



**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 EXTRAORDINARY GENERAL MEETING  
HELD ON 15 DECEMBER 2004**

The Board is pleased to announce that all the resolutions set out in the EGM Notice were duly approved at the EGM held on 15 December 2004.

Reference is made to the announcement of Weichai Power Co., Ltd. (the “Company”) dated 15 September 2004 (the “Announcement”) and the circular of the Company dated 27 October 2004 (the “Circular”) in relation to the New Caps for the Non-exempt Continuing Connected Transactions, the appointment of an additional independent non-executive Director and the change of the registered address of the Company. Terms used herein shall have the same meanings as defined in the Announcement and the Circular, unless otherwise stated.

**RESULTS OF THE EGM**

The board of directors (the “Board”) of the Company is pleased to announce that all resolutions set out in the EGM Notice were duly passed by the relevant Independent Shareholders by way of poll at the EGM held on 15 December 2004 at the Company’s Conference Room at 26 Minsheng East Street, Weifang, Shandong Province, PRC. 9 Shareholders and authorized representatives/proxies holding an aggregate of 224,826,000 Shares carrying voting rights, which represented 68.13% of the total issued Shares, 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	Number of votes (%)	
		For	Against
1.	To consider and approve a new cap for provision of general services by Weichai Factory to the Company in the amount of RMB18 million for the year ending 31 December 2006.	142,118,100 (99.468%)	1,000 (0.001%)
2.	To consider and approve a new cap for the supply and/or connection of utilities by Weichai Factory to the Company in the amount of RMB170 million for the year ending 31 December 2006.	142,118,100 (99.468%)	1,000 (0.001%)
3.	To consider and approve new caps for the supply of WD615 Engines by the Company to Weichai Factory in the amount of RMB90 million, RMB115 million and RMB115 million for each of the 3 years ending 31 December 2006, respectively.	142,119,100 (99.469%)	0 (0%)
4.	To consider and approve new caps for the supply of finished diesel engine parts by Weichai Factory to the Company in the amount of RMB115 million and RMB180 million for each of the 2 years ending 31 December 2006, respectively.	142,118,100 (99.468%)	1,000 (0.001%)
5.	To consider and approve new caps for the supply of semi-finished diesel engine parts by the Company to Weichai Factory in the amounts of RMB175 million, RMB200 million and RMB200 million for each of the 3 years ending 31 December 2006, respectively.	142,119,100 (99.469%)	0 (0%)
6.	To consider and approve new caps for the provision of sales and warranty period repair services by the Company to Weichai Factory in the amount of RMB16 million, RMB16 million and RMB16 million for each of the 3 years ending 31 December 2006 respectively.	142,119,100 (99.469%)	0 (0%)
7.	To consider and approve a new cap for the provision of general services by Chongqing Weichai to the Company in the amount of RMB16 million for the year ending 31 December 2006.	142,118,100 (99.468%)	1,000 (0.001%)
8.	To consider and approve a new cap for the supply and/or connection of utilities by Chongqing Weichai to the Company in the amount of RMB90 million for the year ending 31 December 2006.	142,118,100 (99.468%)	1,000 (0.001%)
9.	To consider and approve a new cap for the provision of processing services by Chongqing Weichai to the Company in the amount of RMB164 million for the year ending 31 December 2006.	142,118,100 (99.468%)	1,000 (0.001%)
10.	To consider and approve new caps for the supply of diesel engines and finished diesel engine parts by the Company to CHDTGL and/or its associates in the amounts of RMB1,800 million, RMB2,600 million and RMB4,100 million for each of the 3 years ending 31 December 2006.	142,119,100 (99.469%)	0 (0%)
11.	To consider and approve new caps for the supply of finished and semi-finished diesel engine parts by CHDTGL and/or its associates to the Company in the amounts of RMB110 million and RMB165 million for each of the 2 years ending 31 December 2006, respectively.	142,118,100 (99.468%)	1,000 (0.001%)
12.	To consider and approve a new cap for the supply of WD615 Engines and related parts by the Company to Weichai Gas in the amount of RMB140 million for the year ending 31 December 2006.	118,619,100 (99.36%)	0 (0%)
13.	To consider and approve new caps for the supply of WD615 Engines and parts by the Company to Guangxi Liugong Machinery in the amounts of RMB400 million, RMB600 million and RMB710 million for each of the 3 years ending 31 December 2006, respectively.	219,576,450 (99.66%)	0 (0%)
14.	To consider and approve new caps for the supply of diesel engines and parts by the Company to Fujian Longgong in the amounts of RMB105 million, RMB155 million and RMB185 million for each of the 3 years ending 31 December 2006 respectively.	202,567,000 (99.63%)	0 (0%)
15.	To consider and approve new caps for the supply of diesel engines and parts by the Company to Shanghai Longgong in the amounts of RMB315 million, RMB470 million and RMB555 million for each of the 3 years ending 31 December 2006 respectively.	202,567,000 (99.63%)	0 (0%)
16.	To consider and approve the appointment of Mr. Fang Zhong Chang (房忠昌先生) as an independent non-executive director of the Company. <i>(Note 4)</i>	224,826,000 (100%)	0 (0%)
17.	To consider and authorize the board of directors of the Company to take all actions, steps and execute all documents or deeds to give full attach to the resolutions contained in the circular to the shareholder of the Company; or to implement all agreements entered into by the Company in relation to the aforesaid resolutions, and to ratify, confirm and approve all such agreements.	224,066,000 (99.6620%)	1,000 (0.0004%)
	<b>Special Resolution</b>		
18.	To consider and approve the change of registered address of the Company; and to authorize the Board of Directors of the Company to amend the Articles of Association (the “Articles”) of the Company accordingly and to attend to (i) the relevant business registration procedures for effecting the aforesaid change and (ii) other matters relevant to the aforesaid change as permitted under the laws, regulations and the Articles of the Company; and to ratify and confirm the Articles of the Company as amended and approved by 中國國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council), as referred to in the announcement of the Company dated 25 October 2004. <i>(Note 5)</i>	224,825,000 (99.9996%)	1,000 (0.0004%)

