

*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 limited 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 28 October 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

28 October 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.: 2011-020

**WEICHAI POWER CO., LTD.****THIRD 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 information contained in this report.

1.2 The third quarterly report of the Company has not been audited.

1.3 Mr. Tan Xuguang, principal of the Company, Mr. Cheung Tat Leung, Peter, principal of accounting and Ms. Ling Yun, Head of accounting department have warranted that the financial statement of the quarterly report is true and complete.

**§ 2 CORPORATE PROFILE****2.1 Major Accounting Data and Financial Indicators****Unit: (RMB)**

	30 September 2011		31 December 2010		Change (%)	
Total assets (RMB)	56,997,481,775.60		52,517,202,857.36		8.53%	
Equity attributable to shareholders of listed company (RMB)	22,005,869,958.83		18,514,918,995.08		18.85%	
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)	13.21		11.11		18.90%	
	From July to September 2011	Change over the corresponding period of last year (%)	From January to September 2011	Change over the corresponding period of last year (%)		
Total income from operations (RMB)	10,552,960,378.79	-22.92%	47,180,374,174.25	0.56%		
Net profit attributable to shareholders of listed company (RMB)	1,079,647,226.06	-31.07%	4,581,353,793.77	-4.57%		

Net cashflow from operating activities (RMB)	-	-	2,433,847,661.86	-48.91%
Net cashflow from operating activities (RMB/share)	-	-	1.46	-74.45%
Basic earnings per share (RMB/share)	0.65	-30.85%	2.75	-4.51%
Diluted earnings per share (RMB/share)	0.65	-30.85%	2.75	-4.51%
Weighted Average Return on net assets (%)	5.01%	-5.06%	22.57%	-11.59%
Weighted Average Return on net assets after extraordinary gain/loss (%)	4.94%	-4.99%	21.98%	-11.80%

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	37,552,349.50	
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	101,265,849.19	
Gains (loss) from debt restructuring	3,471,188.24	
Other non-operating income and expenses excluding above items	43,326,908.45	
Effects of minority interests	-32,494,795.94	
Effects of income tax	-32,843,104.31	
Total	120,278,395.13	-

## 2.2 Total number of shareholders and information of 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	183,538	
Information of top ten tradable share holders 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	402,528,995	Overseas listed foreign shares
Shenzhen Capital Group Co., Ltd	51,962,674	RMB ordinary shares
Agricultural Bank of China 一中郵核心成長股票型證券投資基金	33,583,082	RMB ordinary shares
Agricultural Bank of China 一中郵核心優選股票型證券投資基金	16,515,661	RMB ordinary shares
Fujian Longyan Construction Machinery (Group) Company Limited	10,690,237	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	10,396,702	RMB ordinary shares
IVM Technical Consultants Wien Gesellschaft m.b.H	8,600,000	RMB ordinary shares
Industrial and Commercial Bank of China 一融通深證 100 指數證	7,724,311	RMB ordinary shares

券投資基金		
China Construction Bank 一富國天博創新主題股票型證券投資基金	5,800,000	RMB ordinary shares
Shandong Enterprise Trust Operation Company Limited	5,400,000	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	6,692,303,804.16	4,577,505,700.52	46.20	The main reason is that the clients generally make the payment on credit terms and fully pay off at the end of year.
Other receivables	479,253,109.32	221,203,557.34	116.66	It is mainly attributable to the increase of claims for compensation under the Three Guarantees.
Finance asset available for sale	300,158,257.47	489,211,778.85	-38.64	It is mainly attributable to the changes in stock prices.
Investment properties	246,002,223.13	156,786,592.19	56.90	It is mainly attributable to the increase of leased assets.
Construction in progress	6,055,019,880.40	3,369,491,364.69	79.70	It is mainly attributable to the increase of investment to meet the need of production scale expansion.
Short-term loans	1,296,625,644.88	545,176,001.50	137.84	It is mainly attributable to the increase of bank loans.
Non-current liabilities due within one year	517,000,000.00	31,990,000.00	1,516.13	It is mainly attributable to the reclassification of long-term loans due within one year to non-current liabilities due within one year.
Long-term loans	563,627,273.00	954,727,273.00	-40.96	It is mainly due to the reclassification of long-term loans due within one year to non-current liabilities due within one year.
Debentures payable	2,685,819,051.72	1,285,239,261.49	108.97	It is mainly attributable to the issuance of medium-term notes.
Items	Reporting period	Corresponding period of last year	Change (%)	Reason
Financial costs	11,212,798.54	85,699,436.36	-86.92	It is mainly attributable to the increase of interest income.
Impairment loss on assets	124,904,637.50	507,915,280.29	-75.41	It is mainly attributable to the lower percentage of provision for bad debts due to the fact that the balances of accounts receivable for the period are basically within the credit periods.
Gains on investments	161,882,702.06	8,822,280.83	1,734.93	It is mainly attributable to gains on equity transfer and investment in associated companies.
Non-operating income	194,396,473.57	118,074,175.84	64.64	It is mainly attributable to the increase of government subsidy received.
Non-operating expenses	37,320,178.19	21,826,860.25	70.98	It is mainly due to the loss on disposal of non-current assets increased.
Other comprehensive income	-370,874,441.50	198,963,713.65	-	It is mainly due to the change in fair value of available-for-sale financial assets.

