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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
HELD ON 30 JUNE 2014
APPOINTMENT OF DIRECTORS
AND
CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE,
THE REMUNERATION COMMITTEE, THE NOMINATION
COMMITTEE AND THE STRATEGIC DEVELOPMENT AND
INVESTMENT COMMITTEE**

The Board is pleased to announce that all the resolutions set out in the AGM Notice were duly approved by way of poll at the AGM held on 30 June 2014.

The Board further announces that Mr. Wang Yuepu (王曰普先生) has been appointed as a non-executive Director and Mr. Zhang Zhong (張忠先生), Mr. Wang Gongyong (王貢勇先生) and Mr. Ning Xiangdong (寧向東先生) have been appointed as independent non-executive Directors of the Company for a term from 30 June 2014 to 28 June 2015 (both days inclusive).

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 Company for the year ended 31 December 2013, which was held on 30 June 2014 at 10:00 a.m. (the “**AGM**”) as set out in the notice of AGM dated 15 May 2014 (the “**AGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Annual Reports of the Company for the year ended 31 December 2013.	862,309,374 (99.992%)	0 (0%)	68,800 (0.008%)
	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 2013.	862,309,374 (99.992%)	0 (0%)	68,800 (0.008%)
	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 2013.	862,309,374 (99.992%)	0 (0%)	68,800 (0.008%)
	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 2013.	862,309,374 (99.992%)	0 (0%)	68,800 (0.008%)
	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
5.	To consider and approve the 財務決算報告(final financial report) of the Company for the year ended 31 December 2013.	862,309,374 (99.992%)	0 (0%)	68,800 (0.008%)
	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(financial budget report) of the Company for the year ending 31 December 2014.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
	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 distribution of profit to the shareholders of the Company for the year ended 31 December 2013.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
	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 Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2014 and to authorise the Directors to determine their remuneration.	857,238,177 (99.404%)	3,792,397 (0.440%)	1,347,600 (0.156%)
	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 re-appointment of 山東和信會計師事務所(特殊普通合伙) (Shandong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2014.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
	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 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 2014.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
	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 supplemental agreement in respect of the sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by Shaanxi Zhongqi (and its subsidiaries) and Weichai Freshen Air (as the case may be) to Shaanxi Automotive (and its associates) (as the case may be) and the relevant new caps.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
	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
12.	To consider and approve the supplemental agreement in respect of the purchase of parts and components of vehicles, scrap steel and related products and labour services by Shaanxi Zhongqi (and its subsidiaries) from Shaanxi Automotive (and its associates) and the relevant new caps.	862,356,174 (99.997%)	0 (0%)	22,000 (0.003%)
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 election of Mr. Wang Yuepu (王曰普先生) as a non-executive Director of the Company for a term from the date of AGM to 28 June 2015 (both days inclusive).	829,458,858 (96.183%)	32,897,316 (3.814%)	22,000 (0.003%)
As more than one half 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 an ordinary resolution.				
14.	To consider and approve the election of Mr. Zhang Zhong (張忠先生) as an independent non-executive Director of the Company for a term from the date of AGM to 28 June 2015 (both days inclusive). (by way of cumulative voting)	858,818,469 (99.587%)	3,537,705 (0.410%)	22,000 (0.003%)
As more than one half 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 an ordinary resolution.				
15.	To consider and approve the election of Mr. Wang Gongyong (王貢勇先生) as an independent non-executive Director of the Company for a term from the date of AGM to 28 June 2015 (both days inclusive). (by way of cumulative voting)	858,818,469 (99.587%)	3,537,705 (0.410%)	22,000 (0.003%)
As more than one half 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 an ordinary resolution.				

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
16.	To consider and approve the election of Mr. Ning Xiangdong (寧向東先生) as an independent non-executive Director of the Company for a term from the date of AGM to 28 June 2015 (both days inclusive). (by way of cumulative voting)	858,818,469 (99.587%)	3,537,705 (0.410%)	22,000 (0.003%)
As more than one half 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 an ordinary resolution.				
Special resolution		Number of votes (%)		
		For	Against	Abstain
17.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new H Shares.	598,611,621 (69.414%)	263,744,553 (30.583%)	22,000 (0.003%)
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.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM: 1,999,309,639 shares (comprising 485,760,000 H Shares and 1,513,549,639 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 862,378,174 shares, which represent approximately 43.13% of the total issued shares.
- (4) Computershare Hong Kong Investor Services Limited, the share registrar for the H shares of the Company, and 北京市通商律師事務所 (Beijing Commerce & Finance Law Offices), the legal advisers to the Company as to the People's Republic of China law, acted as the scrutineers at the AGM.

APPOINTMENT OF DIRECTORS

Reference is made to the circular of the Company dated 22 May 2014 and the announcement of the Company dated 7 May 2014. The Board announces that Mr. Wang Yuepu has been appointed as a non-executive Director and Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong have been appointed as independent non-executive Directors of the Company for a term from 30 June 2014 to 28 June 2015 (both days inclusive).

The biographical details of the said directors of the Company were set out in the announcement of the Company dated 7 May 2014.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the said appointment or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

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 2014 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. Wang Yuepu was appointed as a member of the strategic development and investment committee of the Company;
- (2) Mr. Wang Gongyong was appointed as the chairman and Mr. Zhang Zhong and Mr. Ning Xiangdong were appointed as members of the audit committee of the Company;
- (3) Mr. Zhang Zhong was appointed as the chairman of the remuneration committee of the Company; and
- (4) Mr. Zhang Zhong was appointed as the chairman and Mr. Wang Gongyong was appointed as a member of the nomination committee of the Company.

By Order of the Board of Directors
Weichai Power Co., Ltd.
Kwong Kwan Tong
Company Secretary

Hong Kong, 30 June 2014

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. Wang Yuepu, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.