

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING AND
THE CLASS MEETING OF THE HOLDERS OF A SHARES
HELD ON 14 SEPTEMBER 2018**

The Board is pleased to announce that the resolutions set out in the EGM Notice and the Supplementary EGM Notice were duly approved by way of poll at the EGM held on 14 September 2018.

The Board is further pleased to announce that the resolutions set out in the A Shareholders' Class Meeting Notice were duly approved by the A Shareholders by way of poll at the A Shareholders' Class Meeting held on 14 September 2018.

I. 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 14 September 2018 at 2:30 p.m. (the “**EGM**”) as set out in the notice of the EGM dated 17 July 2018 (the “**EGM Notice**”) and the supplementary notice of the EGM dated 24 August 2018 (the “**Supplementary EGM Notice**”) as follows:

Special resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve (by item) the resolution regarding the proposal for the specific approval to be granted to the board of directors of the Company to repurchase the Company’s A shares within the maximum amount of RMB500 million.			
(i)	Method of the share repurchase.	<u>3,346,730,908</u> (99.8891%)	<u>3,549,800</u> (0.1060%)	<u>163,800</u> (0.0049%)
(ii)	Price range of the share repurchase.	<u>3,346,089,148</u> (99.8700%)	<u>3,549,800</u> (0.1060%)	<u>805,560</u> (0.0240%)
(iii)	Type, quantity and proportion to the total share capital.	<u>3,346,089,148</u> (99.8700%)	<u>3,549,800</u> (0.1060%)	<u>805,560</u> (0.0240%)
(iv)	The total proceeds of the share repurchase and the source of funding.	<u>3,346,089,148</u> (99.8700%)	<u>3,549,800</u> (0.1060%)	<u>805,560</u> (0.0240%)
(v)	The period of share repurchase.	<u>3,346,089,148</u> (99.8700%)	<u>3,549,800</u> (0.1060%)	<u>805,560</u> (0.0240%)
(vi)	The validity period of the resolution.	<u>3,346,087,348</u> (99.8700%)	<u>3,549,800</u> (0.1059%)	<u>807,360</u> (0.0241%)
As more than two thirds 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 a <u>special</u> resolution.				
2.	To authorize the board of directors of the Company to handle matters in relation to and associated with the resolution of the repurchase of the Company’s A shares.	<u>3,346,520,108</u> (99.8829%)	<u>3,549,800</u> (0.1059%)	<u>374,600</u> (0.0112%)
As more than two thirds 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 a <u>special</u> resolution.				

Ordinary resolutions		Number of votes (%)		
		For	Against	Abstain
3.	To consider and approve the supplemental agreement to the Weichai Sale and Processing Services Agreement dated 13 July 2018 in respect of the sale of diesel engines, diesel engine parts and components, materials, semi-finished products, hydraulic products and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) and the relevant new caps.	<u>1,948,731,334</u> <u>(99.7156%)</u>	<u>4,962,800</u> <u>(0.2539%)</u>	<u>596,000</u> <u>(0.0305%)</u>
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 Weichai Holdings Utilities Services Agreement and Chongqing Weichai Utilities Services Agreement dated 13 July 2018 in respect of the supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries) and the relevant new caps.	<u>1,948,791,334</u> <u>(99.7186%)</u>	<u>4,962,800</u> <u>(0.2540%)</u>	<u>536,000</u> <u>(0.0274%)</u>
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.				
5.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Purchase and Processing Services Agreement dated 13 July 2018 in respect of the <u>purchase</u> of diesel engine parts and components, materials, steel and scrap metal etc., diesel engines and related products and the processing and labour services by the Company (and its subsidiaries) <u>from</u> Weichai Heavy Machinery (and its subsidiaries) and the relevant new caps.	<u>1,948,762,734</u> <u>(99.7172%)</u>	<u>4,962,800</u> <u>(0.2539%)</u>	<u>564,600</u> <u>(0.0289%)</u>
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
6.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Sale Agreement dated 13 July 2018 in respect of the sale of diesel engines <u>and related products</u> by the <u>Company</u> (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiary) and the relevant new caps.	<u>1,948,761,334</u> <u>(99.7171%)</u>	<u>4,962,800</u> <u>(0.2539%)</u>	<u>566,000</u> <u>(0.0290%)</u>
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.				
7.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Supply Agreement dated 13 July 2018 in respect of the supply of semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products and provision of labour services by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries) and the relevant new caps.	<u>1,948,762,734</u> <u>(99.7172%)</u>	<u>4,962,800</u> <u>(0.2539%)</u>	<u>564,600</u> <u>(0.0289%)</u>
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.				
8.	To consider and approve the supplemental agreement to the Fast Transmission Sale Agreement dated 13 July 2018 in respect of the sale of parts and components of transmissions and related products by SFGC to Fast Transmission and the relevant new caps.	<u>3,344,414,108</u> <u>(99.8200%)</u>	<u>5,465,800</u> <u>(0.1631%)</u>	<u>564,600</u> <u>(0.0169%)</u>
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
9.	To consider and approve the supplemental agreement to the Fast Transmission Purchase Agreement dated 13 July 2018 in respect of the purchase of parts and components of transmissions and related products and labour services by SFGC from Fast Transmission and the relevant new caps.	<u>3,344,837,108</u> (99.8327%)	<u>4,962,800</u> (0.1481%)	<u>644,600</u> (0.0192%)
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.				
10.	To consider and approve Baudouin's engagement in the trading of the relevant financial derivative products.	<u>3,260,539,445</u> (97.3166%)	<u>5,467,800</u> (0.1632%)	<u>84,437,263</u> (2.5202%)
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.				
11.	To consider and approve KION's engagement in the trading of the relevant financial derivative products.	<u>3,261,083,385</u> (97.3329%)	<u>4,979,600</u> (0.1486%)	<u>84,381,523</u> (2.5185%)
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.				
12.	To consider and approve Shaanxi Zhongqi's engagement in the subscription of the relevant structured deposit products.	<u>3,260,537,245</u> (97.3166%)	<u>5,468,600</u> (0.1632%)	<u>84,438,663</u> (2.5202%)
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: 7,997,238,556 shares (comprising 6,054,198,556 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 3,350,444,508 shares, which represent approximately 41.8950% of the total issued shares.

