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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)

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 (the "Stock Exchange").

Reference is made to an announcement made by Weichai Power Co., Ltd. (the "Company") on the website of Shenzhen Stock Exchange dated 23 April 2012, 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

23 April 2012

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.: 2012-008

WEICHAI POWER CO., LTD.**FIRST QUARTERLY REPORT FOR 2012 (MAIN TEXT)****§ 1 IMPORTANT NOTICE**

1.1 The board of directors, the Supervisory Committee 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 meeting in person
Li San Yim	Director	On business

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

1.4 Mr. Tan Xuguang, principal of the Company, Mr. Hoe York Joo, principal in-charge of accounting and Ms. Ling Yun, Head 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)	62,573,965,918.46	61,544,547,420.24	1.67%
Equity attributable to shareholders of listed company (RMB)	23,886,401,660.02	22,903,443,260.09	4.29%
Total 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)	14.34	13.75	4.29%
	Reporting period	Corresponding period of last year	Change (%)
Total revenue (RMB)	13,535,816,783.95	18,454,800,917.06	-26.65%
Net profit attributable to shareholders of listed company (RMB)	1,025,076,819.69	1,849,454,381.11	-44.57%
Net cash flows from operating activities (RMB)	-2,851,778,201.32	-624,861,203.21	-356.39%
Net cash flows per share from operating activities (RMB/share)	-1.71	-0.38	-350.00%
Basic earnings per share (RMB/share)	0.62	1.11	-44.14%
Diluted earnings per share (RMB/share)	0.62	1.11	-44.14%
Weighted Average Return on net assets (%)	4.38%	9.52%	-5.14%
Weighted Average Return on net assets after extraordinary gain/loss (%)	4.18%	9.28%	-5.10%

Extraordinary gain/loss items

√ Applicable □ N/A

Unit: RMB

Extraordinary gain/loss items	Amount from the beginning of the year to the end of reporting period	Notes (as appropriate)
Gains or losses from disposal of non-current assets	49,916,582.07	
Government grants charged in profit or loss for the current period, except for those closely related to the ordinary operation of the Company and gained constantly at a fixed amount or quantity according to certain standard based on state policies	52,733,959.12	
Profit and loss from debt restructuring	2,092,957.41	
Other non-operating income and expenses other than the above items	5,424,711.64	
Effects of minority interests	-15,512,792.40	
Effects of income tax	-29,838,201.88	
Total	64,817,215.96	-

2.2 Total number of shareholders and information on shareholdings of the top ten non-restricted shareholders at the end of reporting period

Unit: Share

Total number of shareholders at the end of reporting period	175,012	
Information on shareholdings of the top ten non-restricted tradable shareholders		
Name of shareholder (full name)	Number of non-restricted tradable shares held at the end of the period	Types of shares
HKSCC Nominees Limited	402,589,395	Overseas listed foreign shares
Shenzhen Chuangxin Investment Group Co., Ltd	42,828,751	RMB ordinary shares
Agricultural Bank of China－中郵核心成長股票型證券投資基金	17,063,059	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	12,368,665	RMB ordinary shares
博時價值增長證券投資基金	11,692,249	RMB ordinary shares
IVM Technical Consultants Wien Gesellschaft m.b.H	8,600,000	RMB ordinary shares
Industrial and Commercial Bank of China－融通深證 100 指數證券投資基金	8,226,133	RMB ordinary shares
Fujian Longyan Construction Machinery (Group) Company Limited	6,090,200	RMB ordinary shares
Shandong Enterprise Trust Operation Company Limited	5,400,000	RMB ordinary shares
National Security Fund - Portfolio 601 (全國社保基金六零一組合)	5,250,959	RMB ordinary shares

§ 3 IMPORTANT EVENTS

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

✓ 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	7,205,560,912.80	4,737,509,830.84	52.10	The main reason is that the clients generally made the payment on credit terms and fully pay off at the end of year.
Other receivables	782,654,345.87	240,646,814.45	225.23	The main reason is that the invested amounts wait for capital verification and the consideration for equity transfer have not been fully recovered.
Other current assets	397,137,937.23	737,579,223.78	-46.16	The main reason is that the amount of deductible value-added tax decreased at the end of reporting period.
Advances from customers	1,263,820,526.60	882,764,570.36	43.17	It is mainly because of the increasing use of advances to pay off by customers.
Interests payables	90,506,209.74	57,505,831.82	57.39	It is mainly attributable to the provision for interests of medium-term notes.
Items	Reporting period	Corresponding period of last year	Change (%)	Reason
Taxes and surcharges	60,820,147.87	106,282,731.63	-42.78	The main reason is that taxes and surcharges decreased accordingly due to the decrease in sales.
Investment income	64,557,163.19	40,310,896.61	60.15	It is mainly attributable to the increase in investment income from associates.
Net profit attributable to equity holders of parent company	1,025,076,819.69	1,849,454,381.11	-44.57	It is mainly attributable to the decrease in sales.
Net cash flows from operating activities	-2,851,778,201.32	-624,861,203.21	-356.39	It is mainly attributable to the decrease in cash inflows from operation.
Net cash flows from investing activities	-910,514,864.93	-695,611,213.36	-30.89	It is mainly attributable to the increase in cash paid for external investment.
Net cash flows from financing activities	-109,491,719.13	24,496,459.76	-546.97	It is mainly attributable to the increase in repayment of bank borrowings and repayment of interests for bank 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 related parties 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	—	—	—
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	<p>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 and traded on any stock exchange system or otherwise transferred or managed by other person on trust 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 which no such shares will be listed and traded on any stock exchange system or otherwise transferred or managed by other persons on trust 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 natural person shareholders (including Tan Xuguang) and under such commitments, no shares of the Company held by them will be listed and traded on any stock exchange system or otherwise transferred or managed by other person on trust 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 natural person promoter shareholders amounted to 47,360,000 shares.</p>	Above commitments were strictly implemented.

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	Types of guests	Guests	Major topics discussed and information provided
8 February 2012	Company conference room	On-site research	Corporation	Fund group organized by Guotai Junan Securities Company Limited (國泰君安證券有限公司) and Guotai Asset Management Co., Ltd. (國泰基金管理有限公司)	1. General operation of the Company; 2. Business development of the industry in the future; 3. Development strategic positioning of the Company.
14 February 2012	Company conference room	On-site research	Corporation	Smith & Williamson Investment Management Limited (史密斯&威廉姆森投資管理有限公司)	
22 February 2012	Company conference room	On-site research	Corporation	KOKUSAI Asset Management Co., Ltd. (國際投信資產管理股份有限公司)	
23 February 2012	Company conference room	On-site research	Corporation	Fund group organized by China Jianyin Investment Securities Co., Ltd. (中國建銀投資證券有限責任公司), KGI Asia Limited (凱基證券亞洲有限公司), Industrial Securities Co., Ltd. (興業證券股份有限公司) and Essence Securities Co., Ltd. (安信證券股份有限公司)	
24 February 2012	Company conference room	On-site research	Corporation	Northwest Investment Management (HK) Ltd (西北投資管理(香港)有限公司)	
28 February 2012	Company conference room	On-site research	Corporation	International Strategy & Investment Company (國際戰略與投資公司)	
29 February 2012	Company conference room	On-site research	Corporation	Fund group organized by Merchants Securities Co., Ltd (招商證券股份有限公司)	

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

23 April 2012