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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 ANNUAL GENERAL MEETING
HELD ON 20 JUNE 2019**

The Board is pleased to announce that all the 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 20 June 2019.

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 2018, which was held on 20 June 2019 at 2:30 p.m. (the “**AGM**”) as set out in the notice of AGM dated 3 May 2019 (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 2018.	4,218,526,611 (99.6625%)	67,200 (0.0016%)	14,219,497 (0.3359%)
	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 2018.	4,218,526,611 (99.6625%)	67,200 (0.0016%)	14,219,497 (0.3359%)
	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
3.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2018.	4,218,526,611 (99.6625%)	67,200 (0.0016%)	14,219,497 (0.3359%)
	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 2018.	4,218,523,011 (99.6624%)	67,200 (0.0016%)	14,223,097 (0.3360%)
	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 2018.	4,218,526,611 (99.6625%)	67,200 (0.0016%)	14,219,497 (0.3359%)
	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 2019.	4,225,075,408 (99.8172%)	67,200 (0.0016%)	7,670,700 (0.1812%)
	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 2018.	4,201,377,510 (99.2573%)	67,200 (0.0016%)	31,368,598 (0.7411%)
	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 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 2019.	4,200,623,106 (99.2395%)	821,604 (0.0194%)	31,368,598 (0.7411%)
	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
9.	To consider and approve the amendments to the Articles of Association of the Company as set out in the circular dated 3 May 2019.	4,171,178,694 (98.5439%)	30,266,016 (0.7150%)	31,368,598 (0.7411%)
	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
10.	To consider and approve the re-appointment of 山東和信會計事務所（特殊普通合夥）(Shangdong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2019.	4,142,567,903 (97.8680%)	26,056,520 (0.6156%)	64,188,885 (1.5165%)
	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 continuing connected transaction between the Company and 山推工程機械股份有限公司 (Shantui Construction Machinery Co. Ltd.).	2,818,213,208 (99.6993%)	1,131,400 (0.0400%)	7,368,700 (0.2607%)
	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 New Financial Services Agreement dated 25 March 2019 in respect of the provision of certain financial services to the Group by Shandong Finance and the relevant New Caps.	1,616,268,951 (57.2754%)	1,201,676,741 (42.5836%)	3,978,100 (0.1410%)
	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
13.	To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP (德勤華永會計師事務所 (特殊普通合夥)) as the auditors of the Company for the year ending 31 December 2019 and to authorise the Directors to determine their remuneration.	3,957,864,645 (93.5044%)	94,221,932 (2.2260%)	180,726,731 (4.2697%)
	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: 7,933,873,895 shares (comprising 1,943,040,000 H Shares and 5,990,833,895 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 4,232,813,308 shares, which represents approximately 53.3512% of the total issued shares.
- (4) As set out in the AGM Notice, Weichai Group Holdings Limited (which held 1,406,100,000 Shares representing approximately 17.72% of the issued Shares of the Company) and its close associates, had abstained from voting at the AGM in respect of resolutions number 11 and 12.
- (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 Offices), the legal advisers to the Company as to the People's Republic of China law, acted as the scrutineers at the AGM.

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

Hong Kong, 20 June 2019

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, Mr. Gordon Riske and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai.