

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)

ANNOUNCEMENT

MAJOR AND CONTINUING CONNECTED TRANSACTIONS

NEW FINANCIAL SERVICES AGREEMENT

Reference is made to the announcement of the Company dated 30 March 2016 in relation to the major and continuing connected transactions between the Company and Shandong Finance. As disclosed in such announcement, pursuant to the Existing Financial Services Agreement, Shandong Finance has agreed to provide, inter alia, certain deposit services to the Company in accordance with the terms and conditions set out in the Existing Financial Services Agreement. Shandong Finance is a non-banking financial institution with the approval of the CBIRC.

As the Existing Financial Services Agreement will expire on 29 June 2019 and the Company intends to continue carrying out the relevant transactions under the Existing Financial Services Agreement, the Board announces that on 25 March 2019, the Company has entered into the New Financial Services Agreement as more particularly described in this announcement. The New Financial Services Agreement has a term of three years commencing from 30 June 2019 and ending on 29 June 2022.

THE LISTING RULES IMPLICATIONS

Shandong Heavy Industry is a substantial shareholder of the Company indirectly holding approximately 17.72% of the issued share capital of the Company. As Shandong Heavy Industry holds 37.5% equity interest in Shandong Finance, Shandong Finance is an associate of Shandong Heavy Industry and therefore a connected person of the Company under the Listing Rules. Accordingly, the New Financial Services Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As certain of the applicable percentage ratios calculated in accordance with the Listing Rules for the deposit services under the New Financial Services Agreement exceed 25% but all of which are less than 100%, the provision of the deposit services by Shandong Finance to the Group constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Further, as all of the applicable percentage ratios calculated in accordance with the Listing Rules for the deposit services under the New Financial Services Agreement for the three years ending 29 June 2022 exceed the 5% Threshold, the provision of the deposit services by Shandong Finance to the Group and the proposed New Caps for the relevant periods will be subject to the reporting, annual review, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

A circular containing, inter alia, (i) further details of the deposit services under the New Financial Services Agreement; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the terms of the deposit services under the New Financial Services Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the deposit services under the New Financial Services Agreement; and (iv) a notice convening the general meeting of the Company, will be despatched to the Shareholders on or before 16 April 2019.

I. INTRODUCTION

Reference is made to the announcement of the Company dated 30 March 2016 in relation to the major and continuing connected transactions between the Company and Shandong Finance. As disclosed in such announcement, pursuant to the Existing Financial Services Agreement, Shandong Finance has agreed to provide, inter alia, certain deposit services to the Company in accordance with the terms and conditions set out in the Existing Financial Services Agreement. Shandong Finance is a non-banking financial institution with the approval of the CBIRC.

As the Existing Financial Services Agreement will expire on 29 June 2019 and the Company intends to continue carrying out the relevant transactions under the Existing Financial Services Agreement, the Board announces that on 25 March 2019, the Company has entered into the New Financial Services Agreement as more particularly described in this announcement. The New Financial Services Agreement has a term of three years commencing from 30 June 2019 and ending on 29 June 2022.

The Group utilises the services of Shandong Finance on a voluntary, non-exclusive basis and is not under any obligations to engage Shandong Finance for any particular service. Shandong Finance is merely one of a number of financial institutions providing financial services to the Group.

II. NEW FINANCIAL SERVICES AGREEMENT

Date: 25 March 2019

Parties: (1) the Company; and
(2) Shandong Finance

The transactions under the New Financial Services Agreement are non-exclusive and the Group has the right to decide whether it requires and accepts the financial services to be provided by Shandong Finance, and to choose the financial institution at its discretion to engage the financial services, with reference to its own business needs.

Effective date and term

The New Financial Services Agreement shall become effective on the execution date of the New Financial Services Agreement and has a term of three years ending 29 June 2022, subject to the approval at a Shareholders' meeting of the transactions contemplated under the New Financial Agreement and the New Caps. The term of the New Financial Agreement can be extended on a mutually agreed basis.

