



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
THE EXTRAORDINARY GENERAL MEETING,
THE A SHAREHOLDERS' CLASS MEETING AND
THE H SHAREHOLDERS' CLASS MEETING
HELD ON 3 NOVEMBER 2008**

The Board is pleased to announce that, all resolutions set out in the EGM Notice, the A Shareholders' Class Meeting Notice and the H Shareholders' Class Meeting Notice were duly passed by the Shareholders, 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 3 November 2008.

I. EXTRAORDINARY GENERAL MEETING

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 3 November 2008 at 9:00 a.m. (the “**EGM**”) as set out in the notice of EGM dated 16 September 2008 (the “**EGM Notice**”) as follows:

Special resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company as set out in the notice convening the EGM.	192,639,551 (100%)	0 (0%)	0 (0%)
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
2.	To consider and approve the consequential amendments to the articles of association of the Company as a result of the bonus shares issue as set out in the notice convening the EGM.	192,639,551 (100%)	0 (0%)	0 (0%)
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.				

II. A SHAREHOLDERS' CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolution 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 3 November 2008 at 10:00 a.m. (the “A Shareholders’ Class Meeting”) as set out in the notice of A Shareholders’ Class Meeting dated 16 September 2008 (the “A Shareholders’ Class Meeting Notice”) as follows:

Special resolutions		Number of votes (%)		
		For	Against	Abstain
To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company as set out in the notice convening the A Shareholders’ Class Meeting.		133,267,836 (100%)	0 (0%)	0 (0%)
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.				

III. H SHAREHOLDERS' CLASS MEETING

The Board is pleased to announce the poll results in respect of the resolution 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 3 November 2008 at 11:00 a.m. (the “**H Shareholders' Class Meeting**”) as set out in the notice of H Shareholders' Class Meeting dated 16 September 2008 (the “**H Shareholders' Class Meeting Notice**”) as follows:

Special resolutions	Number of votes (%)		
	For	Against	Abstain
To consider and approve the bonus shares issue by the conversion of the capital reserve of the Company as set out in the notice convening the H Shareholders' Class Meeting.	57,550,715 (100%)	0 (0%)	0 (0%)
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 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 A Shares entitling the holders to attend and vote for or against the resolution at the A Shareholders' Class Meeting: 394,153,552 shares.
- (3) Total number of H Shares entitling the holders to attend and vote for or against the resolution at the H Shareholders' Class Meeting: 126,500,000 shares.
- (4) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the EGM, the A Shareholders' Class Meeting or the H Shareholders' Class Meeting: nil.
- (5) Total number of shares held by the shareholders or their proxies who have attended the EGM and are entitled to vote is 192,639,551 shares, which represent approximately 37% of the total issued shares.
- (6) 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 133,267,836 shares, which represent approximately 33.81% of the total issued A shares.
- (7) 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 57,550,715 shares, which represent approximately 45.49% of the total issued H shares.

- (8) Computershare Hong Kong Investor Services Limited (“Computershare”), the share registrar for the H shares of the Company, and 金洋律師事務所(Beijing Jinyang Law Firm), legal advisors of the Company as to the People’s Republic of China law, acted as the scrutineers at the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting (save that Computershare did not act as the scrutineer at the A Shareholders’ Class Meeting).

By order of the Board of Directors
Weichai Power Co., Ltd.
Cheung Tat Leung, Peter
Company Secretary

Hong Kong, 3 November, 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 Zhong Chang.