

*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**

**潍柴動力股份有限公司**

**WEICHAI POWER CO., LTD.**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2338)**

## **VARIATION OF TERMS OF DISCLOSEABLE TRANSACTION**

On 20 December 2012, the Company, Weichai Lux, KION, KION Group GmbH, LMH, Superlift and KMB have entered into the Amendment Agreement to amend certain terms of the Framework Agreement.

### **BACKGROUND**

Reference is made to the announcement (the “**Announcement**”) of Weichai Power Co., Ltd. (the “**Company**”) dated 31 August 2012 in relation to the Transactions. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

### **AMENDMENT AGREEMENT**

On 20 December 2012, the Company, Weichai Power (Luxembourg) Holding S.à r.l. (the “**Weichai Lux**”), KION, KION Group GmbH, LMH, Superlift and KMB have entered into an amendment agreement (the “**Amendment Agreement**”), pursuant to which it has been agreed, among others, that Weichai Lux (being an indirect wholly owned subsidiary of the Company set up for the purpose of the Acquisition) shall assume all the rights and obligations of, and the provisions applicable to, the Company under the Framework Agreement.

Further, pursuant to the Amendment Agreement, conditional upon the Completion having occurred on or prior to 31 December 2012, or that the Completion shall not have occurred on or prior to 31 December 2012 solely due to reasons which are not attributable to the Company or Weichai Lux, it has been agreed, among others, that:

- (1) one of the exercise periods of the LHY Put Option 2 shall be amended such that instead of the earlier of (i) LMH being notified by KION of its decision to initiate an IPO and the relevant pre-IPO structure having been completed, and (ii) the expiry of three months after the completion of the IPO, the LHY Put Option 2 shall be exercisable during any time within the three months after the second anniversary of the completion of the IPO;
- (2) in addition to the KION Call Option, the Company will be granted a call option by Superlift (the “**KION Call Option 2**”) to acquire from Superlift and hence increase its shareholding in KION by 3.3%, at any time after 1 January 2013 and until 30 June 2013 or during any time within the three months after the completion of the IPO, at an exercise price equal to the sum of (i) EUR61,644,000; (ii) the pro-rata portion of the aggregate amount of additional capital contribution, adjusted at the post money equity valuation of the Transaction, made into KION after the date of Completion and up to the date of exercise of the KION Call Option 2; and (iii) deducting therefrom the pro-rata portion of the aggregate amount of dividends or other distributions made by KION to its shareholders after the date of the Completion;
- (3) the terms of the KION Call Option shall be amended such that the KION Call Option will enable Weichai Lux to increase its shareholding in KION to (i) 33.3% immediately after completion of the IPO, if, at the time of the relevant pre-IPO allotment of KION shares to investors being completed, Weichai Lux owns 28.3% or more of the total share capital of KION; or (ii) 30% immediately after completion of the IPO, if, at the time of the relevant pre-IPO allotment of KION shares to investors being completed, Weichai Lux owns less than 28.3% of the total share capital of KION; and
- (4) in the event that Weichai Lux shall, upon the exercise of the KION Call Option and/or the KION Call Option 2, hold at least 33.3% of the shareholding of KION after the completion of the IPO, the chairman of the supervisory board of KION and KION Group GmbH will be a board member designated by Weichai Lux; further, if, following an IPO, either Superlift or Weichai Lux desires to transfer any of its KION shares, the other relevant shareholder will be entitled to exercise a right of first offer to purchase such shares.

Save as disclosed above, the Amendment Agreement has also made certain technical and minor amendments and supplemented the working capital arrangements after Completion under the Framework Agreement.

By order of the Board of Directors  
**Weichai Power Co., Ltd.**  
**Tan Xuguang**  
*Chairman and CEO*

The PRC, 20 December 2012

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Li Dakai, Mr. Fang Hongwei, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Mr. Chen Xuejian, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Liu Huisheng; 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.*