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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)

**ANNOUNCEMENT OF RESULTS OF
THE ANNUAL GENERAL MEETING
HELD ON 7 JUNE 2016**

The Board is pleased to announce that all resolutions set out in the AGM Notice were duly approved by the shareholders of the Company by way of poll at the AGM held on 7 June 2016.

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 Company for the year ended 31 December 2015, which was held on 7 June 2016 at 2:30 p.m. (the “**AGM**”) as set out in the notice of AGM dated 21 April 2016 (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 2015.	1,849,823,152 (99.952%)	643,070 (0.035%)	239,500 (0.013%)
	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
2.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2015.	1,849,823,152 (99.952%)	643,070 (0.035%)	239,500 (0.013%)
	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 2015.	1,849,776,232 (99.950%)	643,070 (0.035%)	286,420 (0.015%)
	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 2015.	1,849,778,432 (99.950%)	640,870 (0.035%)	286,420 (0.015%)
	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 2015.	1,849,778,432 (99.950%)	633,970 (0.034%)	293,320 (0.016%)
	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 2016.	1,849,930,832 (99.958%)	688,170 (0.037%)	86,720 (0.005%)
	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
7.	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 2016 and to authorise the Directors to determine their remuneration.	1,752,283,648 (94.682%)	86,723,789 (4.686%)	11,698,285 (0.632%)
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 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 2016.	1,822,303,901 (98.466%)	25,396,766 (1.372%)	3,005,055 (0.162%)
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 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 2016.	1,768,190,497 (95.542%)	79,770,770 (4.310%)	2,744,455 (0.148%)
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
10.	To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2015.	1,769,703,238 (95.623%)	79,836,170 (4.314%)	1,166,314 (0.063%)
	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 as set out in the Circular.	1,849,982,832 (99.961%)	598,670 (0.032%)	124,220 (0.007%)
	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 connected transaction between the Company and 山推工程機械股份有限公司 (Shantui Engineering Machinery Co., Ltd.).	1,174,635,276 (99.938%)	598,670 (0.051%)	124,220 (0.011%)
	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 New Financial Services Agreement dated 30 March 2016 in respect of the provision of certain financial services to the Group by Shandong Finance and the relevant New Caps.	654,542,260 (55.689%)	520,691,684 (44.301%)	124,220 (0.010%)
	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
14.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new H Shares.	1,248,021,828 (67.435%)	602,646,394 (32.563%)	37,500 (0.002%)
	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: 3,998,619,278 shares (comprising 971,520,000 H Shares and 3,027,099,278 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 1,850,705,722 shares, which represents approximately 46.28% 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.
- (5) In respect of resolutions 12 and 13 above, 潍柴控股集团有限公司 (Weichai Group Holdings Limited) and its associates, holding in aggregate 672,952,800 shares as at the date of the AGM, have abstained from voting.

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

Hong Kong, 7 June 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Li Dakai and Mr. Sun Shaojun; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.