As more than 50% of the votes cast in respect of each of resolutions 1 to 17 were in favour of each such resolution, the said resolutions were duly passed as ordinary resolutions of the Company. As more than 66.67% of the votes cast in respect of resolution 18 were in favour of such resolution, resolution 18 was duly passed as a special resolution of the Company.

**Notes:**

- (1) As at the date of the EGM, the total issued Shares were 330,000,000 Shares. As referred to in the Circular, the parties named in column 2 below abstained from voting at the EGM in respect of the resolution(s) set out in column 1 below:

Resolution(s) no.	Parties abstained from voting at the EGM	Total no. of Shares held by the parties abstained from voting at the EGM	Total no. of Shares held by the relevant Independent Shareholders entitling them to attend the EGM and vote for or against the resolution(s)
1 to 11	Weichai Factory and Tan Xuguang	81,947,900 Domestic Shares	248,052,100 Shares
12	Weichai Factory, Tan Xuguang and Peterson	105,447,900 Shares (comprising 81,947,900 Domestic Shares and 23,500,000 Foreign Shares)	224,552,100 Shares
13	Guangxi Liugong	4,490,550 Domestic Shares	325,509,450 Shares
14 and 15	Fujian Longgong	21,500,000 Domestic Shares	308,500,000 Shares

All Shareholders holding a total of 330,000,000 Shares were entitled to attend and vote for or against the resolutions 16 to 18 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 scrutineer at the EGM.

- (4) As referred to in the Circular, Mr. Fang Zhong Chang (房忠昌先生), aged 62, was graduated from Harbin Industrial University, where he majored in Precision Instruments Studies (精密儀器專業). He previously served as engineer at Shandong Anqiu County Glasswork (山東安邱縣玻璃廠), Deputy Mayor of Anqiu County (安邱縣), Deputy Mayor of Weifang Municipal Government (濰坊市政府副市長), Secretary to the Municipal Disciplinary Committee of the Standing Committee of Weifang Municipal Committee (濰坊市委常委市紀委書記), and Deputy Director of the Standing Committee of Weifang Municipal People’s Congress (濰坊市人大常委會副主任). He was also a visiting researcher at the Chinese Academy of Management Science (中國管理科學院特邀研究員) and a member of the People’s Congress for the Shandong Province (山東省人大代表). He retired from civil service in 2002.

As at the date of this announcement, Mr. Fang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Fang has confirmed that, as at the date of this announcement, he is not related to the other Directors, or the senior management or the substantial or controlling shareholders of the Company. The Company has not entered and does not propose to enter into any service contract with Mr. Fang (excluding contracts expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation)) in relation to his appointment as an independent non-executive Director. Mr. Fang’s appointment as an independent non-executive Director is for a period from the time of the conclusion of the EGM up to and including the date of the annual general meeting of the Company for the financial year ending 31 December, 2004.

Mr. Fang Zhong Chang has also been appointed by the Board as a member of the Audit Committee of the Company with effect from 15 December 2004.

Save and except for the above, there are no other matters which need to be brought to the attention of the Shareholders regarding the appointment of Mr. Fang as an independent non-executive Director.

- (5) As referred to in the Circular and subject to the completion of the procedure and the other matters as referred to below, the registered address of the Company will be changed from “中國山東省濰坊市民生東街26號(郵政編號：261001)” to “中國山東省濰坊市高新技術產業開發區福壽東街197號甲(郵政編號：261061)” (197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang City, Shandong Province, the PRC (Postal Code: 261061))” and Article 3 of the Articles of Association will be amended accordingly to reflect such change. The change of the registered address will take effect upon completion of the business registration procedure and other matters relevant to such change as required under the PRC laws and regulations and the Articles of Association.

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

Hong Kong, 15 December 2004

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 and Koo Fook Sun, Louis.