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**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)

**ANNOUNCEMENT MADE PURSUANT TO RULE 13.09(1)  
AND RULE 13.09(2) OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.09(1) and Rule 13.09(2) of the Rules (“Listing 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 16 August 2010, 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

16 August 2010

*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 Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, 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 Zhongchang.*

# WEICHAI POWER CO., LTD.

## Announcement on the Extension of Undertakings by Certain Shareholders

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

### I. Basic information about the shareholders who extended their undertakings

#### 1. Information about the legal-person shareholders who extended their undertakings

No.	Name of shareholders	Registered capital (000)	Registered address	Scope of business	Legal representative
1	Weichai Group Holdings Limited	1,200,000	潍坊市奎文区民生东街 26 号 (No. 26, Minshengdong Street, Kuiwen District, Weifang)	Operation of state-owned assets within the scope authorized by provincial government; overseas investment; financial guarantee for enterprises; investment consultancy; organization planning and management coordination of production and operation activities of group companies.	Tan Xuguang
2	Weifang Investment Company	754,459	潍坊高新开发区东风东街 6222 号 (6222, Dongfengdong Street, New&High Technology Industry Development Area, Weifang)	Raising and absorbing the self-raised Renminbi and foreign exchange funds at the city level for infrastructure and major constructions; engaging banks and financial institutions in respect of loans, conducting site-visit and valuation of investment projects; providing services for materials and equipments needed in the construction or production of invested projects.	Chen Xuejian

3	Guangxi Liugong Group Limited	563,480	柳州市柳太路 1 号 (No. 1 Liutai Road, Liuzhou)	Investment and asset management (within the scope authorized by government), technological development, consultancy service and leasing business of engineering machinery, road machinery and construction machinery, etc.	Wang Xiaohua
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## 2. Information about the natural person shareholders who extended their undertakings

Among the 24 natural person promoter shareholders who extended their undertakings, Mr. Tan Xuguang is the chairman and CEO of Weichai Power Co., Ltd. (hereinafter referred to as “the Company”), Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Zhang Quan and Mr. Liu Huisheng are directors of the Company, Mr. Ding Yingdong is a supervisor of the Company, Mr. Tong Dehui and Mr. Feng Gang are vice presidents of the Company, Mr. Dai Lixin is the board secretary of the Company, and the other shareholders have not held any position as director, supervisor or senior management in the Company.

## 3. Shareholdings in the Company of the shareholders who extended their undertakings

Name of shareholders	Class of shares	Number of shares (000)	Percentage of total share capital	Description of restrictions
Weichai Group Holdings Limited	Non-restricted shares	15961.86 (note)	1.92%	First lock-up period under undertaking: 2010. 8. 16-2013. 4. 30
	Restricted shares	124236.64	14.91%	Lock-up period after first extension of undertaking: 2010. 4. 30-2013. 4. 30
	Total	140198.5	16.83%	-
Weifang Investment Company	Non-restricted shares	0	-	-
	Restricted shares	30898.48	3.71%	Lock-up period after first extension of undertaking: 2010. 4. 30-2013. 4. 30
	Total	30898.48	3.71%	-

Guangxi Liugong Group Limited	Non-restricted shares	0	-	-
	Restricted shares	7184.88	0.86%	Lock-up period after first extension of undertaking: 2010. 4. 30-2013. 4. 30
	Total	7184.88	0.86%	-
24 natural shareholders	Non-restricted shares	0	-	-
	Restricted shares	23680	2.84%	Lock-up period after first extension of undertaking: 2010. 4. 30-2013. 4. 30
	Total	23680	2.84%	-

Note: The 15,961,860 non-restricted shares held by Weichai Group Holdings Limited are shares in the Company acquired by it through securities exchange system in the secondary market.

## II. Main content of the extension of undertakings

### 1. Main content of the extension of the lock-up period undertakings by shareholders

Name of shareholders	Nature of shares subject to the extension of undertakings	Shares subject to the extension of undertakings		Original expiry date of lock-up period	Extension period (year)	Expiry date of lock-up period after extension of lockup period	Prescribed minimum price to dispose of shares
		Number of shares (000)	Percentage of total share capital				
Weichai Group Holdings Limited	Non-restricted shares	15961.86	1.92%	-	-	2013.4.30	Nil
	Shares upon the first extension of undertakings	124236.64	14.91%	2010.4.30	3		
	Total	140198.5	16.83%	-	-		
Weifang Investment Company	Shares upon the first extension of undertakings	30898.48	3.71%	2010.4.30	3	2013.4.30	Nil
Guangxi Liugong Group Limited	Shares upon the first extension of undertakings	7184.88	0.86%	2010.4.30	3	2013.4.30	Nil
24 natural shareholders	Shares upon the first extension of undertakings	23680	2.84%	2010.4.30	3	2013.4.30	Nil

## 2. Additional information about the extension of undertakings

With confidence in the development of the Company in the future, certain promoter shareholders, namely, Weichai Group Holdings Limited, Weifang Investment Company, Guangxi Liugong Group Limited and 24 natural shareholders have made irrevocable undertakings voluntarily as follows: to extend the lock-up period in respect of the 124,236,640, 30,898,480, 7,184,880, 23,680,000 restricted shares in the Company held by them respectively, for another three years commencing from the expiry of the lock-up period on 30 April 2010, i.e. no such shares shall be traded in any securities exchange system or otherwise be transferred or managed by other persons or repurchased by the Company within 36 months commencing from the said expiry date of the lock-up period, being 30 April 2010.

In addition, Weichai Group Holdings Limited undertakes to lock-up the 15,961,860 non-restricted shares held by it for the period commencing from 16 August 2010 to 30 April 2013. During the lock-up period, no such shares shall be traded in any securities exchange system or otherwise be transferred or managed by other persons or repurchased by the Company.

### **III. Responsibilities of the Board of Directors of the Company**

The Board of Directors of the Company will strictly follow the relevant requirements of the Shenzhen Stock Exchange to make disclosure in respect of the extension of undertakings by the restricted shareholders and timely supervise and procure the restricted shareholders to comply with their undertakings. For undertakings in respect of extension holding period, The Company will go through relevant procedures relating to shares lock-up with Shenzhen branch of China Securities Depository and Clearing Corporation Limited

### **IV. Documents available for inspection**

The undertaking letters in respect of the extension lock-up period and shares lock-up issued by the relevant shareholders.

The announcement is hereby made.

The Board of Weichai Power Co., Ltd.  
16 August 2010