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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, THE CLASS MEETING  
OF THE HOLDERS OF A SHARES AND THE CLASS MEETING  
OF THE HOLDERS OF H SHARES  
HELD ON 8 JUNE 2017  
AND  
APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that other than the special resolution numbered 12 as set out in the AGM Notice in respect of the granting of a general mandate to the Board of Directors to issue new H Shares, all the other resolutions set out in the AGM Notice, the A Shareholders' Class Meeting Notice and the H Shareholders' Class Meeting Notice were duly approved by the shareholders of the Company, the A Shareholders and the H Shareholders (as the case may be) by way of poll at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting (as the case may be) held on 8 June 2017.

The Board further announces the appointment of directors of the Company.

## 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 2016, which was held on 8 June 2017 at 2:30 p.m. (the “**AGM**”) as set out in the notice of AGM dated 20 April 2017 (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 2016.	1,439,849,424 (99.8502%)	911,878 (0.0632%)	1,247,800 (0.0866%)
	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 2016.	1,439,846,924 (99.8501%)	911,878 (0.0632%)	1,250,300 (0.0867%)
	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 2016.	1,440,638,502 (99.9050%)	120,300 (0.0083%)	1,250,300 (0.0867%)
	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 2016.	1,440,638,502 (99.9050%)	120,300 (0.0083%)	1,250,300 (0.0867%)
	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 2016.	1,440,638,502 (99.9050%)	120,300 (0.0083%)	1,250,300 (0.0867%)
	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
6.	To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2017.	1,440,279,231 (99.8800%)	1,727,371 (0.1198%)	2,500 (0.0002%)
	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 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 2017 and to authorise the Directors to determine their remuneration.	1,352,062,479 (93.7624%)	64,246,286 (4.4553%)	25,700,337 (1.7823%)
	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 2017.	1,424,958,141 (98.8176%)	7,239,824 (0.5020%)	9,811,137 (0.6804%)
	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 2017.	1,441,474,302 (99.9629%)	382,300 (0.0265%)	152,500 (0.0106%)
	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 approve the amendments to the Rules of Procedure for General Meetings of the Company as set out in the circular dated 20 April 2017.	1,441,097,224 (99.9368%)	911,878 (0.0632%)	0 (0.0000%)
	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 resolutions		Number of votes (%)		
		For	Against	Abstain
11.	To consider and approve the payment of cash dividends out of the Company's retained earnings as at 31 December 2016 and the bonus shares issue by the capitalisation of the retained earnings of the Company and the consequential amendments to the articles of association of the Company.	1,441,474,302 (99.9629%)	384,800 (0.0267%)	150,000 (0.0104%)
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.				
12.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new H Shares.	904,352,829 (62.7148%)	537,656,273 (37.2852%)	0 (0.0000%)
As less 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 not passed as a special resolution.				
13.	To consider and approve the amendments to the articles of association of the Company as set out in the circular dated 20 April 2017.	1,441,887,202 (99.9915%)	120,300 (0.0084%)	1,600 (0.0001%)
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.				
Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
14.	To consider and approve the election of Mr. Li Hongwu as a Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).	1,441,570,702 (99.9696%)	434,300 (0.0301%)	4,100 (0.0003%)
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 (By way of cumulative voting)	Against (By way of cumulative voting)	Abstain (By way of cumulative voting)
15.	To consider and approve the election of Mr. Yuan Hongming as a Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).	1,423,560,475 (98.7206%)	0 (0.0000%)	18,448,627 (1.2794%)
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.				
16.	To consider and approve the election of Mr. Yan Jianbo as a Director of the Company for a term from the date of the AGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).	1,423,713,574 (98.7312%)	0 (0.0000%)	18,295,528 (1.2688%)
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.				

*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 abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules: nil.
- (3) Total number of shares held by the shareholders or their proxies who have attended the AGM and are entitled to vote is 1,442,009,102 shares, which represents approximately 36.063% 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.

