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WEICHAI

濰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
HELD ON 11 FEBRUARY 2009**

The Board is pleased to announce that, all resolutions set out in the EGM Notice were duly passed by the shareholders by way of poll at the EGM held on 11 February 2009.

The board (the “**Board**”) of 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 (the “**EGM**”) of the shareholders of the Company, which was held on 11 February 2009 as set out in the notice of EGM (the “**EGM Notice**”) dated 18 December 2008 contained in the circular (the “**Circular**”) of the Company dated 18 December 2008 as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (a) Provision of general services and labour services by Weichai Holdings (and its associates) (as the case may be) to the Company” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)

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
2.	To consider and approve the supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (b) Supply and/or connection of utilities by Weichai Holdings (and its associates) (as the case may be) to the Company” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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 Weichai Purchase and Processing Services Agreement (as defined in the Circular) referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (c) Purchase of diesel engine parts and components, gas and scrap metals, etc., materials and related products and processing services by the Company from Weichai Holdings (and its associates) (as the case may be)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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 Weichai Sale and Processing Services Agreement (as defined in the Circular) referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (d) Sale of diesel engines, diesel engine parts and components, materials and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) (as the case may be)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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 supplemental agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 2. Continuing connected transactions between Fujian Longgong and Shanghai Longgong (and their respective associates) and the Company — Sale of diesel engines and diesel engine parts by the Company to Fujian Longgong and Shanghai Longgong (and their respective associates)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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 supplemental agreement to the framework agreement dated 21 October 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 3. Continuing connected transactions between Guangxi Liugong Machinery and the Company — Sale of diesel engines and diesel engine parts by the Company to Guangxi Liugong Machinery” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	360,156,058 (99.96%)	0 (0%)	155,240 (0.04%)
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 supplemental agreement to the master sales agreement dated 21 October 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (a) Sale of semi-finished diesel engine parts and related products by the Company to Weichai Deutz” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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
8.	To consider and approve the diesel engine parts and components and related products purchase agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (b) Purchase of diesel engine parts and components and related products by Weichai Resources from Weichai Deutz” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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.				
9.	To consider and approve the diesel engines purchase agreement referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (c) Purchase of diesel engines and related products by the Company from Weichai Deutz” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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.				
10.	To consider and approve the supplemental agreement to the framework agreement dated 17 November 2003 referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (a) Sale of diesel engines and related products by the Company to Shandong Juli” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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
11.	To consider and approve the Juli Purchase and Processing Services Agreement (as defined in the Circular) referred to in the section headed “II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (b) Purchase of diesel engine parts and components, materials, steel and scrap metal, etc. and related products and the processing services by the Company and Weichai Resources (as the case may be) from Shandong Juli” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	243,036,938 (99.94%)	0 (0%)	155,240 (0.06%)
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.				
12.	To consider and approve the supplemental agreement to the parts and components sale agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 1. Continuing connected transactions between SFGC and Fast Transmission — (a) Sale of parts and components of transmissions and related products by SFGC to Fast Transmission” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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.				
13.	To consider and approve the supplemental agreement to the parts and components and related products purchase agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 1. Continuing connected transactions between SFGC and Fast Transmission — (b) Purchase of parts and components of transmissions and related products by SFGC from Fast Transmission” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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
14.	To consider and approve the supplemental agreement to vehicles, parts and components and raw materials sale and heat processing services agreement referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (a) Sale of vehicles, parts and components of vehicles and related products and provision of heat processing services by Shaanxi Zhongqi, Hande Axle, Jingding and Tiangua (as the case may be) to Shaanxi Automotive and its associates (as the case may be)” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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.				
15.	To consider and approve the supplemental agreement to the parts and components and scrap steel purchase agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (b) Purchase of parts and components of vehicles, scrap steel and related products by Shaanxi Zhongqi, Hande Axle, Jingding, Shaanxi Import and Tiangua (as the case may be) from Shaanxi Automotive’s associates” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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.				
16.	To consider and approve the supplemental agreement to off-road vehicles sale agreement dated 1 August 2007 referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case maybe) — (a) Sale of off-road vehicles by DFOVCL to Dong Feng Automotive” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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
17.	To consider and approve the supplemental agreement to parts and components purchase agreement referred to in the section headed “II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case maybe) — (b) Purchase of parts and components of off-road vehicles and related products by DFOVCL from Dong Feng Automotive (and its associates) (as the case may be) and provision of technical support services by Dong Feng Automotive (and its associates) (as the case may be) to DFOVCL” in the “Letter from the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).	367,340,938 (99.96%)	0 (0%)	155,240 (0.04%)
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 resolution		Number of votes (%)		
		For	Against	Abstain
To consider and approve the granting of a general mandate to the Board of Directors to issue debenture in the PRC.		319,493,929 (86.94%)	48,002,249 (13.06%)	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.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 833,045,683 shares (comprising 202,400,000 H shares (being the overseas listed foreign shares issued in the capital of the Company with a Renminbi (“RMB”) denominated par value of RMB1.00 each (the “H Shares”)) and 630,645,683 A shares (being ordinary shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each (the “A Shares”))).

As referred to in the Circular, ordinary resolutions 1 to 17 were proposed for the Independent Shareholders (as defined in the Circular) to consider and the shareholders named in the left column below, who were not Independent Shareholders, abstained from voting at the EGM in respect of the relevant resolutions (as more particularly described in the Circular):

Shareholders abstained from voting	Total no. of shares held by the shareholders abstained from voting	Resolutions
(i) Weichai Group Holdings Limited	124,304,000 A Shares	Resolutions 1 to 4, 7 to 11
(ii) Guangxi Liugong Group Company Limited	7,184,880 A Shares	Resolution 6

As disclosed in the Circular, Mr. Tan Xuguang (holder of 6,880,000 A Shares) is required to abstain from voting in respect of resolutions 1 to 4 and resolutions 7 to 11 and Fujian Longyan Construction Machinery (Group) Company Limited (holder of 34,400,000 A Shares) is required to abstain from voting in respect of resolution 5. It is noted that Mr. Tan Xuguang and Fujian Longyan Construction Machinery (Group) Company Limited did not attend or vote at the EGM.

- (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 367,496,178 shares, which represent approximately 44.11% of the total issued shares.
- (4) Computershare Hong Kong Investor Services Limited, 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.

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

Hong Kong, 11 February, 2009

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.