



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 5 DECEMBER 2005**

The Board is pleased to announce that all the resolutions set out in the notice of the EGM dated 20 October 2005 (the "EGM Notice") were duly passed by the Independent Shareholders and the Shareholders (as the case may be) by way of poll at the EGM held on 5 December 2005.

Reference is made to the announcements of Weichai Power Co., Ltd. (the "Company") dated 21 September 2005 and 10 October 2005 respectively (the "Announcements") and the circular of the Company dated 20 October 2005 (the "Circular") in relation to the variation of the Existing Continuing Connected Transactions, the New Non-exempt Continuing Connected Transactions, the Transaction Caps and the proposed new election and re-election (as the case may be) of the Directors and the Supervisors. Capitalised terms used herein shall have the same meanings as defined in the Announcements and the Circular unless otherwise stated.

RESULTS OF THE EGM

The Board is pleased to announce that all resolutions set out in the EGM Notice were duly passed by the Independent Shareholders and the Shareholders (as the case may be) by way of poll at the EGM held on 5 December 2005 at the Company's Conference Room at 26 Minsheng East Street, Weifang, Shandong Province, PRC. 13 Shareholders and authorized proxies holding an aggregate of 256,484,520 Shares carrying voting rights, which represented 77.72% of the total Share capital of the Company, were present at the EGM, which was in compliance with the quorum requirement of the PRC Company Law and the provisions of the Articles of Association. Results of the poll conducted at the EGM were as follows:

Ordinary Resolutions (Note 1)		Number of votes (%)	
		For	Against
1.	To consider and approve the WF General Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Weichai Factory for the provision of certain general services by Weichai Factory to the Company.	174,476,620 (99.97%)	0 (0%)
2.	To consider and approve the WF Utility Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Weichai Factory for the provision of or the provision of connection of certain utility and energy services by Weichai Factory to the Company.	174,476,620 (99.97%)	0 (0%)
3.	To consider and approve the CW General Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of certain general services by Chongqing Weichai to the Company.	174,476,620 (99.97%)	0 (0%)
4.	To consider and approve the CW Utility Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of or the provision of connection of certain utility and energy services by Chongqing Weichai to the Company.	174,476,620 (99.97%)	0 (0%)
5.	To consider and approve the Processing Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of processing services by Chongqing Weichai to Chongqing Branch.	174,476,620 (99.97%)	0 (0%)
6.	To consider and approve the COPN Supply Agreement and the relevant Transaction Caps as set out in the paragraph headed "Aggregate Annual Value" in the section headed "Letter from the Board" of the circular of the Company dated 20th October, 2005 relating to the supply of oil pumps by COPN to the Company.	174,476,620 (99.97%)	0 (0%)
7.	To consider and approve the WD Sales and Warranty Agreement and the relevant Transaction Caps as set out in the paragraph headed "Aggregate Annual Value" in the section headed "Letter from the Board" of the circular of the Company dated 20th October, 2005 relating to the provision of sales and warranty period repair and maintenance services by the Company to Weichai Deutz's customers.	174,476,620 (99.97%)	0 (0%)
8.	To consider and approve the Hangqi Purchases Agreement and the relevant Transaction Caps as set out in the paragraph headed "Aggregate Annual Value" in the section headed "Letter from the Board" of the circular of the Company dated 20th October, 2005 relating to the supply of oil pumps by the Company to Hangqi.	174,476,620 (99.97%)	0 (0%)
9.	To consider and approve the Hangqi Supply Agreement and the relevant Transaction Caps as set out in the paragraph headed "Aggregate Annual Value" in the section headed "Letter from the Board" of the circular of the Company dated 20th October, 2005 relating to the purchases of diesel engines by the Company from Hangqi.	174,476,620 (99.97%)	0 (0%)
10.	To consider and approve the re-appointment of Mr. Tan Xuguang as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
11.	To consider and approve the re-appointment of Mr. Xu Xinyu as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
12.	To consider and approve the re-appointment of Mr. Sun Shaojun as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
13.	To consider and approve the re-appointment of Mr. Zhang Quan as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
14.	To consider and approve the re-appointment of Mr. Yeung Sai Hong as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
15.	To consider and approve the re-appointment of Mr. Chen Xuejian as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
16.	To consider and approve the re-appointment of Mr. Yao Yu as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
17.	To consider and approve the re-appointment of Mr. Li San Yim as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
18.	To consider and approve the re-appointment of Mr. Tong Jingen as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
19.	To consider and approve the re-appointment of Ms. Zhang Fusheng as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
20.	To consider and approve the re-appointment of Mr. Julius G. Kiss as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,415,520 (99.97%)	0 (0%)
21.	To consider and approve the appointment of Ms. Han Xiaqun as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive). (Note 4)	256,415,520 (99.97%)	0 (0%)
22.	To consider and approve the re-appointment of Mr. Zhang Xiaoyu as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.	256,484,520 (100%)	0 (0%)
23.	To consider and approve the re-appointment of Mr. Koo Fook Sun, Louis as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.	256,484,520 (100%)	0 (0%)
24.	To consider and approve the re-appointment of Mr. Fang Zhong Chang as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.	256,484,520 (100%)	0 (0%)
25.	To consider and approve the re-appointment of Mr. Sun Chengping as a supervisor of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,484,520 (100%)	0 (0%)
26.	To consider and approve the re-appointment of Ms. Jiang Jianfang as a supervisor of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).	256,484,520 (100%)	0 (0%)
27.	To consider and authorize the remuneration committee of the Company to fix the basic salary for an amount not exceeding RMB600,000 per annum for each of the directors and the supervisors of the Company.	256,424,520 (99.98%)	60,000 (0.02%)

