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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 AND INSIDE INFORMATION

This announcement is made pursuant to Rules 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on 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 17 May 2013, 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

17 May 2013

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. 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.

WEICHAI POWER CO., LTD.**Announcement on the Extension of Undertakings by
Certain Shareholders**

The Company and all members of the Board assure the truth, accuracy and completeness of the content of the information disclosed herein, of which there is no false statement, mis-representation and material omission.

I. Basic information about the shareholders who extended their undertakings

1. Information about the shareholders who extended their undertakings

No.	Name of shareholders	Registered capital (ten thousand)	Registered address	Scope of business	Legal representative
1	Weichai Group Holdings Limited	120,000	濰坊市奎文區民生東街 26 號 (No.26, Minshengdong Street, Kuiwen District, Weifang)	Pre-licensed projects: staff canteen; including cold dish; excluding raw seafood and decorative cakes. General licensed projects: operation of state-owned assets within the scope authorized by provincial government; overseas investment; financial guarantee for enterprises; investment consultancy; operation of real estate development; corporate management consultancy services; organization planning and management coordination of production and operation activities of group companies.	Tan Xuguang
2	Weifang Investment Company	75,445.9	濰坊高新開發區東風東街 6222 號 (投資大廈 16-18 樓) (Floor 16-18, Investment Building 6222 Dongfengdong Street, Weifang New & High Technology Industry Development Zone)	Raising and absorbing the self-raised Renminbi and foreign exchange funds at the city level for infrastructure and major constructions; engaging banks and financial institutions in respect of loans, conducting site visit and valuation of investment projects; providing services for materials and equipments needed in the construction or production of invested projects. (The	Chen Xuejian

				following scope of business are operated by branches only) storage services; freight packaging; premises leasing. (The scope of business above does not include any projects which are prohibited or restricted for operation by laws or regulations. For businesses which require a license for operation, operations are carried out with the relevant licenses)	
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2. Information about the natural person shareholders who extended their undertakings

Among the 24 natural person promoter shareholders who extended their undertakings, Mr. Tan Xuguang is the Chairman and the Chief Executive Officer of Weichai Power Co., Ltd. (hereinafter referred to as “the Company”), Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan are Directors and Executive Presidents of the Company; Mr. Ding Yingdong, Mr. Tong Dehui and Mr. Feng Gang are Vice Presidents of the Company, Mr. Dai Lixin is the Secretary to the Board of the Company, and the other shareholders have not held any position as director, supervisor or senior management in the Company.

3. Shareholdings in the Company of the shareholders who extended their undertakings

Name of shareholders	Class of shares	Number of Shares (ten thousand)	Percentage of total share capital	Description of restrictions
Weichai Group Holdings Limited	Non-restricted shares	0	-	-
	Restricted shares	33647.64	16.83%	Lock-up period after first extension of undertaking up to 2013.4.30
	Total	33647.64	16.83%	-
Weifang Investment Company	Non-restricted shares	0	-	-
	Restricted shares	7415.6352	3.71%	Lock-up period after first extension of undertaking up to 2013.4.30
	Total	7415.6352	3.71%	-
24 natural person shareholders	Non-restricted shares	5683.2	2.84%	Lock-up period after first extension of undertaking up to 2013.5.19
	Restricted shares	0	-	
	Total	5683.2	2.84%	-

II. Main content of the extension of undertakings

1. Main content of the extension of the lock-up period undertakings by shareholders

Name of shareholders	Nature of shares subject to the extension of undertakings	Shares subject to the extension of undertakings		Original expiry date of lock-up period	Extension of the lock-up period (year)	Expiry date of lock-up period after extension of lock-up period	Prescribed minimum price to dispose of shares
		Number of shares (ten thousand)	Percentage of total share capital				
Weichai Group Holdings Limited	Restricted shares	33647.64	16.83%	2013.4.30	3	2016.4.30	Nil
Weifang Investment Company	Restricted shares	7415.6352	3.71%	2013.4.30	3	2016.4.30	Nil
24 natural person shareholders	Non-restricted shares	5683.2	2.84%	2013.5.19	3	2016.4.30	Nil

2. Additional information about the extension of undertakings

With confidence in the development of the Company in the future, certain promoter shareholders of the Company, namely, Weichai Group Holdings Limited and Weifang Investment Company have made irrevocable undertakings voluntarily as follows: to extend the lock-up period in respect of the 336,476,400 and 74,156,352 restricted shares in the Company held by them respectively, for another three years commencing from the expiry of the lock-up period on 30 April 2013, i.e. no such shares shall be listed and traded on any securities exchange system or otherwise be transferred or managed by other persons on trust or repurchased by the Company within 36 months commencing from the said expiry date of the lock-up period, being 30 April 2013.

The 24 natural person promoter shareholders (including Tan Xuguang) has made an irrevocable undertaking voluntarily as follows: to lock-up all the 56,832,000 non-restricted shares of the Company held by them respectively for the period commencing from 21 May 2013 to 30 April 2016. During the lock-up period, no such shares shall be listed and traded on any securities exchange system or otherwise be transferred by these shareholders or managed by other persons on trust or repurchased by the Company.

If the above shareholders reduce their shareholdings in the Company due to breaches of the above undertakings during the lock-up period, all the proceeds from such reduction of shareholdings shall be retained for the benefit of the Company.

III. Responsibilities of the Board of Directors of the Company

The Board of Directors of the Company will strictly follow the relevant requirements of the Shenzhen Stock Exchange to make disclosure in respect of the extension of undertakings by the shareholders and timely supervise and procure the restricted shareholders to comply with their

undertakings. The Company will go through relevant procedures relating to shares lock-up with Shenzhen branch of China Securities Depository and Clearing Corporation Limited within two working days.

IV. Documents available for inspection

The undertaking letters in respect of the extension of lock-up period of the Shares of the Company issued by the relevant shareholders.

The announcement is hereby made.

The Board of Weichai Power Co., Ltd.

17 May 2013