Deposit services

Shandong Finance shall provide certain deposit services to the Group, the principal terms of which are as follows:

- (a) the interest rate for the deposit of the Group's funds with Shandong Finance shall, subject to the compliance of the relevant requirements of the People's Bank of China, be no less than the highest interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period. It is estimated that the interest rate will range from the benchmark deposit rate announced by the People's Bank of China over the same period for the same level to 40% above such rate, which may be adjusted in accordance with changes in the currency policy of the People's Bank of China and interest rates in the market; and
- (b) the maximum daily balance (including interests) of the Group's deposit with Shandong Finance shall not exceed the following caps for each of the three years ending 29 June 2022:

	From 30 June 2019 to 29 June 2020 (RMB billion)	From 30 June 2020 to 29 June 2021 (RMB billion)	From 30 June 2021 to 29 June 2022 (RMB billion)
New Caps	24.5	28	33

Other terms of the Financial Services Agreement

In addition to the abovementioned deposit services, Shandong Finance has also agreed to provide the following financial services to the Group:

(1) Loan services

Shandong Finance shall provide certain loan services to the Group under the New Financial Services Agreement. As the said loan services to be provided by Shandong Finance to the Group are on normal commercial terms similar to or more favourable than those offered by other financial institutions for the provision of comparable services in the PRC and are for the benefit of the Group, and no security over the assets of the Group is granted in respect of such loan services, the loan services to be provided by Shandong Finance to the Company under the New Financial Services Agreement are exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules according to Rule 14A.90 of the Listing Rules.

For completeness, the major terms of the said loan services to be provided by Shandong Finance to the Group are set out below for the Shareholders' information:

- (a) the loan services to be provided by Shandong Finance include the provision of loans, discounted notes and bill acceptance services and the grant of credit facilities within the scope allowed by the laws, regulations and policies of the PRC and in accordance with the requirements of the CBIRC;
- (b) the interest rate for the loan services to be provided by Shandong Finance to the Group shall, subject to the compliance of the relevant requirements of the People's Bank of China in relation to the interest of loans, not exceed the lowest interest rate for the same type and class of loan provided by other major commercial banks in the PRC to the Group for the same period. It is estimated that the interest rate will range from 10% below the benchmark lending rate announced by the People's Bank of China over the same period for the same level to 10% above such rate, which may be adjusted in accordance with changes in the currency policy of the People's Bank of China and interest rates in the market;
- (c) the Group shall not be required to provide any security over its assets for the loan services; and
- (d) Shandong Finance shall provide a credit facility in respect of the loan services of up to RMB20 billion to the Group and the annual interest that shall accrue thereunder shall not exceed RMB870 million for each of the three years ending 29 June 2022.

(2) *Miscellaneous financial services*

Shandong Finance shall also provide certain other miscellaneous financial services to the Group under the New Financial Services Agreement. In respect of the provision of such financial services by Shandong Finance to the Group, as they are conducted on normal commercial terms or better to the Group, and the Group expects that all the percentage ratios (if applicable) of the relevant annual fees payable by the Group to Shandong Finance in aggregate will be below 0.1%, the provision of such financial services by Shandong Finance to the Group will be exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules according to Rule 14A.76 of the Listing Rules.

For completeness, the major terms of the provision of such financial services to be provided by Shandong Finance to the Group are set out below for the Shareholders' information:

- (a) the miscellaneous financial services include settlement services to be provided by Shandong Finance to the Group, pursuant to which Shandong Finance will provide payment and receipt services as well as other ancillary services related to such settlement services and other financial services within the business scope of Shandong Finance; and
- (b) the fees to be charged by Shandong Finance for (i) the provision of the settlement services shall not exceed the lowest rate for the same type of services provided by other major commercial banks in the PRC to the Group in the same period; and (ii) the other financial services shall not exceed the fair market price or the standard rates imposed according to the PRC regulations.

III. EXISTING ANNUAL CAPS AND HISTORICAL AMOUNT OF DEPOSIT

Pursuant to the terms of the Existing Financial Services Agreement, the existing annual caps, i.e. the maximum daily balance (including interests) of the Company's deposit with Shandong Finance for each of the 12 months ended 29 June 2017 and 29 June 2018, and the 12 months ending 29 June 2019 were RMB17 billion, RMB19 billion and RMB20 billion, respectively.

The maximum daily balance (including interests) of the Company's deposit with Shandong Finance during each of the 12 months ended 29 June 2017 and 29 June 2018, and the eight months ended 28 February 2019 were approximately RMB12.4 billion, RMB18.9 billion and RMB19.9 billion, respectively.

IV. PROPOSED ANNUAL CAPS AND REASONS

Deposit services

The Board, having considered (i) the historical cash position of the Group; (ii) the expected growth of the business operations of the Group and (iii) the expected amount of interest income from Shandong Finance, proposed that the maximum daily deposit balance (including interests) of the aggregated deposits placed by the Group with Shandong Finance pursuant to the New Financial Services Agreement shall not exceed the following caps for each of the three years ending 29 June 2022 (the “New Cap(s)”):

	From 30 June 2019 to 29 June 2020 (RMB billion)	From 30 June 2020 to 29 June 2021 (RMB billion)	From 30 June 2021 to 29 June 2022 (RMB billion)
New Caps	24.5	28	33

The Directors (excluding the independent non-executive Directors who will form their views after reviewing the advice of the Independent Financial Adviser) consider that the above New Caps in respect of the deposit services are fair and reasonable.

