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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 ANNUAL GENERAL MEETING,
THE CLASS MEETING OF THE HOLDERS OF A SHARES AND
THE CLASS MEETING OF THE HOLDERS OF H SHARES
HELD ON 29 JUNE 2012**

The Board is pleased to announce that, all resolutions set out in the AGM 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 AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (as the case may be) held on 29 June 2012.

I. ANNUAL 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 annual general meeting of the shareholders of the Company, which was held on 29 June 2012 at 9:00 a.m. (the “**AGM**”) as set out in the notice of AGM dated 15 May 2012 (the “**AGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Annual Report of the Company for the year ended 31 December 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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.			
3.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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 財務預算報告 (final budget report) of the Company for the year ending 31 December 2012.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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 appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the auditors of the Company.	728,341,688 (97.05%)	17,106,474 (2.28%)	5,022,826 (0.67%)

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
	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 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 2012.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	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.			
9.	To consider and approve the connected transaction between the Company and its subsidiaries and 北汽福田汽車股份有限公司 (Beiqi Futian Motor Company Limited).	600,030,307 (79.96%)	135,940,135 (18.11%)	14,500,546 (1.93%)
	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 Rules of Procedures for the Board.	748,891,396 (99.79%)	0 (0%)	1,579,592 (0.21%)
	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.			
11.	To consider and approve the amendments to the Terms of Reference of the Audit Committee of the Board.	748,891,396 (99.79%)	0 (0%)	1,579,592 (0.21%)
	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.			
12.	To consider and approve the amendments to the Terms of Reference of the Remuneration Committee of the Board.	748,891,396 (99.79%)	0 (0%)	1,579,592 (0.21%)
	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.			
13.	To consider and approve the amendments to the Terms of Reference of the Nomination Committee of the Board.	748,891,396 (99.79%)	0 (0%)	1,579,592 (0.21%)
	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.			
14.	To consider and approve the amendments to the Terms of Reference of the Strategic Development & Investment Committee of the Board.	748,891,396 (99.79%)	0 (0%)	1,579,592 (0.21%)
	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 (By way of cumulative voting)	Against (By way of cumulative voting)	Abstain (By way of cumulative voting)
15.(1)	(a) To consider and approve the re-election of Mr. Tan Xuguang as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	723,692,202 (96.43%)	25,334,786 (3.38%)	1,444,000 (0.19%)
	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.			
	(b) To consider and approve the re-election of Mr. Xu Xinyu as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	723,837,143 (96.45%)	25,189,845 (3.36%)	1,444,000 (0.19%)
	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.			
	(c) To consider and approve the re-election of Mr. Sun Shaojun as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
	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.			
	(d) To consider and approve the re-election of Mr. Zhang Quan as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	723,837,143 (96.45%)	25,189,845 (3.36%)	1,444,000 (0.19%)
	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.			
	(e) To consider and approve the election of Mr. Li Dakai as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
	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.			
	(f) To consider and approve the election of Mr. Fang Hongwei as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
	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 (By way of cumulative voting)	Against (By way of cumulative voting)	Abstain (By way of cumulative voting)
(g)	To consider and approve the election of Mr. Jiang Kui as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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.				
(h)	To consider and approve the re-election of Mr. Liu Huisheng as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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.				
(i)	To consider and approve the re-election of Mr. Yeung Sai Hong as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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.				
(j)	To consider and approve the re-election of Mr. Chen Xuejian as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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.				
(k)	To consider and approve the re-election of Mr. Julius G. Kiss as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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.				
(l)	To consider and approve the re-election of Ms. Han Xiaqun as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	724,040,264 (96.48%)	24,986,724 (3.33%)	1,444,000 (0.19%)
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 (By way of cumulative voting)	Against (By way of cumulative voting)	Abstain (By way of cumulative voting)
15.(2)	(a) To consider and approve the election of Mr. Liu Zheng as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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.			
	(b) To consider and approve the election of Mr. Li Shihao as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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.			
	(c) To consider and approve the election of Mr. Loh Yih as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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.			
	(d) To consider and approve the election of Mr. Chu, Howard Ho Hwa as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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.			
	(e) To consider and approve the election of Mr. Zhang Zhenhua as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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.			
	(f) To consider and approve the election of Mr. Li Luwen as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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 (By way of cumulative voting)	Against (By way of cumulative voting)	Abstain (By way of cumulative voting)
16.	(a) To consider and approve the re-appointment of Mr. Sun Chengping as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,671,726 (99.36%)	3,355,262 (0.45%)	1,444,000 (0.19%)
	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.			
	(b) To consider and approve the re-appointment of Ms. Jiang Jianfang as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).	745,874,847 (99.39%)	3,152,141 (0.42%)	1,444,000 (0.19%)
	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 resolution		Number of votes (%)		
		For	Against	Abstain
17.	To consider and approve the payment of cash dividends and the bonus shares issue by the capitalisation of the retained earnings of the Company as at 31 December 2011.	749,026,988 (99.81%)	0 (0%)	1,444,000 (0.19%)
	As more than two thirds of the total number of 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.			
18.	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 AGM.	745,908,255 (99.39%)	2,983,141 (0.40%)	1,579,592 (0.21%)
	As more than two thirds of the total number of 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.			
19.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new H Shares.	564,443,282 (75.21%)	184,583,706 (24.60%)	1,444,000 (0.19%)
	As more than two thirds of the total number of 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.			

II. CLASS MEETING OF THE HOLDERS OF A SHARES

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 29 June 2012 at 10:00 a.m. (the “**A Shareholders’ Class Meeting**”) as set out in the notice of A Shareholders’ Class Meeting dated 15 May 2012 (the “**A Shareholders’ Class Meeting Notice**”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the payment of cash dividends and the bonus shares issue by way of the capitalisation of the Company’s retained earnings as at 31 December 2011.	534,664,022 (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. CLASS MEETING OF THE HOLDERS OF H SHARES

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 29 June 2012 at 11:00 a.m. (the “**H Shareholders’ Class Meeting**”) as set out in the notice of H Shareholders’ Class Meeting dated 15 May 2012 (the “**H Shareholders’ Class Meeting Notice**”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the payment of cash dividends and the bonus shares issue by way of the capitalisation of the Company’s retained earnings as at 31 December 2011.	214,063,132 (99.25%)	169,000 (0.08%)	1,444,000 (0.67%)
	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 AGM: 1,666,091,366 shares (comprising 1,261,291,366 A Shares and 404,800,000 H 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: 1,261,291,366 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: 404,800,000 shares.
- (4) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the AGM, 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 AGM and are entitled to vote is 750,470,988 shares, which represent approximately 45.04% 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 534,664,022 shares, which represent approximately 42.39% 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 215,676,132 shares, which represent approximately 53.28% 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 北京市金洋律師事務所 (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, 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.
Hoe York Joo
Company Secretary

Hong Kong, 29 June 2012

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Zhang Quan, Mr. Li Dakai and Mr. Fang Hongwei; the non-executive Directors of the Company are Mr. Jiang Kui, Mr. Liu Huisheng, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Julius G. Kiss and Ms. Han Xiaoqun; and the independent non-executive Directors of the Company are Mr. Liu Zheng, Mr. Li Shihao, Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua and Mr. Li Luwen.