



**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)**

**ANNOUNCEMENT OF RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 20 AUGUST 2008**

The Board is pleased to announce that all the resolutions set out in the EGM Notice were duly approved at the EGM held on 20 August 2008.

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 receipt or approval at the extraordinary general meeting of the Company, which was held on 20 August 2008 (the “**EGM**”) as set out in the notice of the EGM dated 30 June 2008 (the “**EGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the 《潍柴動力股份有限公司關聯交易決策制度》 (“Rules for the Connected Transactions of Weichai Power Co., Ltd.”). <i>(note (5))</i>	193,418,280 (100%)	0	0
	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 appointment of Messrs. Ernst & Young 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).	193,345,280 (99.96%)	73,000 (0.04%)	0
	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
3.	To consider and approve the amendments to the articles of association of the Company as set out in the EGM Notice. (note (5))	193,267,280 (99.92%)	0	151,000 (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.			
4.	To consider and approve, as a special resolution, the amendments to 《潍柴動力股份有限公司股東大會議事規則》 (“Rules for the Shareholders’ Meetings of Weichai Power Co., Ltd.”). (note (5))	193,267,280 (99.92%)	0	151,000 (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.			

*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.)
- (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 193,418,280 shares, which represent approximately 37.15% of the total issued shares.
- (4) Computershare Hong Kong Investor Services Limited, the share registrar for the H shares of the Company, and 通商律師事務所 (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.
- (5) For details in respect of this resolution, please refer to the 巨潮資訊網站 (Ju Chao Information Web): [www.cninfo.com.cn](http://www.cninfo.com.cn).

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

Hong Kong, 20 August 2008

*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.*