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**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)**

**RETIREMENT OF DIRECTORS,  
APPOINTMENT OF DIRECTORS AND SUPERVISORS AND  
CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE,  
THE REMUNERATION COMMITTEE, THE NOMINATION  
COMMITTEE AND THE STRATEGIC DEVELOPMENT AND  
INVESTMENT COMMITTEE**

The Board announces (1) the retirement of certain directors of the Company, (2) the appointment of directors and supervisors of the Company, and (3) the change of composition of the audit committee, the remuneration committee, the nomination committee and the strategic development and investment committee of the Company.

**I. RETIREMENT OF DIRECTORS**

Reference is made to the circular (the “**Circular**”) of Weichai Power Co., Ltd. (the “**Company**”) dated 15 May 2012 and the announcement of the Company dated 29 June 2012. At the conclusion of the annual general meeting of the shareholders of the Company held on 29 June 2012 (the “**AGM**”), Ms. Zhang Fusheng, Mr. Yao Yu, Mr. Li San Yim, Mr. Gu Linsheng, Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang have retired as directors of the Company. Following their retirements, each of the said directors has (as the case maybe) also ceased to be chairman or a member of the audit committee, remuneration committee, nomination committee and/or strategic development and investment committee of the Company. There are no matters relating to their retirements that need to be brought to the attention of the shareholders of the Company.

## **II. APPOINTMENT OF DIRECTORS AND SUPERVISORS**

Pursuant to announcement of the Company dated 29 June 2012 on the poll results of the AGM and the announcement of the Company dated 29 June 2012 on the re-election of the employee representative supervisor, the board of directors of the Company (the “**Board**”) announces that with effect from 29 June 2012:

- (1) Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei, Mr. Sun Shaojun and Mr. Zhang Quan have been appointed as executive directors of the Company;
- (2) Mr. Chen Xuejian, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Liu Huisheng have been appointed as non-executive directors of the Company;
- (3) Mr. Liu Zheng, Mr. Li Shihao, Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua and Mr. Li Luwen have been appointed as independent non-executive directors of the Company; and
- (4) Mr. Sun Chengping and Ms. Jiang Jianfang have been appointed as shareholder representative supervisors of the Company and Mr. Lu Wenwu has been appointed as an employee representative supervisor of the Company.

Biographies of the said directors and supervisors of the Company were set out in the Circular and the announcement of the Company dated 29 June 2012 on the re-election of the employee representative supervisor.

## **III. CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE STRATEGIC DEVELOPMENT AND INVESTMENT COMMITTEE**

The Board further announces that with effect from 30 June 2012 the following appointments have been made in respect of the audit committee, remuneration committee, nomination committee and strategic development and investment committee of the Company:

- (1) Mr. Liu Zheng was appointed as the chairman and Mr. Li Shihao, Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua and Mr. Li Luwen were appointed as members of the audit committee of the Company;
- (2) Mr. Li Luwen was appointed as the chairman and Mr. Tan Xuguang, Mr. Loh Yih and Mr. Chu, Howard Ho Hwa were appointed as members of the remuneration committee of the Company;

- (3) Mr. Li Luwen was appointed as the chairman and Mr. Liu Zheng, Mr. Zhang Zhenhua and Mr. Xu Xinyu were appointed as members of the nomination committee of the Company; and
- (4) Mr. Tan Xuguang was appointed as the chairman and Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei, Mr. Sun Shaojun, Mr. Zhang Quan, Mr. Chen Xuejian and Mr. Zhang Zhenhua were appointed as members of the strategic development and investment committee of the Company.

By order of the Board of Directors  
**Weichai Power Co., Ltd.**  
**Hoe York Joo**  
Company Secretary

Hong Kong, 30 June 2012

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Li Dakai , Mr. Fang Hongwei ,Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Mr. Chen Xuejian, Mr. Yeung Sai Hong, Mr. Julius G. Kiss ,Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Liu Huisheng; 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.*