- (4) As set out in the EGM Notice, Weichai Holding and its associate have abstained from voting at the EGM in respect of the resolutions number 3 to 7. Mr. Zhang Quan, an executive Director of the Company, and Mr. Lu Wenwu, a supervisor of the Company, have abstained from voting at the EGM in respect of the resolutions number 3 to 7.
- (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.

II. CLASS MEETING OF THE HOLDERS OF A SHARES

The Board is also pleased to announce the poll results in respect of the resolutions 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 14 September 2018 immediately after the conclusion of the EGM (the “A Shareholders’ Class Meeting”) as set out in the notice of A Shareholders’ Class Meeting dated 16 July 2018 as published on the website of the Shenzhen Stock Exchange (the “A Shareholders’ Class Meeting Notice”) as follows:

<u>Special resolutions</u>		<u>Number of votes (%)</u>		
		<u>For</u>	<u>Against</u>	<u>Abstain</u>
<u>1.</u>	<u>To consider and approve (by item) the resolution regarding the proposal for the specific approval to be granted to the board of directors of the Company to repurchase the Company’s A shares within the maximum amount of RMB500 million.</u>			
	<u>(i) Method of the share repurchase.</u>	<u>2,018,980,445</u> <u>(99.9990%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>18,800</u> <u>(0.0010%)</u>
	<u>(ii) Price range of the share repurchase.</u>	<u>2,018,338,685</u> <u>(99.9673%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>660,560</u> <u>(0.0327%)</u>
	<u>(iii) Type, quantity and proportion to the total share capital.</u>	<u>2,018,338,685</u> <u>(99.9673%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>660,560</u> <u>(0.0327%)</u>
	<u>(iv) The total proceeds of the share repurchase and the source of funding.</u>	<u>2,018,338,685</u> <u>(99.9673%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>660,560</u> <u>(0.0327%)</u>
	<u>(v) The period of share repurchase.</u>	<u>2,018,338,685</u> <u>(99.9672%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>660,560</u> <u>(0.0328%)</u>
	<u>(vi) The validity period of the resolution.</u>	<u>2,018,336,885</u> <u>(99.9672%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>662,360</u> <u>(0.0328%)</u>
<u>As more than two thirds of the total number of the 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.</u>				

<u>Special resolutions</u>		<u>Number of votes (%)</u>		
		<u>For</u>	<u>Against</u>	<u>Abstain</u>
2.	<u>To authorize the board of directors of the Company to handle matters in relation to and associated with the resolution of the repurchase of the Company's A shares.</u>	<u>2,018,769,645</u> <u>(99.9886%)</u>	<u>800</u> <u>(0.0000%)</u>	<u>229,600</u> <u>(0.0114%)</u>
<u>As more than two thirds of the total number of the 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.</u>				

Notes:

- (1) Total number of A Shares entitling the holders to attend and vote for or against the resolutions at the A Shareholders' Class Meeting: 6,054,198,556 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 2,019,000,045 shares, which represents approximately 33.3488% 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.

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

Hong Kong, 14 September 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.