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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 (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 29 October 2012, which is for information only. The full text of the announcement in Chinese is published on the websites of the Stock Exchange and the Company.

By order of the Board of Directors

Tan Xuguang

Chairman and CEO

Weifang, Shandong, PRC

29 October 2012

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Zhang Quan, Mr. Li Dakai and Mr. Fang Hongwei; the non-executive Directors of the Company are Mr. Jiang Kui, Mr. Liu Huisheng, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Julius G. Kiss and Ms. Han Xiaoqun; and the independent non-executive Directors of the Company are Mr. Liu Zheng, Mr. Li Shihao, Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua and Mr. Li Luwen.

Stock Code: 000338

Stock Name: Weichai Power

Announcement No.: 2012-031

WEICHAI POWER CO., LTD.**THIRD QUARTERLY REPORT FOR 2012****1. IMPORTANT NOTICE**

The board of directors, the Supervisory Committee and the directors, supervisors and senior management of the Company warrant that no false presentations or misleading statements are contained herein, nor with any material omissions, and severally and jointly accept responsibilities for the authenticity, accuracy and completeness of the contents of this report.

All directors have attended the Board meeting in respect of reviewing this quarterly report.

Tan Xuguang, principal of the Company, Hoe York Joo, principal in-charge of accounting and 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**

Retrospective adjustments to the financial statements of prior reporting periods

☐ Yes ☒ No ☐ N/A

	30 September 2012	31 December 2011	Change as at the end of the reporting period over the end of last year (%)	
Total assets (RMB)	58,110,049,849.68	61,544,547,420.24	-5.58%	
Equity attributable to shareholders of listed company (RMB)	24,867,932,562.67	22,903,443,260.09	8.58%	
Share capital (shares)	1,999,309,639.00	1,666,091,366.00	20%	
Net assets per share attributable to shareholders of listed company (RMB/share)	12.44	13.75	-9.53%	
	From July to September 2012	Change over the corresponding period of last year (%)	From January to September 2012	Change over the corresponding period of last year (%)
Total revenue (RMB)	9,208,182,614.96	-12.74%	36,267,858,234.83	-23.13%
Net profit attributable to shareholders of listed company (RMB)	511,516,292.85	-52.62%	2,408,768,901.05	-47.42%

Net cash flows from operating activities (RMB)	--	--	-217,528,520.70	-108.94%
Net cash flows per share from operating activities (RMB/share)	--	--	-0.11	-107.45%
Basic earnings per share (RMB/share)	0.26	-51.85%	1.2	-47.6%
Diluted earnings per share (RMB/share)	0.26	-51.85%	1.2	-47.6%
Weighted average return on net assets (%)	2.04%	-2.97%	10.04%	-12.53%
Weighted average return on net assets after extraordinary gain/loss (%)	1.58%	-3.36%	9.13%	-12.85%

After extraordinary gain/loss items and amounts

√ Applicable ☐ N/A

Items	Amount from the beginning of the year to the end of reporting period (RMB)	Description
Gains or losses from disposal of non-current assets	189,496,445.87	
Tax refund or exemption in relation to documents of unauthorized approval or without formal approval		
Government subsidy accounted into profit and loss for the current period, excluding those closely associated with the business of the Company which were given in a fixed amount or volume in compliance with state standard	82,934,990.27	
Fund possession cost paid by non-financial enterprises and recorded under current profit and loss		
Profit arising from investment costs for acquisition of subsidiaries, associated company and joint ventures less than the revenue generated from their identifiable net assets of the invested entity at fair value at the time of acquisition		
Profit/loss of non-monetary asset swap		
Profit/loss from entrusted investment or asset management		
Provision for impairment of assets due to force majeure, such as natural disaster		
Profit and loss from debt restructuring	15,163,247.77	
Corporate restructuring expenses, i.e. expenses on employee placement, integration costs, etc.		
Profit/loss from the excess of the fair value of a transaction of unfair consideration		
Current net profit/loss of subsidiaries resulting from merger of enterprises under common control from the beginning of the period to the date of merger		
Profit/loss from contingencies irrelevant to the normal operations of the Company		
Apart from valid hedging business relating to the normal operations of the Company, profit/loss from change in fair value of held-for-trading financial assets and held-for-trading financial liabilities, and investment income from disposal of held-for-trading financial assets, held-for-trading financial liabilities and available-for-sale financial assets		
Write back of the provision for impairment of accounts receivable that is individually tested for impairment	21,927,996.86	
Profit/loss from external entrusted loans		
Profit/loss from changes in fair value of investment properties using the fair value model for subsequent measurement		

