



**WEICHAI**

**潍柴动力股份有限公司**

**WEICHAI POWER CO., LTD.**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2338)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

Reference is made to an announcement made by Weichai Power Co., Ltd. (the “Company”) on the website of Shenzhen Stock Exchange dated 21 February 2009, which is for information only. The full text of the announcement in Chinese is published at the websites of the Stock Exchange and the Company.

By order of the Board of Directors

**Tan Xuguang**

*Chairman and CEO*

Weifang, Shandong, PRC

22 February 2009

*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, Ms. Han Xiaoqun, Mr. Chen Xuejian, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng; and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhong Chang.*

**WEICHAI POWER CO., LTD.****CLARIFICATION ANNOUNCEMENT**

*The Company and all members of the Board assure the truth, accuracy and completeness on the content of information disclosed, of which there is no false statement, misrepresentation and material omission.*

**I. Overview of the rumours**

Weichai Power Co., Ltd. (hereinafter referred to as the “Company”) has noted an article appearing in Securities Times (證券時報) on 19 February 2009 with a heading of 《潍柴動力抄底海外月末見分曉?》 (“Whether Weichai Power will invest in overseas entities shall become known by the end of the month?”). The said article involved rumours in respect of the following:

(1) the Company intended to acquire a factory for the manufacture of vehicle parts and that such factory is a branch of 通用汽車 (General Motors) in Strasbourg, France.

(2) 潍柴動力（香港）國際發展有限公司 (Weichai Power (Hong Kong) International Development Limited), a wholly-owned subsidiary of the Company had invested eight million Euro in Bouches-de-Rhone Province in the southern part of France and had successfully merged with and acquired Moteurs Baudouin in France.

**II. Clarification**

Upon verification, the Company explains the above rumours as follows:

Part of the rumours set out in item (1) above was true. Upon verification, 潍柴動力（香港）國際發展有限公司 (Weichai Power (Hong Kong) International Development Limited), a subsidiary of the Company, had preliminary contacts with the said company in December 2008, with initial investigations and discussions with respect to the possibility of cooperation in technologies, products and other aspects. No contacts were made with the shareholders of the said company in respect of any acquisition. For the time being, no intention or agreement has been formed or reached in respect of any cooperation and no proposal with the intention of acquisition has been offered to the Company. The Company has not proceeded with any procedures for the decision making or consideration in respect of the acquisition. In the event that there is any further progress, the Company will make relevant disclosure in a timely manner according to the substantial condition pursuant to the provisions of the listing rules and the articles of association of the Company.

Part of the rumours set out in item (2) above was true. 潍柴動力（香港）國際發展有限公司 (Weichai Power (Hong Kong) International Development Limited), a subsidiary of the Company, acquired the relevant assets of Moteurs Baudouin (“Baudouin”) in France on 23 January 2009

through auction bidding at a consideration of 2.99 million Euro. The book value of such assets was approximately 13.8177 million Euro. At present, no contract for assets transfer was entered into. The acquisition of such project is still undergoing the relevant administrative and approval procedures.

The registered capital of Baudouin is 3.55 million Euro. The registered address of Baudouin is in Cassis, Provence, France. Baudouin has a history of over 100 years and is specifically engaged in the design, development and sale of 發動機 (diesel engines) and 驅動總成 (ODET). Its main products include 發動機 (diesel engine), 齒輪箱 (gear box), 傳動軸 (transmission axle) and 螺旋槳 (propeller).

Through this acquisition, the Company will obtain the products, technologies and brand name of Baudouin. This will facilitate the Company's further development of its overseas markets. By leveraging on the experiences in products research and development and technologies management, the Company will be positioned to develop in a global manner. The Company will expand its scope of auxiliary products and promote the synergistic development of its businesses.

The transaction does not constitute a connected transaction. Upon initial computation, the transaction does not reach the threshold for disclosure of transactions according to rule 9.2 of 《深圳證券交易所股票上市規則》 (“The Rules Governing the Listing of Securities on the Shenzhen Stock Exchange”). The transaction does not have any material impact on the Company, and does not constitute an act of acquisition of major assets according to the provisions of 《上市公司重大資產重組管理辦法》 (“The Administration Measures for the Reorganisation of Material Assets for the Listed Companies”).

### **III. Other explanations**

Upon self investigation, the Company has not breached any relevant provision in respect of disclosure of information. There is no information which should be disclosed and has not been disclosed.

### **IV. Important Notice**

中國證券報 (China Securities News), 上海證券報 (Shanghai Securities News), 證券日報 (Securities Times), and 巨潮資訊網 (Ju Chao Information Web) are the designated media for disclosure of information by the Company. Formal announcements as published by the Company in the above designated media should refer to for all the information about the Company. Public investors should invest in a reasonable manner accordingly and take the consequential risk into account.

The announcement is hereby made.

**The Board of Weichai Power Co., Ltd.**  
21 February 2009