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**潍柴动力股份有限公司**  
**WEICHAJ 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**  
**2017 FINAL DIVIDEND**

Reference is made to the circular of Weichai Power Co., Ltd. (the “**Company**”) dated 27 April 2018 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 14 June 2018 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 A Shares and H Shares, including the record dates and the ex-entitlement dates:

Last day of dealings in the H Shares cum-entitlements  
to the Cash Dividends . . . . . Wednesday, 4 July 2018

First day of dealings in the H Shares ex-entitlements  
to the Cash Dividends . . . . . Thursday, 5 July 2018

Latest time for lodging transfers in respect of H Shares for  
entitlements to the Cash Dividends (*Note*) . . . . . 4:30 p.m.,  
Friday, 6 July 2018

Closure of register of members of H Shares  
to determine the entitlements to  
the Cash Dividends (*Note*) . . . . . Saturday, 7 July 2018 to  
Thursday, 12 July 2018  
(both dates inclusive)

H Share record date (the “**Record Date**”) (*Note*). . . . . Thursday, 12 July 2018

A Share record date . . . . . Monday, 30 July 2018

Despatch of the cheques of the Cash Dividend . . . . . on or before  
Tuesday, 31 July 2018

*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 Friday, 6 July 2018.

## **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 14 June 2018, the date of declaration of the Cash Dividends, i.e. HK\$100:RMB81.632. The Cash Dividends payable per H Share will be HK\$0.30625 (inclusive of the applicable tax).

It is expected that the cheques of the Cash Dividend will be despatched by ordinary post, on or before Tuesday, 31 July 2018, 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.

### **Investors of Southbound Trading**

For investors investing in the H Shares through the Shenzhen Stock Exchange (including enterprises and individuals) (the "**Southbound Trading**"), the Company has entered into the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (《**港股通H股股票現金紅利派發協議**》) with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system. The cash dividends for the investors of H Shares of Southbound Trading will be paid in Renminbi. Pursuant to the relevant requirements under the "Notice on the Tax Policies Related to the Pilot Program of the Shenzhen – Hong Kong Stock Connect" (Cai

Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Southbound Trading, the H shares company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Southbound Trading, the tax payable shall be the same as that for individual investors. The H shares company will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

### **Investors of Northbound Trading**

For investors (including enterprises and individuals) investing in the A Shares of the Company listed on the Shenzhen Stock Exchange through the Hong Kong Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may apply to the competent tax authorities for the entitlement of the rate under such tax treaty by themselves. Upon approval by the tax authorities, the paid amount in excess of the tax payable by such enterprises and individuals based on the tax rate according to such tax treaty will be refunded.

By Order of the Board  
**Weichai Power Co., Ltd.**  
**Tan Xuguang**  
*Chairman*

The People’s Republic of China, 21 June 2018

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Sun Shaojun, Mr. Yuan Hongming and Mr. Yan Jianbo; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Jiang Kui, Mr. Gordon Riske and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai.*