Effects of one-off adjustment to current profit/loss in accordance with laws and regulations on taxation and accounting		
Income of entrustment fees from entrusted operations		
Other non-operating income and expenses other than the above items	30,804,775.01	
Other profit and loss items fall within the meaning of extraordinary gain/loss		
Effects of minority interests	-49,854,788.04	
Effects of income tax	-72,906,642.91	
Total	217,566,024.83	--

Explanation made by the Company for "Other profit and loss items fall within the meaning of extraordinary gain/loss" as well as items defined as ordinary gains / losses from extraordinary gain/loss according to the nature and characteristics of its normal operations business

Items	Amount involved (RMB)	Description

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

Total number of shareholders at the end of reporting period	169,460		
Information on shareholdings of the top ten non-restricted tradable shareholders			
Name of shareholder	Number of non-restricted shares held at the end of the period (share)	Types and amounts of shares	
		Type	Amount (share)
HKSCC Nominees Limited	484,260,274	Overseas listed foreign shares	484,260,274
Shenzhen Chuangxin Investment Group Co., Ltd	49,840,117	RMB ordinary shares	49,840,117
Boshi Value Growth Fund (博時價值增長證券投資基金)	18,446,081	RMB ordinary shares	18,446,081
Bank of China—易方達深證 100 交易型開放式指數證券投資基金	14,942,684	RMB ordinary shares	14,942,684
Industrial and Commercial Bank of China—融通深證 100 指數證券投資基金	10,474,246	RMB ordinary shares	10,474,246
IVM Technical Consultants Wien Gesellschaft m.b.H	10,320,000	RMB ordinary shares	10,320,000
China Minsheng Bank—銀華深證 100 指數分級證券投資基金	9,616,420	RMB ordinary shares	9,616,420
Fujian Longyan Construction Machinery (Group) Company Limited	7,308,240	RMB ordinary shares	7,308,240
Shandong Enterprise Trust Operation Company Limited	6,480,000	RMB ordinary shares	6,480,000
National Security Fund – Portfolio 601 (全國社保基金六零一組合)	6,301,151	RMB ordinary shares	6,301,151
Description on the shareholders			

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 reporting period	As at the end of last year	Change (%)	Reason
Other receivables	549,464,631.98	240,646,814.45	128.33	It is mainly attributable to the increase in outstanding export tax refund and claims for compensation under the Three Guarantees.
Other current assets	420,644,872.09	737,579,223.78	-42.97	It is mainly attributable to the decrease in amount of deductible value-added tax at the end of reporting period.
Taxes payable	193,040,285.19	2,004,611,473.20	-90.37	It is mainly attributable to the tax paid.
Dividends payable	204,956,125.76	59,135,231.94	246.59	It is mainly attributable to the half-year dividend distribution in 2012.
Long-term borrowings	20,000,000.00	352,254,546.00	-94.32	It is mainly due to the reclassification to non-current liabilities due within one year.
Items	Reporting period	Corresponding period of last year	Change (%)	Reason
Finance expenses	-14,487,854.93	11,212,798.54	-229.21	The main reason is that the increase in interests income was higher than that of interests expenses.
Investment income	215,473,046.28	161,882,702.06	33.10	It is mainly attributable to the increase in gain on equity transfer during the reporting period.
Net cash flows from operating activities	-217,528,520.70	2,433,847,661.86	-108.94	The main reason is that the decrease in cash outflows from operation was lower than the decrease in cash inflows from operation.
Net cash flows from investing activities	-1,452,416,411.78	-2,944,541,565.11	-50.67	It is mainly attributable to the increase in net cash arising from disposal of subsidiaries and the reduction in expenses arising from acquisition of fixed assets and intangible assets.
Net cash flows from financing activities	-1,050,793,206.40	1,290,912,889.26		It is mainly attributable to the increase in repayment of bank borrowings during the reporting period and a higher financing inflows arising from the issuance of medium-term notes last year over the corresponding period of this year.

