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**WEICHAI**

**潍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 27 FEBRUARY 2015**

The Board is pleased to announce that the resolutions set out in the EGM Notice were duly approved by way of poll at the EGM held on 27 February 2015.

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 extraordinary general meeting of the shareholders of the Company, which was held on 27 February 2015 at 2:30 p.m. (the “**EGM**”) as set out in the notice of the EGM dated 7 January 2015 (the “**EGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the supplemental agreement to the Weichai Westport Supply Agreement dated 8 December 2014 in respect of the supply of base engines, gas engine parts, utility and labour services, technology development services and related products and services by the Company (and its subsidiaries and/or associates) to Weichai Westport and the relevant New Caps.	496,972,980 (99.72%)	1,396,486 (0.28%)	0 (0%)
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 to the Weichai Westport Purchase Agreement dated 8 December 2014 in respect of the purchase of gas engines, gas engine parts, labour services and related products and services by the Company (and its subsidiaries and/or associates) from Weichai Westport and the relevant New Caps.	496,972,980 (99.72%)	1,396,486 (0.28%)	0 (0%)
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 supplemental agreement to the Weichai Westport Logistics Agreement dated 8 December 2014 in respect of the provision of logistics and storage services by Weichai Logistics (and its associates) to Weichai Westport and the relevant new caps.	496,972,980 (99.72%)	1,396,486 (0.28%)	0 (0%)
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 supplemental agreement to the Weichai Westport Leasing Agreement dated 8 December 2014 in respect of the leasing of factory buildings by the Company to Weichai Westport and the relevant new caps.	496,972,980 (99.72%)	1,396,486 (0.28%)	0 (0%)
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 amendments to the articles of association of the Company as set out in the notice convening the EGM.		829,492,169 (99.36%)	5,353,697 (0.64%)	0 (0%)
As more than two thirds 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 a special resolution.				

*Notes:*

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 1,999,309,639 shares (comprising 1,513,549,639 A Shares and 485,760,000 H Shares).
- (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 834,845,866 shares, which represent approximately 41.76% of the total issued shares.

- (4) Weichai Holdings and its associates (holding 336,476,400 shares in aggregate) shall abstain from voting in respect of the Resolutions numbered 1 to 4 at the EGM as disclosed in the EGM Notice. Weichai Holdings abstained from voting in respect of such resolutions and the other associates of Weichai Holdings did not attend or vote at the EGM.
- (5) 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 Office), 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.**  
**Kwong Kwan Tong**  
*Company Secretary*

Hong Kong, 27 February 2015

*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. 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.*