Loan services and miscellaneous financial services

As disclosed above, the provision of loan services and miscellaneous financial services by Shandong Finance to the Company pursuant to the New Financial Services Agreement are exempt from the reporting, announcement and independent shareholders’ approval requirements under the Listing Rules according to Rule 14A.90 and Rule 14A.76 of the Listing Rules, respectively.

V. INTERNAL CONTROL PROCEDURES

To secure the Shareholders’ interests, Shandong Finance has given certain undertakings under the New Financial Services Agreement and the Company has adopted certain internal control procedures, pursuant to which:

1. Shandong Finance shall ensure that it is in strict compliance with the requirements of the relevant PRC financial laws and regulations;
2. the monthly report or financial statements of Shandong Finance for each month will be provided to the Group;
3. the Company shall regularly review and obtain the relevant documents such as account books, financial statements and audit reports of Shandong Finance in order to assess the business of Shandong Finance and its financial risk and position; and

4. the Company shall be notified within two business days upon the occurrence of circumstances that may cause harm to the security of the Group's deposits or on the occurrence of any other circumstances that may jeopardise the security of the Group's deposits. In the event that the relevant risks cannot be eliminated, the Company shall take relevant actions to withdraw all deposits.

The Board considers that the above undertakings given by Shandong Finance and internal control procedures adopted by the Company in respect of the transactions under the New Financial Services Agreement are appropriate and that they will give sufficient assurance to the Shareholders that the transactions under the New Financial Services Agreement will be appropriately monitored by the Company.

VI. REASONS FOR AND BENEFITS OF THE NEW FINANCIAL SERVICES AGREEMENT

The reasons for the Company to enter into the New Financial Services Agreement with Shandong Finance are as follows:

1. the interest rates offered by Shandong Finance for the deposit services, and the rates and fees charged by Shandong Finance for the loan services and miscellaneous financial services to be provided to the Company shall be equal to or more favourable than those offered or charged by major commercial banks and other financial institutions in the PRC for the same type of financial services provided to the Company;
2. the activities of Shandong Finance are regulated by the CBIRC and Shandong Finance provides services within its approved scope in accordance with its operational requirement; and
3. the Company directly holds 31.25%, and, through its 51% subsidiary, 陝西法士特齒輪有限責任公司 (Shaanxi Fast Gear Co., Ltd.*), is interested in 6.25% equity interest in Shandong Finance, which allows it to benefit from the profits of Shandong Finance.

The transactions under the New Financial Services Agreement shall facilitate the Group to increase the efficiency of fund utilisation, and reduce the cost of financing. It will not be detrimental to the interests of the Company and will not affect the independency of the Company.

The Directors (excluding the independent non-executive Directors in respect of the provision of the deposit services under the New Financial Services Agreement who will form their views after reviewing the advice of the Independent Financial Adviser) consider that the New Financial Services Agreement has been negotiated on arm's length basis and is on normal commercial terms. The terms of the New Financial Services Agreement, the transactions contemplated thereunder, the New Caps in respect of the deposit services and the estimated fees payable for the related financial services are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The Company approved the New Financial Services Agreement and the transactions contemplated thereunder in the Board meeting held on 25 March 2019. At the aforesaid Board meeting, Mr. Tan Xuguang and Mr. Jiang Kui have abstained from voting in respect of the resolutions approving such transactions in view of their respective positions in Shandong Heavy Industry. Save as disclosed above, none of the Directors has a material interest in such transactions and is required to abstain from voting.

VII. LISTING RULES IMPLICATIONS

Shandong Heavy Industry is a substantial shareholder of the Company holding approximately 17.72% of the issued share capital of the Company. As Shandong Heavy Industry holds 37.5% equity interest in Shandong Finance, Shandong Finance is an associate of Shandong Heavy Industry and therefore a connected person of the Company under the Listing Rules. Accordingly, the New Financial Services Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As certain of the applicable percentage ratios calculated in accordance with the Listing Rules for the deposit services under the New Financial Services Agreement exceed 25% but all of which are less than 100%, the provision of the deposit services by Shandong Finance to the Group constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Further, as all of the applicable percentage ratios calculated in accordance with the Listing Rules for the deposit services under the New Financial Services Agreement for the three years ending 29 June 2019 exceed the 5% Threshold, the provision of the deposit services by Shandong Finance to the Group and the proposed New Caps for the relevant periods will be subject to the reporting, annual review, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

VIII. INFORMATION ON THE PARTIES

The Company

The Company is principally engaged in the research and development, manufacture and sale of high-speed heavy-duty diesel engines and engine parts.

