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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

**(1) ADJUSTMENT OF THE REPURCHASE PRICE OF RESTRICTED
SHARES UNDER THE RESTRICTED SHARE INCENTIVE SCHEME OF
A SHARES**

AND

**(2) PROPOSED REPURCHASE AND CANCELLATION OF PART OF
THE RESTRICTED SHARES UNDER THE RESTRICTED SHARE
INCENTIVE SCHEME OF A SHARES**

**ADJUSTMENT OF THE REPURCHASE PRICE OF RESTRICTED SHARES
UNDER THE RESTRICTED SHARE INCENTIVE SCHEME OF A SHARES**

On 2 July 2025, the Board has approved the adjustment of the repurchase price for the Restricted Shares under the Incentive Scheme from RMB5.599 per Share to RMB5.252 per Share pursuant to the authorisation of the Shareholders and in accordance with the requirements under the relevant PRC laws and regulations and the Incentive Scheme.

**PROPOSED REPURCHASE AND CANCELLATION OF PART OF THE
RESTRICTED SHARES UNDER THE RESTRICTED SHARE INCENTIVE
SCHEME OF A SHARES**

On 2 July 2025, the Board has approved the proposed repurchase and cancellation of all of the granted but not unlocked Restricted Shares held by the eight Incentive Participants in the total number of 820,000 Shares, given that such Incentive Participants have been subject to circumstances specified in the Incentive Scheme such as re-designation, retirement or resignation. The total amount of funding for the repurchase of the relevant Restricted Shares will be approximately 430.66 ten thousand Renminbi plus the relevant interests accrued with reference to the bank deposit rate for the same period, which amount will be funded by internal resources of the Company.

I. INTRODUCTION

References are made to (i) the announcement of the Company dated 24 October 2023, the circular of the Company dated 27 October 2023 and the poll results announcement of the Company dated 13 November 2023 in respect of the adoption of the Restricted Share Incentive Scheme of A Shares; (ii) the announcement of the Company dated 8 December 2023 on the grant of Restricted Shares to the Incentive Participants under the Restricted Share Incentive Scheme of A Shares; (iii) the announcement of the Company dated 20 December 2023 on the results of the grant of Restricted Shares to the Incentive Participants under the Restricted Share Incentive Scheme of A Shares; (iv) the announcements of the Company dated 30 December 2024 and 10 January 2025, the circular of the Company dated 17 January 2025 and the poll results of the Company dated 10 February 2025 in respect of, *inter alia*, the adjustment to the repurchase price of Restricted Shares under the Restricted Share Incentive Scheme of A Shares, the repurchase and cancellation of part of the Restricted Shares under the Restricted Share Incentive Scheme of A Shares, and the grant of authorisation to the Board to deal with matters related to repurchase and cancellation under the Incentive Scheme.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the above announcements and circular.

II. ADJUSTMENT OF THE REPURCHASE PRICE OF RESTRICTED SHARES UNDER THE RESTRICTED SHARE INCENTIVE SCHEME OF A SHARES

References are made to the announcements of the Company dated 13 June 2025 in respect of the approval of the profit distribution plan of the Company for the year ended 31 December 2024 by the annual general meeting of the Company, pursuant to which, based on the number of Shares currently eligible for profit distribution, the Company will distribute to all Shareholders a cash dividend of RMB3.47 (including tax) for every 10 Shares held.

Pursuant to the requirements under the Incentive Scheme, following the completion of registration of the Restricted Shares held by the Incentive Participants, in the event of a conversion of capital reserve into share capital, distribution of script dividend, division of shares, rights issue, share consolidation or distribution of dividends by the Company which may cause an effect on the Company's total share capital or the Company's share price, the repurchase price of the Restricted Shares which are not yet unlocked shall be adjusted accordingly. The adjustment method in the event of distribution of dividends is set out below:

$$P = P_0 - V$$

Where: P_0 represents the repurchase price per Restricted Share prior to adjustment; V represents the amount of distributed dividends per share; P represents the repurchase price per Restricted Share after adjustment. P must remain greater than 1 after adjustment.

In light of the abovementioned approval of the profit distribution plan of the Company for the year ended 31 December 2024 by the annual general meeting of the Company on 13 June 2025, subject to the distribution of final dividend for the year 2024 being completed prior to the Repurchase and Cancellation, the Board has approved the adjustment of the repurchase price for the Restricted Shares under the Incentive Scheme from RMB5.599 per Share to RMB5.252 per Share (calculated by adopting the above formula, i.e. $\text{RMB5.599} - \text{RMB0.347} = \text{RMB5.252}$) pursuant to the authorisation of the Shareholders at the general meeting held on 13 November 2023. The same has also been approved by the Remuneration Committee on 27 June 2025.

The adjustment of the repurchase price is made in accordance with the requirements under the relevant PRC laws and regulations and the terms of the Incentive Scheme, and will not impose any material impact on the financial position and operations of the Company.

III. PROPOSED REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED SHARES UNDER THE RESTRICTED SHARE INCENTIVE SCHEME OF A SHARES

The proposed Repurchase and Cancellation and its reasons

As eight of the Incentive Participants have been subject to re-designation, retirement, resignation or other circumstances specified in the Incentive Scheme, pursuant to the relevant terms of the Incentive Scheme, on 2 July 2025, the Board has approved the proposed repurchase and cancellation (the “**Repurchase and Cancellation**”) of all of the granted but not unlocked Restricted Shares held by the aforementioned eight Incentive Participants in the total number of 820,000 Shares pursuant to the authorisation of the Shareholders at the general meeting, A share class meeting and H share class meeting held on 10 February 2025. The same has also been approved by the Remuneration Committee on 27 June 2025.