Net cash flow generated from operating activities	2,433,847,661.86	4,763,800,057.66	-48.91	The main reason is that cash outflow from operating activities increased.
Net cash flow generated from investing activities	-2,944,541,565.11	-1,786,175,625.47	64.85	It is mainly attributable to the increase of expenditures on purchasing and constructing fixed assets.
Net cash flow generated from financing activities	1,290,912,889.26	-1,421,669,599.68	-	It is mainly attributable to the increase of cash inflow from financing activities upon the issuance of medium-term notes and new bank loans.

### 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 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 controller

The following table illustrates commitments made 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 during the reporting period or up to the reporting period

☒ Applicable ☐ N/A

The commitment items	By	Contents of commitments	Implementation situation
Commitments on share reform	—	—	—
Commitments under the report of purchase or equity changes	—	—	—
Commitments upon the restructure of significant asset	—	—	—
Commitments upon issuance of shares	—	—	—
Others (including additional commitments)	Shareholders	Under the commitments of Weichai Group Holdings Limited and subject to 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 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	Above commitments are strictly implemented.

		<p>which no such shares will be listed on any stock exchange system or otherwise transferred or managed by other person or repurchased by the Company. Upon the share issuing 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>Pursuant to and subject to the undertakings of the 24 nature person shareholders (including Tan Xuguang) (including 9 directors and senior executives), no shares of the Company held by them shall be listed on any stock exchange or transferred in any ways or managed by other persons or repurchased by the Company within 36 months commencing from 30 April 2010. Upon the share issuing by conversion of capital reserve in the interim period of 2010, the aggregate 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 beginning of the year to the end of the next reporting period or significant changes as compared with same period of preceding year

☐ Applicable    ☒ N/A

### 3.5 Information on other important events required disclosure

#### 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 received	Major topics discussed and information provided
1 July 2011	Company Conference room	On-site research	Visiting team of Cape Asset Management Limited, Huatai United 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.
13 July 2011	Company Conference room	On-site research	FIL Investment Management Limited, Huatai Securities Co., Ltd., China Merchants Fund Management Co., Ltd.	
20 July 2011	Company Conference room	On-site research	Huachuang Securities Co., Ltd., ASPOMA Asset Management Limited, Baring Asset Management (Asia) Limited, BNP Paribas Equities (Asia) Limited	
22 July 2011	Company Conference room	On-site research	Visiting team of Cape Asset Management Limited	
25 July 2011	Company Conference room	On-site research	Azentus Capital Management Limited	
6 September 2011	Company Conference room	On-site research	First State Investments (Hong Kong) Limited, Harvest Fund Management Co., Ltd., Platinum Equity	
7 September 2011	Company Conference room	On-site research	China Jianyin Investment Securities Co., Ltd.	
15 September 2011	Company Conference	On-site research	Huachuang Securities Investment Co., Ltd.	

	room		
20 September 2011	Company Conference room	On-site research	EverBright Securities Co., Ltd.
22 September 2011	Company Conference room	On-site research	Visiting team of Huatai Securities
23 September 2011	Company Conference room	On-site research	Visiting team of Haitong Securities, Macquarie Securities (Australia) Limited
26 September 2011	Company Conference room	On-site research	Visiting team of UBS Securities
29 September 2011	Company Conference room	On-site research	China Galaxy Securities Co., Ltd.

### 3.6 Investment in derivatives

☐ Applicable    ☒ N/A

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

☐ Applicable    ☒ N/A

Tan Xuguang, Chairman

WEICHAI POWER CO., LTD.

28 October 2011