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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 EXTRAORDINARY GENERAL MEETING
HELD ON 24 SEPTEMBER 2019**

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 24 September 2019.

EXTRAORDINARY 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 extraordinary general meeting of the shareholders of the Company, which was held on 24 September 2019 at 2:45 p.m. (the “**EGM**”) as set out in the notice of the EGM dated 8 August 2019 (the “**EGM Notice**”) as follows:

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the grant of the Guarantee(s) by the Company for the benefit of Weichai Power Hong Kong International Development Co., Limited in respect of certain loans and the relevant interest rate swap transactions.	3,345,150,639 (97.3965%)	50,970,261 (1.4840%)	38,448,677 (1.1195%)
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 Holdings General Services Agreement and the Chongqing Weichai General Services Agreement dated 2 August 2019 in respect of the provision of general services and labour services by Weichai Holdings (and its associates) to the Company (and its subsidiaries) and the relevant new caps.	1,971,471,460 (98.0834%)	75,600 (0.0038%)	38,448,677 (1.9129%)
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 Purchase and Processing Services Agreement dated 2 August 2019 in respect of the purchase of diesel engine parts and components, gas and scrap metals etc., materials, diesel engines and related products, processing services and import and export agency services by the Company (and its subsidiaries) from Weichai Holdings (and its associates) and the relevant new caps.	1,970,933,460 (98.0566%)	611,100 (0.0304%)	38,451,177 (1.9130%)
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 Shaanxi Zhongqi Purchase Agreement dated 2 August 2019 in respect of the purchase of parts and components of vehicles, scrap steel and related products and labour services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates) and the relevant new caps.	3,396,045,300 (98.8783%)	75,600 (0.0022%)	38,448,677 (1.1195%)
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
5.	To consider and approve the supplemental agreement to the Shaanxi Zhongqi Sale Agreement dated 2 August 2019 in respect of the sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates) and the relevant new caps.	3,395,507,300 (98.8627%)	613,600 (0.0179%)	38,448,677 (1.1195%)
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.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM: 7,933,873,895 shares (comprising 5,990,833,895 A Shares and 1,943,040,000 H Shares).
- (2) Total number of shares entitling the holders to attend and abstain from voting in favour of any resolution at the EGM 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 EGM and are entitled to vote is 3,434,569,577 shares, which represent approximately 43.29% of the total issued shares entitling the holders to attend and vote for or against the resolutions at the EGM.
- (4) As set out in the EGM Notice, Weichai Group Holdings Limited (which held 1,406,100,000 A Shares representing approximately 17.72% of the issued shares of the Company), had abstained from voting at the EGM in respect of the resolutions number 2 and 3. Further, Mr. Zhang Quan, an executive director of the Company and holder of 13,684,324 A Shares, and Mr. Wu Hongwei, a supervisor of the Company and holder of 4,789,516 A Shares, have abstained from voting at the EGM in respect of the resolutions number 2 and 3.
- (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, 24 September 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.