Repurchase price and basis for the determination of the repurchase price

Four of the Incentive Participants discharged their labour relationship with the Company due to objective reasons such as re-designation. Pursuant to the terms of the Incentive Scheme, the Company shall repurchase the Restricted Shares from these Incentive Participants at RMB5.252 per Share^(note) plus the interests accrued with reference to the bank deposit rate for the same period.

Two of the Incentive Participants discharged their labour relationship with the Company due to retirement. Pursuant to the terms of the Incentive Scheme, the Company shall repurchase the Restricted Shares from these Incentive Participants at RMB5.252 per Share^(note) plus the interests accrued with reference to the bank deposit rate for the same period.

Two other Incentive Participants resigned due to personal reasons. Pursuant to the requirements of the Incentive Scheme, the Company shall repurchase the Restricted Shares from these Incentive Participants at the lower of RMB5.252 per Share^(note) and the market price of the A Shares at the time of the repurchase. Based on the market price of the A Shares on the trading date prior to the date of the Board resolution approving the relevant Repurchase and Cancellation, the repurchase price of the Restricted Shares from such Incentive Participants is determined as RMB5.252 per Share^(note).

Note: The price of RMB5.252 per share is calculated based on that the distribution of final dividend for the year 2024 is completed prior to the Repurchase and Cancellation, as further detailed in the section headed “II. Adjustment of the repurchase price of Restricted Shares under the Restricted Share Incentive Scheme of A Shares” above.

Quantity of the Restricted Shares to be repurchased and cancelled, the total amount and source of funding for the repurchase

The Company intends to repurchase and cancel the granted but not unlocked Restricted Shares held by the abovementioned eight Incentive Participants in the total number of 820,000 Shares (which represents approximately 1.0477% of the total number of Restricted Shares granted under the Incentive Scheme, and approximately 0.0094% of the existing share capital of the Company), and shall pay interests accrued with reference to the bank deposit rate for the same period to six of such Incentive Participants pursuant to the requirements of the Incentive Scheme in the manner as referred to above under the sub-section headed “Repurchase price and basis for the determination of the repurchase price”.

Accordingly, the total amount of funding for the repurchase of the relevant Restricted Shares will be approximately 430.66 ten thousand Renminbi plus the relevant interests accrued with reference to the bank deposit rate for the same period, which amount will be funded by internal resources of the Company.

IV. SHARE CAPITAL STRUCTURE OF THE COMPANY AFTER COMPLETION OF THE REPURCHASE AND CANCELLATION

Upon the completion of the Repurchase and Cancellation, the total number of issued Shares of the Company will decrease by a total number of 820,000 Shares, and the Company will have a total number of 8,714,851,296 issued Shares.

The changes in the Company's share capital before and after the Repurchase and Cancellation are as follows:

Type of Shares	Before the relevant events		Increase (+)/ Decrease (-)	After the relevant events	
	Number of Shares	Percentage in total issued Shares		Number of Shares	Percentage in total issued Shares
A Shares	6,772,631,296	77.71%	-820,000	6,771,811,296	77.70%
– Shares subject to selling restrictions	1,787,465,524	20.51%	-820,000	1,786,645,524	20.50%
– Shares not subject to selling restrictions	4,985,165,772	57.20%	–	4,985,165,772	57.20%
H Shares	1,943,040,000	22.29%	–	1,943,040,000	22.30%
Total	8,715,671,296	100.00%	-820,000	8,714,851,296	100.00%

V. IMPACT OF THE REPURCHASE AND CANCELLATION

The Repurchase and Cancellation will be conducted in accordance with the requirements under the relevant PRC laws and regulations and the actual circumstances of the Company, and will not impose any material impact on the financial position and operations of the Company.

VI. LEGAL OPINION OF THE PRC LEGAL ADVISOR

The PRC legal advisor of the Company is of the opinion that the adjustment of the repurchase price and the proposed Repurchase and Cancellation have obtained the necessary authorisation and approval at the current stage; the adjustment of the repurchase price and the proposed Repurchase and Cancellation by the Company are in accordance with the requirements under the relevant PRC laws, regulations and regulatory documents and the Incentive Scheme. The proposed Repurchase and Cancellation by the Company requires the completion of procedures on reduction of capital and cancellation of shares in accordance with the relevant laws and regulations and the Articles of Association.

VII. FOLLOW-UP ARRANGEMENTS FOR THE PROPOSED REPURCHASE AND CANCELLATION

The Company will complete the relevant procedures for cancellation of relevant Shares in accordance with the relevant requirements of the Shenzhen Stock Exchange and Shenzhen Branch of the China Securities Depository and Clearing Corporation Limited and perform the relevant information disclosure obligations as appropriate.

VIII. DEFINITIONS

“A Share(s)”	the A Share(s), being ordinary share(s) 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
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Company”	潍柴动力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the main board of the Hong Kong Stock Exchange
“Repurchase and Cancellation”	has the meaning ascribed thereto under the section headed “III. Proposed Repurchase and Cancellation of part of the Restricted Shares under the Restricted Share Incentive Scheme of A Shares – The proposed Repurchase and Cancellation and its reasons” of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“%”	per cent

By order of the Board of Directors
Weichai Power Co., Ltd.
Ma Changhai
Chairman

The PRC, 2 July 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Ma Changhai, Mr. Wang Decheng, Mr. Huang Weibiao, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Ma Xuyao; the non-executive Directors of the Company are Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Zhao Fuquan, Mr. Xu Bing and Mr. Tao Huaan.