

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 ANNUAL GENERAL MEETING  
HELD ON 19 JUNE 2009**

The Board is pleased to announce that all the resolutions set out in the AGM Notice were duly approved at the AGM held on 19 June 2009.

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 annual general meeting of the Company for the year ended 31 December 2008, which was held on 19 June 2009 (the “**AGM**”) as set out in the notice of the AGM dated 29 April 2009 (the “**AGM Notice**”) as follows:

<b>Ordinary resolutions</b>		<b>Number of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the Annual Report of the Company for the year ended 31 December 2008.	354,528,564 (100%)	0	0
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
2.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2008.	354,528,564 (100%)	0	0
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
3.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2008.	354,528,564 (100%)	0	0
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
4.	To consider and receive the audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2008.	353,550,529 (99.72%)	0	978,035 (0.28%)
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
5.	To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2008.	353,550,529 (99.72%)	0	978,035 (0.28%)
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
6.	To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2008.	337,328,564 (95.15%)	17,200,000 (4.85%)	0
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
7.	To consider and approve the re-appointment of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) as the 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).	352,421,764 (99.41%)	1,006,000 (0.28%)	1,100,800 (0.31%)
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
8.	To consider and approve the re-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).	353,427,764 (99.69%)	0	1,100,800 (0.31%)
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
9.	To consider and approve the granting of a mandate to the Board of Directors for payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2009.	337,328,564 (95.15%)	17,200,000 (4.85%)	0
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
10.	To consider and approve the amendments to the 董事會薪酬委員會工作細則 (Working Rules of the Remuneration Committee of the Board of Directors) of the Company.	323,553,484 (91.26%)	29,118,280 (8.21%)	1,856,800 (0.52%)
	As more than one half of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as an ordinary resolution.			
Special resolutions		Number of votes (%)		
		For	Against	Abstain
11.	To consider and approve the amendments to the articles of association of the Company.	354,400,564 (99.96%)	0	128,000 (0.04%)
	As more than two thirds of the total number of the votes held by the shareholders and proxies who attended the AGM were cast in favour of the resolution, the resolution was passed as a special resolution.			
12.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new shares.	251,736,923 (71.01%)	102,791,641 (28.99%)	0
	As more than two thirds of the total number of the votes held by the shareholders and proxies who attended the AGM 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 AGM: 833,045,683 shares (comprising 202,400,000 H Shares and 630,645,683 A Shares.)
- (2) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the AGM: nil.
- (3) Total number of shares held by the shareholders or their proxies who have attended the AGM and are entitled to vote is 354,528,564 shares, which represent approximately 42.56% 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 AGM.

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

Hong Kong, 19 June 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 Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, 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.*