| (d) | target investors of the Issue; | 304,964,310 (99.48%) | 1,390,321 (0.45%) | 210,026 (0.07%) |
| As more than two thirds 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 a special resolution. | | | | |
| (e) | mode of the Issue; | 304,959,019 (99.48%) | 1,391,512 (0.45%) | 214,126 (0.07%) |
| As more than two thirds 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 a special resolution. | | | | |
| (f) | place of listing of the A Shares; | 304,982,339 (99.48%) | 1,364,690 (0.45%) | 217,628 (0.07%) |
| As more than two thirds 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 a special resolution. | | | | |
| (g) | use of proceeds of the Issue; | 304,988,040 (99.49%) | 1,364,690 (0.44%) | 211,927 (0.07%) |
| As more than two thirds 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 a special resolution. | | | | |
| (h) | validity period of the resolution approving the Issue; and | 304,968,630 (99.48%) | 1,363,390 (0.44%) | 232,637 (0.08%) |
| As more than two thirds 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 a special resolution. | | | | |
| (i) | distribution of accumulated profits of the Company prior to completion of the Issue. | 304,928,563 (99.47%) | 1,428,666 (0.47%) | 207,428 (0.06%) |
| As more than two thirds 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 a special resolution. | | | | |

| Special resolutions | | Number of votes (%) | | |
|--|--|-------------------------|------------------------|----------------------|
| | | For | Against | Abstain |
| 2. | To consider and approve the proposal in respect of the feasibility of the projects in which the proceeds of the issue of new A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange) of the Company will be used. | 268,015,072 (87.43%) | 32,340,830 (10.55%) | 6,208,755 (2.02%) |
| As more than two thirds 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 a special resolution. | | | | |
| 3. | To consider and approve the authorisation of the Board of Directors with full power to deal with the relevant matters regarding the issue of A Shares (being ordinary shares in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, to be traded in Renminbi and listed on The Shenzhen Stock Exchange). | 304,348,617 (99.28%) | 672,234 (0.22%) | 1,543,806 (0.50%) |
| As more than two thirds 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 a special resolution. | | | | |
| Ordinary resolutions | | Number of votes (%) | | |
| | | For | Against | Abstain |
| 4. | To consider and approve 《潍柴動力股份有限公司募集資金使用管理辦法》 (“Rules for the Management of the Use of Proceeds of Weichai Power Co., Ltd.”). | 268,131,071 (87.46%) | 32,224,780 (10.51%) | 6,208,806 (2.03%) |
| 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 《潍柴動力股份有限公司董事會前次募集資金使用說明》 (“Explanation of the Previous Use of Proceeds of the Board of Directors of Weichai Power Co., Ltd.”). | 268,376,548 (87.54%) | 32,181,580 (10.50%) | 6,006,529 (1.96%) |
| 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.) No shareholder is required to abstain from voting in respect of resolutions 1 to 5.
- (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 306,564,657 shares, which represent approximately 58.88% of the total issued shares.
- (4) Deloitte Touche Tohmatsu, auditors of the Company, acted as the scrutineer at the EGM.
- (5) For further details in respect of the resolutions, please refer to the following website: www.cninfo.com.cn 巨潮資訊網站.

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

Hong Kong, 24 December 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.