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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 14 JUNE 2018,
APPOINTMENT OF DIRECTORS AND SUPERVISORS
AND
CHANGES IN COMPOSITION OF
THE BOARD COMMITTEES**

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 14 June 2018.

The Board further announces the appointment of directors and supervisors of the Company and the changes in composition of the Board committees.

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 2017, which was held on 14 June 2018 at 2:30 p.m. (the “**AGM**”) as set out in the notice of AGM dated 27 April 2018 (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 2017.	3,270,736,611 (99.8493%)	599,833 (0.0183%)	4,337,700 (0.1324%)
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 2017.	3,270,736,611 (99.8493%)	599,833 (0.0183%)	4,337,700 (0.1324%)
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 2017.	3,270,733,211 (99.8492%)	599,833 (0.0183%)	4,341,100 (0.1325%)
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 2017.	3,270,733,211 (99.8492%)	599,833 (0.0183%)	4,341,100 (0.1325%)
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 2017.	3,270,733,211 (99.8492%)	599,833 (0.0183%)	4,341,100 (0.1325%)
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 2018.	3,245,769,344 (99.0871%)	29,900,700 (0.9128%)	4,100 (0.0001%)
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 distribution of profit to the shareholders of the Company for the year ended 31 December 2017.	3,275,341,344 (99.9898%)	332,100 (0.0101%)	700 (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.				
8.	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 2018 and to authorise the Directors to determine their remuneration.	3,167,018,912 (96.6830%)	64,601,678 (1.9722%)	44,053,554 (1.3449%)
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 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 2018.	3,273,854,928 (99.9445%)	330,100 (0.0101%)	1,489,116 (0.0455%)
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 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 2018.	3,274,068,928 (99.9510%)	330,100 (0.0101%)	1,275,116 (0.0389%)
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
11.	To consider and approve the amendments to the Articles of Association of the Company as set out in the circular dated 27 April 2018.	3,274,328,344 (99.9589%)	1,310,100 (0.0400%)	35,700 (0.0011%)
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
12.	To consider and approve the amendments to the Rules of Procedure for Board Meetings of the Company as set out in the circular dated 27 April 2018.	3,273,088,928 (99.9211%)	2,584,516 (0.0789%)	700 (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.				
13.	To consider and approve the amendments to the Rules of Procedure for General Meetings of the Company as set out in the circular dated 27 April 2018.	3,274,363,344 (99.9600%)	1,310,100 (0.0400%)	700 (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.				
14.	To consider and approve the grant of the guarantee by the Company for the benefit of Weichai Power (Hong Kong) International Development Co., Ltd. in respect of a loan.	3,244,614,070 (99.0518%)	31,058,074 (0.9481%)	2,000 (0.0001%)
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.				
15.	To consider and approve the proposal in relation to the provision for assets impairment.	3,273,085,528 (99.9210%)	2,584,516 (0.0789%)	4,100 (0.0001%)
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 <i>(By way of cumulative voting)</i>	Against <i>(By way of cumulative voting)</i>	Abstain <i>(By way of cumulative voting)</i>
16.	(a) To consider and approve the re-election of Mr. Lu Wenwu as a Supervisor of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,246,241,692 (99.1015%)	28,154,455 (0.8595%)	1,277,997 (0.0390%)
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.				
	(b) To consider and approve the re-election of Mr. Wu Hongwei as a Supervisor of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,156,125,570 (96.3504%)	113,162,108 (3.4546%)	6,386,466 (0.1950%)
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)
17.	(a) To consider and approve the re-election of Mr. Tan Xuguang as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,010,177,944 (91.8949%)	204,386,102 (6.2395%)	61,110,098 (1.8656%)
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.				
	(b) To consider and approve the re-election of Mr. Wang Yuepu as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,181,771,467 (97.1333%)	90,287,916 (2.7563%)	3,614,761 (0.1104%)
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.				
	(c) To consider and approve the re-election of Mr. Jiang Kui as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,181,771,467 (97.1333%)	90,287,916 (2.7563%)	3,614,761 (0.1104%)
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)
(d)	To consider and approve the re-election of Mr. Zhang Quan as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,219,502,696 (98.2852%)	54,893,448 (1.6758%)	1,278,000 (0.0390%)
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.				
(e)	To consider and approve the re-election of Mr. Xu Xinyu as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,178,900,093 (97.0457%)	93,154,590 (2.8438%)	3,619,461 (0.1105%)
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.				
(f)	To consider and approve the re-election of Mr. Sun Shaojun as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,220,758,966 (98.3235%)	53,637,178 (1.6374%)	1,278,000 (0.0390%)
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 <i>(By way of cumulative voting)</i>	Against <i>(By way of cumulative voting)</i>	Abstain <i>(By way of cumulative voting)</i>
(g)	To consider and approve the re-election of Mr. Yuan Hongming as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,220,758,966 (98.3235%)	53,637,178 (1.6374%)	1,278,000 (0.0390%)
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.				
(h)	To consider and approve the re-election of Mr. Yan Jianbo as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,220,758,966 (98.3235%)	53,637,178 (1.6374%)	1,278,000 (0.0390%)
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 <i>(By way of cumulative voting)</i>	Against <i>(By way of cumulative voting)</i>	Abstain <i>(By way of cumulative voting)</i>
(i)	To consider and approve the re-election of Mr. Gordon Riske as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,182,175,467 (97.1457%)	89,883,916 (2.7440%)	3,614,761 (0.1104%)
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.				
(j)	To consider and approve the election of Mr. Michael Martin Macht as a Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,182,175,467 (97.1457%)	89,883,916 (2.7440%)	3,614,761 (0.1104%)
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 <i>(By way of cumulative voting)</i>	Against <i>(By way of cumulative voting)</i>	Abstain <i>(By way of cumulative voting)</i>
18.	(a) To consider and approve the re-election of Mr. Zhang Zhong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,097,133,079 (94.5495%)	169,813,140 (5.1841%)	8,727,925 (0.2664%)
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.				
	(b) To consider and approve the re-election of Mr. Wang Gongyong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,143,768,526 (95.9732%)	125,499,949 (3.8313%)	6,405,669 (0.1956%)
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 <i>(By way of cumulative voting)</i>	Against <i>(By way of cumulative voting)</i>	Abstain <i>(By way of cumulative voting)</i>
(c)	To consider and approve the re-election of Mr. Ning Xiangdong as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,250,031,851 (99.2172%)	24,364,293 (0.7438%)	1,278,000 (0.0390%)
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.				
(d)	To consider and approve the re-election of Mr. Li Hongwu as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,246,697,035 (99.1154%)	27,684,909 (0.8452%)	1,292,200 (0.0394%)
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)
(e)	To consider and approve the election of Mr. Wen Daocai as an independent non-executive Director of the Company for a term of three years from the date of the 2017 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).	3,272,316,144 (99.8975%)	2,080,000 (0.0635%)	1,278,000 (0.0390%)
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: 7,997,238,556 shares (comprising 1,943,040,000 H Shares and 6,054,198,556 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 3,275,674,144 shares, which represents approximately 40.96% 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. APPOINTMENT OF DIRECTORS AND SUPERVISORS