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 Commitments by the Company or shareholders holding more than 5% interests during or subsisting in the reporting period

√ Applicable ☐ N/A

The commitment items	Commitments by	Contents of commitments	Time of commitments	Period of commitments	Implementation situation
Commitments on share reform					
Commitments under the report of purchase or equity changes					
Commitments upon the swap of asset					
Commitments upon issuance of shares					
Other commitments to medium and minority shareholders of the Company	Shareholders	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 period no such shares 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. Upon the share issuing by conversion of capital reserve in the interim period of 2010, the restricted circulating shares of the Company held by such company amounted to 280,397,000 shares. Upon the dividend payment in 2011, the restricted circulating shares of the Company held by such company amounted to 336,476,400 shares.	30 April 2010	Three years	Above commitments were strictly implemented.
The commitments closer have been implemented timely	√ Yes <input type="checkbox"/> No <input type="checkbox"/> N/A				
Specific reasons for failure of implementation of the commitments and plans ahead					
Any commitment made in respect of problems arising from business competitions and connected transactions	<input type="checkbox"/> Yes <input type="checkbox"/> No √ N/A				
Period of implementation of the commitments					
Method of implementation					
Status of implementation closer of commitments					

3.4 Operating result forecast for 2012

Warnings on and reasons for 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 Investment in derivatives

☐ Applicable ☒ N/A

3.5.3 Information on position of derivatives investment at the end of reporting period

☐ Applicable ☒ N/A

3.5.4 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
3 July 2012	Company conference room	On-site research	Corporation	Shin Kong Life Insurance Co., Ltd (新光人壽保險股份有限公司)	1. General operation of the Company; 2. Business development of the industry in the future; 3. Development strategic positioning of the Company.
10 July 2012	Company conference room	On-site research	Corporation	Nomura Securities Co., Ltd. (野村證券有限公司)	
26 July 2012	Company conference room	On-site research	Corporation	Dongxing Securities Co., Ltd. (東興證券股份有限公司)	
26 July 2012	Company conference room	On-site research	Corporation	China Fortune Securities Inc. (華鑫證券有限責任公司)	
26 July 2012	Company conference room	On-site research	Corporation	Huatai-PineBridge Fund Management Co., Ltd. (華泰柏瑞基金管理有限公司)	
5 September 2012	Company conference room	On-site research	Corporation	China Galaxy Securities Co. Ltd. (銀河證券股份有限公司)	
6 September 2012	Company conference room	On-site research	Corporation	Shanghai GUANJUN Asset Management Company Ltd. (上海冠俊資產管理有限公司)	
10 September 2012	Company conference room	On-site research	Corporation	Tianyi Investment Company Limited (天頤投資有限公司)	
12 September 2012	Company conference room	On-site research	Corporation	Fund group organized by Minsheng Securities Co., Ltd. (民生證券股份有限公司)	
14 September 2012	Company conference room	On-site research	Corporation	Zeal Asset Management Limited (行健資產管理有限公司)	
17 September 2012	Company conference room	On-site research	Corporation	Fidelity Management & Research (Hong Kong) Company Limited (富達管理研究(香港)有限公司)	
19 September 2012	Company conference room	On-site research	Corporation	Taishin Securities Investment Trust CO., LTD (台新證券投資信託股份有限公司)	

19 September 2012	Company conference room	On-site research	Corporation	Libra Capital Management (HK) Limited (天平資產管理(香港)有限公司)
20 September 2012	Company conference room	On-site research	Corporation	Guotai Junan Securities Co. Ltd. (國泰君安證券股份有限公司)
24 September 2012	Company conference room	On-site research	Corporation	Greenwoods Asset Management Limited (景林資產管理有限公司)
27 September 2012	Company conference room	On-site research	Corporation	Shanghai Heqi Investment and Consultation Company Ltd. (上海禾其投資諮詢有限公司)
27 September 2012	Company conference room	On-site research	Corporation	Beiheng Company Ltd. (北橫有限責任公司)
28 September 2012	Company conference room	On-site research	Corporation	Fund group organized by BOC International Holdings Limited (中銀國際有限公司)

3.5.5 Issue of corporate bonds

Issue of corporate bonds

☐ Yes ☒ No

WEICHAI POWER CO., LTD.

Tan Xuguang, Chairman

26 October 2012