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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)

**CLOSURE OF REGISTER OF MEMBERS
AND
WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX
FOR NON-RESIDENT ENTERPRISES IN RESPECT OF
2013 FINAL DIVIDEND**

Reference is made to the circular of Weichai Power Co., Ltd. (the “**Company**”) dated 22 May 2014 in respect of, inter alia, the proposed payment of cash dividends (the “**Cash Dividends**”) as more particularly set out therein. Terms and expressions defined in the said circular shall have the same meanings when used herein.

Reference is also made to the announcement of the Company dated 30 June 2014 in respect of the results of the AGM, at which the payment of Cash Dividends was approved.

EXPECTED TIMETABLE

The following is the expected timetable for the payment of Cash Dividends for the holders of H Shares, including the record date and the ex-entitlement date:

2014

Last day of dealings in the H Shares cum-entitlements to
the Cash Dividends Tuesday, 29 July 2014

First day of dealings in the H Shares ex-entitlements to
the Cash Dividends Wednesday, 30 July 2014

Latest time for lodging transfers for entitlements to
the Cash Dividends (*Note*). 4:30 p.m., Thursday, 31 July 2014

Closure of register of members of H Shares to
determine the entitlements to the Cash Dividends (*Note*) Friday, 1 August 2014 to
Wednesday, 6 August 2014
(both dates inclusive)

H Share record date (the “Record Date”) (*Note*) Wednesday, 6 August 2014

Despatch of the cheques of the Cash Dividends (*Note*) on or before
Wednesday, 27 August 2014

Note: If there is a Typhoon Signal No. 8 or above, or a “black” rainstorm warning in force at or at any time on either the first or second ex-date and is not lowered at or before 12 noon on the relevant ex-date, the last time for accepting shares for registration shall be deferred to the next business day during normal business hours for each ex-date affected; and the date of closure of register of members of H Shares and the Record Date shall be automatically postponed by the number of ex-dates affected.

In order to be entitled to the Cash Dividends, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 31 July 2014.

DESPATCH OF CHEQUES

The Company will make further announcement on the Shenzhen Stock Exchange in respect of the arrangements for the Cash Dividends in respect of the holders of the A Shares.

Cash Dividends in respect of H Shares will be denominated and declared in RMB and payable in Hong Kong Dollars. The applicable exchange rate will be the average benchmark exchange rate for RMB/HK\$ announced by the People’s Bank of China over the week prior to 30 June 2014, the date of declaration of the Cash Dividends, i.e. HK\$100:RMB79.401. The Cash Dividends payable per H Share will be HK\$0.1889 (inclusive of the applicable tax).

It is expected that the cheques of the Cash Dividend will be despatched by ordinary post, on or before Wednesday, 27 August 2014, to the holders of H Shares who are entitled thereto at their own risk.

WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT ENTERPRISES IN RESPECT OF THE CASH DIVIDENDS

According to the regulations in the Enterprise Income Tax Law of the People’s Republic of China, Implementation Regulations on Enterprise Income Tax Law of People’s Republic of China which came into effect in 2008 and the Notice of Withholding and Payment of Enterprise Income Tax Regarding China Resident Enterprise Paying Dividend to Non-Resident Enterprise Holders of Overseas H-Share (No. 897 GSH[2008]) issued by China’s State Administration of Taxation on 6 November 2008 (collectively, the “Tax Law”), any domestic enterprise of the PRC which pays dividends to non-resident enterprise shareholders (as defined in the Tax Law) for the year of 2008 and subsequent years shall withhold and pay enterprise income tax as a withholding agent.

In accordance with the Tax Law, the Company is obliged to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise holders of H Shares whose names appear on the register of members for H Shares of the Company on the Record Date when distributing dividends to them. For holders of H Shares who are registered in the name of non-natural person registered shareholders (including HKSCC (Nominees) Limited, other corporate nominees, trustees, or other organisations or groups which shall be treated as “non-resident enterprises” shareholders) on the register of members for H Shares of the Company on the Record Date, the Company will distribute the Cash Dividends, after withholding for payment of 10% enterprise income tax. For all natural persons shareholders whose names are registered on the register of members for H Shares of the Company on the Record Date, no personal income tax will be withheld and paid by the Company.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company’s register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of the above withholding and payment.

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

The PRC, 17 July 2014

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. Wang Yuepu, Mr. Yeung Sai Hong, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Chu, Howard Ho Hwa, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.