

WEICHAI POWER CO., LTD.

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1. Pursuant to Article 120 of the articles of association of the Company, if a shareholder of the Company (the “**Nominator**”) wishes to propose a person (the “**Candidate**”), other than a retiring director of the Company, for election as a director of the Company at a general meeting, he/she shall serve a notice on the Company in accordance with the requirements thereunder. An extract of Article 120 of the articles of association of the Company is set out below:

“**Article 120** Directors are elected by the general meeting. The term of office for each session shall be 3 years. Upon the expiration of his term, a director is eligible for re-election. However, no independent director shall serve for consecutive terms of exceeding 6 years.

The period for service of notices in writing by shareholders to the Company of the intention to propose a candidate for election as a director in accordance with these Articles and of such candidate’s consent to be elected shall be at least 7 days, which shall commence from the day after the dispatch of the notice convening the general meeting for the election of directors and shall end on the date which is 16 days prior to the date of such general meeting.

Any shareholder who, by itself or jointly, holding shares representing more than 3% of the voting rights of the Company for 180 days or more consecutively shall have the right to nominate a candidate of director, the number of directors in each nomination shall not exceed one-fifth of the total number of directors and the total number of nominees. The number of shares directly or indirectly held by each shareholder cannot be further subdivided in order to propose a motion by himself or jointly with other persons.

The number of the Company’s new directors in each year shall not exceed one-third of the number of members in the Company’s Board of Directors unless in the event that the term of the Board or of the relevant directors expires or the relevant directors resign or as required by laws and regulations or the rules of the place where the Company is listed.

The Board of Directors shall have the right to examine the qualifications of directors and resolutions in respect of the qualifications of directors shall be passed by over one-half of the Board.

The chairman of the Board are elected and removed by two-thirds of the total number of directors. The chairman of the Board shall serve for a term of three years and is eligible for re-election.

Unless otherwise stipulated in the relevant laws, regulations and these Articles, subject to the provisions of the relevant laws and administrative regulations, the general meeting shall have the power by ordinary resolution to remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).

Any removal of the chairman of the Board and directors in breach of Article 64 of

these Articles shall be invalid.

A director may concurrently act as a general manager or senior management officer other than a supervisor.”

2. In order to enable shareholders of the Company to make an informed decision on the proposed election of a director, the notice signed by the Nominator in accordance with paragraph 1 above shall be accompanied by the following biographical details of the Candidate:
 - (i) age and full name;
 - (ii) positions held by the Candidate in the Company and other members of the Company and its subsidiaries (the “**Group**”) (if any);
 - (iii) previous experience of the the Candidate, including (i) other directorships in public companies listed in Hong Kong or overseass securities markets in the last three years, and (ii) other major appointments and professional qualifications;
 - (iv) current employment and such other information (which may include business experience and educational background) of which shareholders of the Company should be aware of, pertaining to the ability and integrity of the Candidate;
 - (v) length or proposed length of service with the Company (if any);
 - (vi) relationships with any directors, senior management, sunstantial shareholders or controlling shareholders of the Company, or an appropriate negative statement;
 - (vii) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
 - (viii) contact details; and
 - (ix) all information required under Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement where there is no information to be disclosed pursuant to any of such requirements.

(Important notice: This Procedures is published in Chinese and English version. In case of inconsistency, the Chinese version shall prevail.)