As more than 50% of the votes were cast in favour of resolutions 1 to 27, the said resolutions were duly passed as ordinary resolutions of the Company.

Notes:

- (1) As at the date of the EGM, there were 330,000,000 Shares in issue. As referred to in the Circular, resolutions 1 to 9 were proposed for the Independent Shareholders to consider, and if thought fit, to approve, and the Shareholders named in column 1 below, who were not Independent Shareholders, abstained from voting at the EGM in respect of those resolutions:
- | Shareholders abstained from voting at the EGM | Total no. of Shares held by the Shareholders abstained from voting at the EGM |
|---|---|
| (i) Weichai Factory | 77,647,900 Domestic Shares |
| (ii) Tan Xuguang | 4,300,000 Domestic Shares |
- Total number of Shares held by the relevant Independent Shareholders entitling them to attend the EGM and vote for or against resolutions 1 to 9 was 248,052,100 Shares.
- All Shareholders holding a total of 330,000,000 Shares were entitled to attend and vote for or against the resolutions 10 to 27 at the EGM.
- (2) Total number of Shares entitling the holders to attend and vote only against any of the resolutions at the EGM: Nil.
- (3) Deloitte Touche Tohmatsu, auditors of the Company, acted as the scrutineer at the EGM.
- (4) Ms. Han Xiaqun (韓小群), aged 55, is the general manager of 山東省外商投資服務公司 (Shandong Foreign Investment Service Company) and is the chairperson of 山東省企業託管經營股份有限公司 (Shandong Provincial Enterprises Trusteeship & Operation Co., Ltd.) which is a promoter of the Company.

By Order of the Board
Weichai Power Co., Ltd.
Zhang Yuanfu
Company Secretary

Hong Kong, 5 December 2005

As at the date of this announcement, the executive Directors are: Tan Xuguang, Xu Xinyu, Sun Shaojun and Zhang Quan; the non-executive Directors are: Yeung Sai Hong, Chen Xuejian, Yao Yu, Li San Yim, Tong Jingen, Zhang Fusheng, Julius G. Kiss and Feng Gang; the independent non-executive Directors are: Zhang Xiaoyu, Koo Fook Sun, Louis and Fang Zhong Chang.