

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 April 2011, 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

21 April 2011

*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.*

Stock Code: 000338

Stock Name: Weichai Power

Announcement No.: 2011-008

**WEICHAI POWER CO., LTD.****FIRST QUARTERLY REPORT FOR 2011 (MAIN TEXT)****§ 1 IMPORTANT NOTICE**

1.1 The board of directors, the board of supervisors and its directors, supervisors and senior management of the Company warrant that no false presentations or misleading statements are contained herein, or with any material omissions, and severally and jointly accept responsibilities for the authenticity, accuracy and completeness of the contents of this report.

1.2 All directors have attended the Board meeting in person in respect of reviewing this quarterly report except the following.

Name of director who being unable to attend in person	Position of director being unable to attend in person	Reason for being unable to attend in person
Yao Yu	Director	On business

1.3 The first quarterly report of the Company has not been audited.

1.4 Mr. Tan Xuguang, principal of the Company, Mr. Cheung Tat Leung, Peter, principal of accounting and Mr. Wu Hongwei, In-charge person of accounting department, warrant that the financial statements contained in the quarterly report are true and complete.

**§ 2 CORPORATE PROFILE****2.1 Major accounting data and financial indicators**

Unit: (RMB)

	As at the end of the reporting period	As at the end of last year	Change (%)
Total assets (RMB)	60,005,147,104.51	52,159,850,642.13	15.04%
Equity attributable to shareholders of listed company (RMB)	20,320,931,019.79	18,514,918,995.08	9.75%
Share capital (shares)	1,666,091,366.00	1,666,091,366.00	0.00%

Net assets per share attributable to shareholders of listed company (RMB/share)	12.20	11.11	9.81%
	Reporting period	Corresponding period of last year	Change (%)
Total income from operations (RMB)	18,454,800,917.06	15,173,412,696.73	21.63%
Net profit attributable to shareholders of listed company (RMB)	1,849,454,381.11	1,619,267,808.26	14.22%
Net cashflow from operating activities (RMB)	-635,009,791.43	448,291,823.26	-241.65%
Net cashflow per share from operating activities (RMB/share)	-0.38	0.54	-170.37%
Basic earnings per share (RMB/share)	1.11	0.97	14.43%
Diluted earnings per share (RMB/share)	1.11	0.97	14.43%
Weighted Average Return on net assets (%)	9.52%	12.88%	-3.36%
Weighted Average Return on net assets after extraordinary gain/loss(%)	9.28%	12.78%	-3.50%

Extraordinary gain/loss items

✓ Applicable □ N/A

Unit: (RMB)

Extraordinary gain/loss items	Amounts	Notes (as appropriate)
Profit/loss from disposal of non-current assets	43,935,000.47	
Government subsidy accounted into profit and loss for the current period, excluding those closely associated with the normal business of the Company which were given consistently in a fixed amount or volume on the basis of certain standard and in compliance with relevant state policies	6,162,365.91	
Gains (loss) from debt restructuring	1,789,826.49	
Other non-operating income and expenses excluding above items	407,826.40	
Effects of income tax	-1,543,893.27	
Effects of minority interests	-4,140,796.56	
Total	46,610,329.44	-

## 2.2 Total number of shareholders and information on top ten shareholders not subject to lock-up terms at the end of reporting period

Unit: Share

Total number of shareholders at the end of reporting period	181,399	
Information on top ten tradable shareholders not subject to lock-up terms		
Name of shareholder (full name)	Number of tradable shares held not subject to Lock up terms at the end of the period	Types of shares
HKSCC Nominees Limited	402,396,796	Overseas listed foreign shares
Shenzhen Capital Group Co., Ltd	53,568,240	RMB ordinary shares
Agricultural Bank of China 一中郵核心成長股票型證券投資基金	25,474,754	RMB ordinary shares
Peterson Holdings Company Limited	18,701,038	RMB ordinary shares
Bank of China－大成藍籌穩健證券投資基金	12,275,151	RMB ordinary shares

Agricultural Bank of China — 中郵核心優選股票型證券投資基金	12,081,273	RMB ordinary shares
Fujian Longyan Construction Machinery (Group) Company Limited	10,690,237	RMB ordinary shares
China Construction Bank — 富國天博創新主題股票型證券投資基金	10,000,000	RMB ordinary shares
Bank of China — 易方達深證 100 交易型開放式指數證券 投資基金	9,467,057	RMB ordinary shares
IVM Technical Consultants Wien Gesellschaft m.b.H	8,600,000	RMB ordinary shares

### § 3 IMPORTANT EVENTS

#### 3.1 Information on and reasons for the material changes of major accounting items and financial indicators

✓ Applicable □ N/A

Unit: (RMB)