Reference is made to the circular (the “**Circular**”) of the Company dated 27 April 2018. The Board announces that Mr. Tan Xuguang (譚旭光先生), Mr. Wang Yuepu (王曰普先生), Mr. Jiang Kui (江奎先生), Mr. Zhang Quan (張泉先生), Xu Xinyu (徐新玉先生), Sun Shaojun (孫少軍先生), Mr. Yuan Hongming (袁宏明先生), Mr. Yan Jianbo (嚴鑾鉞先生), Mr. Gordon Riske and Mr. Michael Martin Macht have been appointed as Directors of the Company; Mr. Zhang Zhong (張忠先生), Mr. Wang Gongyong (王貢勇先生), Mr. Ning Xiangdong (寧向東先生) and Mr. Li Hongwu (李洪武先生) and Mr. Wen Daocai (聞道才先生) have been appointed as independent non-executive Directors of the Company, and Mr. Lu Wenwu (魯文武先生) and Mr. Wu Hongwei (吳洪偉先生) have been appointed as Supervisors of the Company, for a term from 14 June 2018 to the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).

Biographies of the said Directors and Supervisors 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 Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

The Board is also pleased to announce that at the Meeting of Staff Delegation Leaders held by the workers’ union (工會委員會) of the Company on 14 June 2018, Mr. Ma Changhai (馬常海) (“**Mr. Ma**”) was re-elected as an employee representative supervisor for the Supervisory Committee of the Company for a term from of three years commencing on 14 June 2018 and ending on the conclusion of the annual general meeting of the Company for the year ending 31 December 2020 (both days inclusive).

Mr. Ma, Chinese, aged 44, is a Supervisor of the Company. Mr. Ma joined Weifang Diesel Engine Factory in 1997. He had been the deputy manager at administration department and head of brand management department of Shandong Weichai Import and Export Co., Ltd. He is currently the administrative officer of the Company, the deputy administrative officer at its Hong Kong office and an officer at the administrative office of external affairs, a director of Weichai Power (Hong Kong) International Development Co., Ltd., a director of Weichai International (Hong Kong) Energy Group Co., Ltd., and a director of Weichai Power (Beijing) International Resource Investment Co., Ltd.. He is a senior political engineer and holds a bachelor’s degree.

Save as disclosed above, Mr. Ma has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years, has not taken up any other major positions in the Company or its subsidiaries, and does not have any relationship with any other directors, supervisors, senior management or substantial shareholders or controlling shareholder of the Company.

Mr. Ma will not enter into any service contract with the Company and he will not receive any emolument for serving as an employee representative supervisor of the Company. Mr. Ma does not have any interest in the shares and underlying shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no other matter relating to the re-election of Mr. Ma as a Supervisor that will need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

III. CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that certain appointments have been made in respect of the audit committee, remuneration committee, nomination committee and strategic development and investment committee of the Company. Following such appointments, with effect from 14 June 2018:

- (1) the audit committee of the Company comprises Mr. Wang Gongyong, Mr. Zhang Zhong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai, with Mr. Wang Gongyong acting as the chairman;
- (2) the remuneration committee of the Company comprises Mr. Zhang Zhong, Mr. Tan Xuguang and Mr. Wang Gongyong, with Mr. Zhang Zhong acting as the chairman;
- (3) the nomination committee of the Company comprises Mr. Zhang Zhong, Mr. Xu Xinyu, Mr. Wang Gongyong and Mr. Li Hongwu, with Mr. Zhang Zhong acting as the chairman; and
- (4) the strategic development and investment committee of the Company comprises Mr. Tan Xuguang, Mr. Michael Martin Macht, Mr. Wang Yuepu, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Yuan Hongming, Mr. Yan Jianbo and Mr. Ning Xiangdong, with Mr. Tan Xuguang acting as the chairman and Mr. Michael Martin Macht acting as the vice-chairman.

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

Hong Kong, 14 June 2018

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.