Shandong Finance

The business scope of Shandong Finance includes the following businesses in domestic and foreign currencies: (1) provision of finance services and financing consultancy services to its member companies, provision of credit verification and related consultancy and agency services to its member companies; (2) provision of assistance to its member companies in payment and receipt of transaction proceeds; (3) provision of approved insurance agency services; (4) provision of guarantees to its member companies; (5) dealing with entrusted loans among its member companies; (6) provision

of bill acceptance and discounting services to its member companies; (7) provision of intra-group transfer and settlement services to its member companies and planning of clearing and settlement scheme; (8) provision of its deposit services to its member companies; (9) provision of loans and finance leasing services to member companies; (10) provision of interbank loans; (11) underwriting the corporate bonds issued by its member companies; (12) making investments in negotiable securities (except stock trading in secondary market); and (13) provision of consumer credit, buyer credit, finance leasing and other services as permitted by the CBIRC for its member companies.

IX. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISOR

An Independent Board Committee comprising the independent non-executive Directors (namely, Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai) will be appointed to consider the terms of the deposit services under the New Financial Services Agreement and the relevant proposed New Caps.

An Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the terms of the deposit services under the New Financial Services Agreement and the relevant proposed New Caps.

X. DESPATCH OF CIRCULAR

A general meeting will be convened for the purpose of, amongst other things, considering, and if thought fit, approving the New Financial Services Agreement and the transactions contemplated thereunder. A circular containing, inter alia, (i) further details of the deposit services under the New Financial Services Agreement; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the terms of the deposit services under the New Financial Services Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the deposit services under the New Financial Services Agreement; and (iv) a notice convening the general meeting of the Company, will be despatched to the Shareholders on or before 16 April 2019.

XI. DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“5% Threshold”	the thresholds referred to in Rule 14A.76(2) of the Hong Kong Listing Rules;
“associate”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;

“CBIRC”	China Banking and Insurance Regulatory Commission;
“Company”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Existing Financial Services Agreement”	the financial services agreement entered into between the Company and Shandong Finance on 30 March 2016;
“Group”	the Company and its subsidiaries;
“Independent Board Committee”	a committee of the Board comprising Mr. Zhang Zhong, Mr. Wang Gongyong, Mr. Ning Xiangdong, Mr. Li Hongwu and Mr. Wen Daocai, being the independent non-executive Directors;
“Independent Financial Adviser”	Trinity Corporate Finance Limited, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the provision of the deposit services by Shandong Finance to the Group under the New Financial Services Agreement and the proposed New Caps for the relevant periods;
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the relevant general meeting of the Company held to consider, and if thought fit, approve the provision of the deposit services under the New Financial Services Agreement and the proposed New Caps;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“New Cap(s)”	has the meaning as ascribed to it under the section headed “IV. Proposed cap and reasons – Deposit services” of this announcement;
“New Financial Services Agreement”	the financial services agreement entered into between the Company and Shandong Finance on 25 March 2019;
“PRC”	the People’s Republic of China;

“RMB”	Renminbi, the lawful currency of the PRC;
“Shandong Finance”	山東重工集團財務有限公司 (Shandong Heavy Industry Group Finance Co., Ltd.*), a company established in the PRC with limited liability which is owned as to 37.5%, 31.25%, 12.5%, 12.5% and 6.25% by Shandong Heavy Industry, the Company, 濰柴重機股份有限公司 (Weichai Heavy-duty Machinery Co., Ltd.*), 山推工程機械股份有限公司 (Shantui Engineering Machinery Co., Ltd.*) and 陝西法士特齒輪有限責任公司 (Shaanxi Fast Gear Co., Ltd.*), respectively;
“Shandong Heavy Industry”	山東重工集團有限公司 (Shandong Heavy Industry Group Co., Ltd.*), a substantial shareholder and connected person of the Company, the entire capital of which is held by the State-owned Assets Supervision and Administration Commission of Shandong Province;
“Shareholders”	holders of the shares of RMB1.00 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

* For identification purposes only

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

Hong Kong, 25 March 2019

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.