Items	As at the end of the reporting period	As at the end of last year	Change (%)	Reason
Accounts receivables	8,462,127,500.75	4,577,505,700.52	84.86	The main reason is that the clients generally made the payment on credit terms and undue accounts receivables increased significantly at the end of the first quarter.
Construction progress in	3,396,927,029.27	2,408,780,444.37	41.02	It is mainly attributable to the increase of investment to meet the need of production scale expansion.
Bills payables	5,569,003,318.47	4,109,729,681.29	35.51	The main reason is that the production and operation business expanded, resulting in the increase in purchases.
Accounts received in advance	1,800,012,812.12	1,166,047,586.10	54.37	The main reason is that the production and operation business expanded, resulting in the increase in amounts received in advance.
Items	Reporting period	Corresponding period of last year	Change (%)	Reason
Administration expenses	658,356,801.15	500,910,015.41	31.43	It is mainly due to the increase in technical development expenses.
Financial costs	4,819,100.22	41,020,561.31	-88.25	It is mainly due to the repayment of loans and decrease in note discounts.
Investment gains	40,310,896.61	-1,257,447.18	-	It is mainly due to the increase in gains from transfer of shareholding.
Net cash flow generated from operating activities	-635,009,791.43	448,291,823.26	-	The main reason is that decrease in note discounts, resulting in the decrease in cash inflow from operating

					activities.
Net cash flow generated from investing activities	-695,611,213.36	-392,595,824.26	-77.18		The main reason is that expenses on purchase of fixed assets increased.
Net cash flow generated from financing activities	34,645,047.98	581,506,300.99	-94.04		It is mainly due to the decrease in borrowings.

### 3.2 Analysis and description on the progress of important events, their impacts and solutions

#### 3.2.1 Information of non-standard opinion

☐ Applicable ☒ N/A

#### 3.2.2 There were events of provision of fund by the Company to controlling shareholders or their connected persons and violation of the provisions of the Company's stipulated procedures for providing guarantee to external parties

☐ Applicable ☒ N/A

#### 3.2.3 The execution and implementation of important contracts in the ordinary course of business

☐ Applicable ☒ N/A

#### 3.2.4 Others

☐ Applicable ☒ N/A

### 3.3 The implementation of commitments by the Company, shareholders and beneficial controllers

The following table illustrates commitments by the Company and its directors, supervisors and senior management, and any shareholders (which own more than 5% of the Company's shares) and their respective beneficial controllers made or continued during the reporting period

☒ Applicable ☐ N/A

The commitment items	Commitments by	Contents of commitments	Implementation situation
Commitments on share reform	N/A	N/A	N/A
Commitments under the report of purchase or equity changes	N/A	N/A	N/A
Commitments upon the restructure of significant asset	N/A	N/A	N/A
Commitments upon issuance of shares	N/A	N/A	N/A
Others (including additional commitments)	Shareholders, directors, supervisors and senior management	Under the commitments of Weichai Group Holdings Limited and under such commitments, none of the 124,236,640 shares of the Company held by it shall be listed on any stock exchange system or otherwise transferred or managed by other person or repurchased by the	Above commitments were strictly implemented.

		<p>Company within 36 months commencing from 30 April 2010; the 15,961,860 additional shares of the Company acquired by it are subject to a lock-up period commencing from 16 August 2010 to 30 April 2013, during which no such shares will be listed on any stock exchange system or otherwise transferred or managed by other persons or repurchased by the Company. Upon the issue of shares by conversion of capital reserve in the interim period of 2010, the restricted circulating shares of the Company held by it amounted to 280,397,000 shares.</p> <p>Under the commitments of the 24 nature person shareholders (part of which were directors, supervisors and senior management) and under such commitments, no shares of the Company held by them will be listed on any stock exchange system or otherwise transferred or managed by other person or repurchased by the Company within 36 months commencing from 30 April 2010. Upon the issue of shares by conversion of capital reserve in the interim period of 2010, the restricted circulating shares of the Company held by the 24 nature person promoter shareholders amounted to 47,360,000 shares.</p>	
--	--	---	--

### 3.4 Warnings and reasons on forecasting possible losses of accumulated net profit from the beginning of the year to the end of the next reporting period or significant changes as compared with the same period of the preceding year

☐ Applicable    ☒ N/A

### 3.5 Information on other important events to be explained

#### 3.5.1 Investment in securities

☐ Applicable    ☒ N/A

#### 3.5.2 Meetings with researchers, public relations and interviews during the reporting period

Time	Venue	Way of reception	Guests	Major topics discussed and information provided
6 January 2011	Company Conference room	On-site research	Guangfa Securities Co., Ltd.	1. General operation of the Company; 2. Business development of the industry in the future; 3. Development strategic positioning of the Company.
6 January 2011	Company Conference room	On-site research	Piper Jaffray Asia Securities Limited	
11 January 2011	Company Conference room	On-site research	Dacheng Fund Management Co., Ltd.	
21 January 2011	Company	On-site research	EverBright Securities	

	Conference room		Co., Ltd.
28 January 2011	Company Conference room	On-site research	Guangfa Securities Co., Ltd.
16 February 2011	Company Conference room	On-site research	Jiangsu Winlast Investment & Development Co., Ltd.
23 February 2011	Company Conference room	On-site research	China Merchants Securities Co., Ltd.
23 February 2011	Company Conference room	On-site research	Essence Securities Co., Ltd.
23 February 2011	Company Conference room	On-site research	Mitsubishi UFJ Investment Services (HK) Limited

### 3.6 Investment in derivatives

☐ Applicable ☒ N/A

#### 3.6.1 Information on holdings of derivatives investment as at the end of reporting period

☐ Applicable ☒ N/A

WEICHAI POWER CO., LTD.

Tan Xuguang, Chairman

21 April 2011