## II. CLASS MEETING OF THE HOLDERS OF A SHARES

The Board is pleased to announce the poll results in respect of the resolution proposed for consideration and approval at the class meeting of the holders of the A shares (being the ordinary shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the Shenzhen Stock Exchange (the “**A Shares**”)) (the “**A Shareholders**”) of the Company, which was held on 8 June 2017 immediately after the conclusion of the AGM (the “**A Shareholders’ Class Meeting**”) as set out in the notice of A Shareholders’ Class Meeting dated 20 April 2017 (the “**A Shareholders’ Class Meeting Notice**”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the payment of cash dividends out of the Company’s retained earnings as at 31 December 2016 and the bonus shares issue by way of the capitalisation of the Company’s retained earnings and the consequential amendments to the articles of association of the Company.	838,869,894 (99.968%)	122,800 (0.015%)	150,000 (0.017%)
As more than two thirds of the total number of votes held by the A Shareholders and proxies who attended the A Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

*Notes:*

- (1) Total number of A Shares entitling the holders to attend and vote for or against the resolution at the A Shareholders’ Class Meeting: 3,027,099,278 shares.
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the A Shareholders’ Class Meeting as set out in Rule 13.40 of the Listing Rules: nil.
- (3) Total number of A Shares held by the A Shareholders or their proxies who have attended the A Shareholders’ Class Meeting and are entitled to vote is 839,142,694 shares, which represents approximately 27.721% of the total issued A shares.
- (4) 北京市通商律師事務所 (Beijing Commerce & Finance Law Offices), legal advisors of the Company as to the People’s Republic of China law, acted as the scrutineer at the A Shareholders’ Class Meeting.

### III. CLASS MEETING OF THE HOLDERS OF H SHARES

The Board is pleased to announce the poll results in respect of the resolution proposed for consideration and approval at the class meeting of the holders of the H shares (being the overseas listed foreign shares issued in the capital of the Company with a RMB denominated par value of RMB1.00 each (the “**H Shares**”)) (the “**H Shareholders**”) of the Company, which was held on 8 June 2017 immediately after the conclusion of the A Shareholders’ Class Meeting (the “**H Shareholders’ Class Meeting**”) as set out in the notice of H Shareholders’ Class Meeting dated 20 April 2017 (the “**H Shareholders’ Class Meeting Notice**”) as follows:

Special resolution		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the payment of cash dividends out of the Company’s retained earnings as at 31 December 2016 and the bonus shares issue by way of the capitalisation of the Company’s retained earnings and the consequential amendments to the articles of association of the Company.	605,897,408 (99.957%)	262,000 (0.043%)	0 (0.000%)
As more than two thirds of the total number of votes held by the H Shareholders and proxies who attended the H Shareholders’ Class Meeting were cast in favour of the resolution, the resolution was passed as a special resolution.				

*Notes:*

- (1) Total number of H Shares entitling the holders to attend and vote for or against the resolution at the H Shareholders’ Class Meeting: 971,520,000 shares.
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the H Shareholders’ Class Meeting as set out in Rule 13.40 of the Listing Rules: nil.
- (3) Total number of H Shares held by the H Shareholders or their proxies who have attended the H Shareholders’ Class Meeting and are entitled to vote is 606,159,408 shares, which represents approximately 62.393% of the total issued H 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), legal advisors of the Company as to the People’s Republic of China law, acted as the scrutineers at the H Shareholders’ Class Meeting.

#### IV. APPOINTMENT OF DIRECTORS

Reference is made to the circular (the “**Circular**”) of the Company dated 20 April 2017. The Board announces that Mr. Yuan Hongming and Mr. Yan Jianbo have been appointed as executive Directors of the Company, and Mr. Li Hongwu has been appointed as an independent non-executive Director of the Company for a term from 8 June 2017 to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).

Biographies of the said directors of the Company were set out in the Circular. Save as disclosed therein, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the aforesaid 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.

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

Hong Kong, 8 June 2017

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Yan Jianbo; 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, Mr. Ning Xiangdong and Mr. Li Hongwu.*