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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
RESIGNATION OF DIRECTORS
AND
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
RULES OF PROCEDURE FOR GENERAL MEETINGS**

The board (the “**Board**”) of directors (the “**Directors**”) of Weichai Power Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (i) Mr. Li Dakai has tendered his resignation as an executive Director and a member of the strategic development and investment committee of the Company with effect from 29 March 2017 due to work arrangements; and (ii) Mr. Zhang Zhenhua has tendered his resignation as an independent non-executive Director and a member of the audit committee, nomination committee and strategic development and investment committee of the Company with effect from 29 March 2017 in pursuit of personal interests.

Each of Mr. Li Dakai and Mr. Zhang Zhenhua has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Li Dakai and Mr. Zhang Zhenhua for their valuable contributions to the Company during their respective term of service.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND RULES OF PROCEDURE FOR GENERAL MEETINGS

Pursuant to the requirements of Guidelines for the Articles of Association of Listed Companies (2016 revision) (《上市公司章程指引(2016年修訂)》), the Rules of the General Meetings of Listed Companies (2016 revision) (《上市公司股東大會規則(2016年修訂)》), Shenzhen Stock Exchange Listed Company Shareholders' General Meeting Internet Voting Implementation Rules (2016 revision) (《深圳證券交易所上市公司股東大會網絡投票實施細則(2016年修訂)》), and the relevant laws and regulations, and taking into consideration the actual conditions and operation and development needs of the Company, the Board proposes to make certain amendments to the Articles of Association (the “**Articles**”) and the Rules of Procedure for General Meetings of the Company (the “**Rules of Procedure**”).

The Board considers that the said amendments to the Articles and the Rules of Procedure are in the interests of the Company and the Shareholders as a whole.

The proposed amendments to the Articles and the Rules of Procedure are subject to the consideration and approval by the Shareholders by way of special resolution and an ordinary resolution, respectively, at the forthcoming annual general meeting (the “**AGM**”).

The details of the proposed amendments to the Articles and the Rules of Procedure, together with the notice convening the AGM, will be set out in the circular of the Company to be despatched to the Shareholders.

By order of the Board of Directors
Weichai Power Co., Ltd.
Tan Xuguang
Chairman and CEO

The PRC, 29 March 2017

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu 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 Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.