



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 ANNUAL GENERAL MEETING
HELD ON 30TH JUNE, 2006**

The Board of Directors is pleased to announce that all the resolutions set out in the AGM notice were duly approved at the AGM held on 30th June, 2006.

The board of directors (the “**Board of Directors**”) of Weichai Power Co., Ltd. (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed for consideration and receipt or approval at the annual general meeting of the Company which was held on 30th June, 2006 (the “**AGM**”) as follows:

Resolutions		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31st December, 2005.	267,544,709 (99.03%)	0	2,626,411 (0.97%)
	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.			
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2005.	267,544,709 (99.03%)	0	2,626,411 (0.97%)
	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 receive the audited financial statements of the Company and the Auditors' Report for the year ended 31st December, 2005.	267,544,709 (99.03%)	0	2,626,411 (0.97%)
	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 approve the re-appointment of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) as the PRC auditors of the Company and to authorize Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan).	270,171,120 (100%)	0	0
	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 re-appointment of Messrs. Deloitte Touche Tohmatsu as the non-PRC auditors of the Company and to authorize Directors to determine their remuneration (and, for the purpose of this resolution, “PRC” means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan).	270,171,120 (100%)	0	0
	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.			

Resolutions		Number of votes (%)		
		For	Against	Abstain
6.	To consider and approve the profit distribution of the Company for the year ended 31st December, 2005 (including the payment of final dividend).	270,171,120 (100%)	0	0
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.				
7.	To consider and approve the resignation of 童金根 (Tong Jingen) as a non-executive Director of the Company.	270,171,120 (100%)	0	0
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 appointment of 劉會勝 (Liu Huisheng) as a non-executive Director of the Company with effect as from the conclusion of the 2005 Annual General Meeting up to 17th December, 2008 (both days inclusive) and to authorize Directors to determine his remuneration.	269,877,531 (99.89%)	293,589 (0.11%)	0
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 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 31st December, 2006.	270,171,120 (100%)	0	0
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 agreements all dated 12th May, 2006 (the "Agreements") entered into between the Company and Other Shareholders (as defined in the announcement of the Company dated 12th May, 2006) for the acquisition of 55% interest in 濰柴動力(濰坊)投資有限公司 (Weichai Power (Weifang) Investment Co., Ltd.) by the Company from the Other Shareholders for a total consideration of RMB684,750,000; and to authorize the Directors of the Company to do all such actions which are appropriate to implement and complete the Agreements.	270,171,120 (100%)	0	0
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.				
11.	To consider and approve the granting of a general mandate to the Board of Directors to issue short term debenture in the PRC.	240,389,636 (88.98%)	22,205,484 (8.22%)	7,576,000 (2.80%)
As more than two thirds 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 a special resolution.				
12.	To consider and approve the granting of a general mandate to the Board of Directors to issue new shares.	227,189,736 (84.09%)	35,406,384 (13.11%)	7,575,000 (2.80%)
As more than two thirds 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 a special resolution.				

Notes:

- (1) Total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM: 330,000,000 shares.
- (2) Total number of shares entitling the holders to attend and vote only against any of the resolutions at the AGM: nil.
- (3) Total number of shares held by the shareholders or their proxy(ies) who have attended the AGM and are entitled to vote is 270,171,120 shares, which represent approximately 81.87% of the total issued shares.
- (4) Deloitte Touche Tohmatsu, auditors of the Company, acted as the scrutineer at the AGM.

DISTRIBUTION OF FINAL DIVIDENDS

Details of payment of final dividends of RMB0.165 per share by the Company to holders of the Company's H shares are as follows:

- (1) Final dividends payable to the holders of the Company's H shares will be calculated in RMB and paid in Hong Kong dollars. The following conversion formula shall apply:

$$\text{Final dividends in Hong Kong dollars} = \frac{\text{The final dividends in RMB}}{\text{The average closing exchange rate of RMB against Hong Kong dollars as quoted on each working day by the People's Bank of China for the calendar week preceding the date on which the dividends were declared}}$$

In respect of the Company's 2005 final dividends to be paid to holders of the Company's H shares, the average closing exchange rate of RMB against Hong Kong dollars as quoted on each working day by the People's Bank of China for the calendar week preceding the date on which the final dividends were declared (i.e. 30th June, 2006) was HK\$1 to RMB1.03022. Therefore, the final dividends per H share of the Company, being RMB0.165, will be HK\$0.1602 (rounding to 4 decimal places).

- (2) The Company has appointed Bank of China (Hong Kong) Trustees Limited as the Company's receiving agent (the "Receiving Agent") in Hong Kong and will pay to the Receiving Agent the final dividends declared in respect of the Company's H shares, which will then be held on trust pending payment to the holders of such H shares. Such final dividends will be paid by the Receiving Agent and will be mailed by Computershare Hong Kong Investor Services Limited to the holders of H shares who are entitled to the same by ordinary post at their own risk, on or before 24th July, 2006.

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

Hong Kong, 30th June, 2006

As at the date of this announcement, the executive directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive directors of the Company are Mr. Yeung Sai Hong, Mr. Yao Yu, Mr. Li San Yim, Mr. Liu Huisheng, Ms. Zhang Fusheng, Mr. Julius G. Kiss and Ms. Han Xiaoqun and Mr. Chen Xue Jian; and the independent non-executive directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhong Chang.

*Please also refer to the published version of this announcement in **The Standard**.*