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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 9 September 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

9 September 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, Ms. Han Xiaoqun and Mr. Gordon Riske; 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.****Notification Announcement on the Circulation of  
Certain Restricted Shares in the Market**

*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, misrepresentation and material omission.*

**Important Notice**

1. The number of restricted shares which will become circulating in the market is 121,728,000 shares at this time, representing 6.09% of the total share capital of the Company;
2. The date on which these restricted shares will become circulating in the market is 13 September 2013.

**I. Basic information about the application for the release of the restricted shares**

With the approval of the Extraordinary General Meeting and the Class Meetings of Weichai Power Co., Ltd. (the “Company” or “Weichai Power”) on 29 December 2006 and the sanction of the China Securities Regulatory Commission Zheng Jian Fa Xing Zi No. [2007]64 (證監發行字[2007]64 號) on 30 March 2007, the Company issued 190,653,552 ordinary shares with a Renminbi denominated par value of RMB1 each (“A Shares”) and completed the merger by share conversion and absorption of Torch Automobile Group Co., Ltd. (“TAGC”) on 23 April 2007. The Company’s A Shares were approved to be listed on the Shenzhen

Stock Exchange on 30 April 2007. After the listing of the A Shares, the total number of shares of the Company was 520,653,552.

On 16 December 2008, the Company implemented the resolution in respect of the 2008 interim issue of shares by conversion of capital reserve, at the rate of 6 shares for every 10 shares, based on the total share capital of 520,653,552 shares of the Company. After the said share issue, the total share capital of the Company was increased to 833,045,683 shares.

On 6 December 2010, the Company implemented the resolution in respect of the 2010 interim issue of shares by conversion of capital reserve, at the rate of 10 shares for every 10 shares, based on the total share capital of 833,045,683 shares of the Company. After the said share issue, the total share capital of the Company was increased to 1,666,091,366 shares.

On 17 August 2012, the Company implemented the resolution in respect of the 2011 profit distribution by issuing 2 bonus shares for every 10 shares and a cash dividend of RMB1 for every 10 shares (including tax), based on the total share capital of 1,666,091,366 shares of the Company. After the said bonus issue, the total number of shares of the Company was increased to 1,999,309,639 shares.

## **II. The commitments and implementation by the holders of the certain restricted shares which can be circulated in the market**

In 2007, under the commitments of the 3 legal person promoter shareholders (including Peterson Holdings Company Limited, IVM Technical Consultants Wien Gesellschaft m.b.H and Shandong Enterprise Trust Operation Company Limited) and subject to such commitments, no shares of Weichai Power held by them shall be beneficially transferred or repurchased by Weichai Power within 36 months commencing from Weichai Power's listing on the Shenzhen Stock Exchange.

In July 2010, with confidence in the development of the Company in the future, the 3 legal person promoter shareholders (including Peterson Holdings Company Limited, IVM Technical Consultants Wien Gesellschaft m.b.H and Shandong Enterprise Trust Operation Company Limited) have issued a letter of commitments to extend their commitments. Under the commitments of the shareholders and subject to such commitments, the lock-up period for the 26,320,000, 12,900,000 and 11,500,000 restricted shares of Weichai Power subject to lock-up terms held by the shareholders, respectively, will be extended for another three years since the expiration on 30 April 2010, which means no such shares 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 the expiration of lock-up period on 30 April 2010.

The above commitments were strictly implemented.

### **III. Arrangements for this circulation of the restricted shares**

1. The date on which the restricted shares will become circulating in the market:  
13 September 2013;
2. The number of restricted shares which will become circulating in the market is 121,728,000 shares, representing 6.09% of the total number of shares of the Company;
3. The restricted shares to be released and become circulating in the market are as follows:

Unit: share

Ref. No.	Name of restricted share shareholders	Number of restricted shares held	The number of restricted shares to be released and circulating in the market	Percentage of total share capital of the Company	Number of shares frozen

1	Peterson Holdings Company Limited	63,168,000	63,168,000	3.16%	0
2	IVM Technical Consultants Wien Gesellschaft m.b.H	30,960,000	30,960,000	1.55%	0
3	Shandong Enterprise Trust Operation Company Limited	27,600,000	27,600,000	1.38%	0
Total		121,728,000	121,728,000	6.09%	0

#### IV. Changes in the share capital structure and shareholders' shareholdings

The share capital structure prior to and following the release of the restricted shares is as follows:

Unit: share

Types of shares	Before the restricted shares being released and become circulating in the market		Change resulting from the release		After the restricted shares being released and become circulating in the market	
	Number	Percentage	Increase	Decrease	Number	Percentage
<b>I. Restricted circulating shares</b>	684,221,513	34.22%	----	121,728,000	562,493,513	28.13%
1. State-owned legal person shares	447,869,513	22.40%	----	----	447,869,513	22.40%
2. Shares held by domestic general legal persons	85,392,000	4.27%	----	27,600,000	57,792,000	2.89%
3. Shares held by domestic natural persons	56,832,000	2.84%	----	----	56,832,000	2.84%
4. Shares held by overseas legal	94,128,000	4.71%	----	94,128,000	0	0.00%

persons						
<b>II. Non-restricted circulating shares</b>	1,315,088,126	65.78%	121,728,000	----	1,436,816,126	71.87%
1. RMB ordinary shares	829,328,126	41.48%	121,728,000	----	951,056,126	47.57%
2. Overseas listed foreign shares	485,760,000	24.30%	----	----	485,760,000	24.30%
<b>III. Total number of shares</b>	1,999,309,639	100%	----	----	1,999,309,639	100.00%

## V. Changes in shareholders' shareholdings and historical moratoria

Under the commitments of the 3 legal person promoter shareholders (including Peterson Holdings Company Limited, IVM Technical Consultants Wien Gesellschaft m.b.H and Shandong Enterprise Trust Operation Company Limited) and subject to such commitments, the lockup period of the 26,320,000, 12,900,000 and 11,500,000 restricted circulating shares of Weichai Power subject to lock-up terms held by these shareholders, respectively, will be extended for another three years since the expiration on 30 April 2010, which means no such shares 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 the expiration of lock-up period on 30 April 2010. Upon the share issuing by conversion of capital reserve in the interim issue of shares of 2010, the restricted circulating shares of the Company held by these shareholders amounted to 52,640,000, 25,800,000 and 23,000,000 shares respectively. Upon the implementation of 2011 profit distribution, the restricted

circulating shares of the Company held by these shareholders amounted to 63,168,000, 30,960,000 and 27,600,000 shares respectively.

**VI. Other matters**

1. There is no circumstance of appropriation of the Company's fund for any non-operation purpose by the shareholders who applied for this release of the restricted shares.
2. The Company has not made any guarantee in breach of the relevant regulations in favor of any of the shareholders who applied for this release of the restricted shares.
3. There is no illegal trading of the Company's stock by the shareholders who applied for this release of the restricted shares.

**VII. Documents available for inspection**

Application letters for the release of the restricted shares

The announcement is hereby made.

The Board of Weichai Power Co., Ltd.  
9 September 2013