



**WEICHAI**

**潍柴動力股份有限公司**

**WEICHAI POWER CO., LTD.**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2338)**

**Proxy form for use at the Annual General Meeting and any adjournment thereof**

<b>No. of Shares to which this Proxy relates<sup>1</sup></b>	
<b>Type of Shares (H Shares/A Shares) to which this Proxy relates<sup>1</sup></b>	

I/We<sup>(note 2)</sup>

of

being the registered holder(s) of H Shares/ A Shares <sup>(note 3)</sup> in WEICHAI POWER CO., LTD. (the "Company"), HEREBY APPOINT the Chairman of the Meeting or <sup>(note 4)</sup>

of

as my /our proxy to attend and act for me /us at the Annual General Meeting of the Company to be held at the Company's conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on 29 June 2012 (and at any adjournment thereof) (the "AGM") and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company in respect of any other business to be considered in the AGM. I/We wish my /our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM as hereunder indicated, or if no such indication is given, as my /our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b>		<b>FOR<sup>(note 5)</sup></b>	<b>AGAINST<sup>(note 5)</sup></b>	<b>ABSTAIN<sup>(note 5)</sup></b>
1.	To consider and approve the Annual Report of the Company for the year ended 31 December 2011.			
2.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2011.			
3.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2011.			
4.	To consider and receive the audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2011.			
5.	To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2011.			
6.	To consider and approve the 財務預算報告 (final budget report) of the Company for the year ending 31 December 2012.			
7.	To consider and approve the appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the auditors of the Company.			
8.	To consider and approve the granting of a mandate to the Board of Directors for payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2012.			
9.	To consider and approve the connected transaction between the Company and its subsidiaries and 北汽福田汽車股份有限公司 (Beiqi Futian Motor Company Limited).			
10.	To consider and approve the amendments to the Rules of Procedures for the Board (the amended version is set out in Appendix I to the Circular).			
11.	To consider and approve the amendments to the Terms of Reference of the Audit Committee of the Board (the amended version is set out in Appendix II to the Circular).			
12.	To consider and approve the amendments to the Terms of Reference of the Remuneration Committee of the Board (the amended version is set out in Appendix III to the Circular).			
13.	To consider and approve the amendments to the Terms of Reference of the Nomination Committee of the Board (the amended version is set out in Appendix IV to the Circular).			
14.	To consider and approve the amendments to the Terms of Reference of the Strategic Development & Investment Committee of the Board (the amended version is set out in Appendix V to the Circular).			
<b>ORDINARY RESOLUTIONS</b>		<b>FOR<sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)</b>	<b>AGAINST<sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)</b>	<b>ABSTAIN<sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)</b>
15.(1)	(a) To consider and approve the re-election of Mr. Tan Xuguang as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(b) To consider and approve the re-election of Mr. Xu Xinyu as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(c) To consider and approve the re-election of Mr. Sun Shaojun as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(d) To consider and approve the re-election of Mr. Zhang Quan as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(e) To consider and approve the election of Mr. Li Dakai as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			

ORDINARY RESOLUTIONS		FOR <sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)	AGAINST <sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)	ABSTAIN <sup>(note 6)</sup> (By way of cumulative voting) (Please insert the number of votes)
	(f) To consider and approve the election of Mr. Fang Hongwei as an executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(g) To consider and approve the election of Mr. Jiang Kui as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(h) To consider and approve the re-election of Mr. Liu Huisheng as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(i) To consider and approve the re-election of Mr. Yeung Sai Hong as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(j) To consider and approve the re-election of Mr. Chen Xuejian as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(k) To consider and approve the re-election of Mr. Julius G. Kiss as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(l) To consider and approve the re-election of Ms. Han Xiaoqun as a non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
15.(2)	(a) To consider and approve the election of Mr. Liu Zheng as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive).			
	(b) To consider and approve the election of Mr. Li Shihao as an independent non-executive Director of the Company for a term from 29 June 2012 to 29 April 2013 (both days inclusive).			
	(c) To consider and approve the election of Mr. Loh Yih as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(d) To consider and approve the election of Mr. Chu, Howard Ho Hwa as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(e) To consider and approve the election of Mr. Zhang Zhenhua as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(f) To consider and approve the election of Mr. Li Luwen as an independent non-executive Director of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
16.	(a) To consider and approve the re-appointment of Mr. Sun Chengping as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
	(b) To consider and approve the re-appointment of Ms. Jiang Jianfang as a Supervisor of the Company for a term of 3 years from 29 June 2012 to 28 June 2015 (both days inclusive).			
SPECIAL RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
17.	To consider and approve the payment of cash dividends and the bonus shares issue by the capitalisation of the retained earnings of the Company as at 31 December 2011.			
18.	To consider and approve the consequential amendments to the articles of association of the Company as a result of the bonus shares issue as set out in the notice convening the AGM.			
19.	To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new H Shares.			

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2012

Signature(s) <sup>(note 6)</sup> \_\_\_\_\_

**Notes:**

- Please indicate clearly the number of H Shares and/or A Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H Shares and/or A Shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please delete as appropriate.
- Where the proxy appointed is not the Chairman of the AGM, please cross out "the Chairman of the meeting or", and fill in the name(s) and address(es) of the proxy in the space provided. Each shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote at the AGM on his behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder of the Company who has appointed more than one proxy, the proxy holder may only vote on a poll. The person who signs this proxy form shall initial against any alteration in it.
- Important: If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting in respect of any resolution, tick in the box marked "Abstain". Failure to tick any box will entitle your proxy to cast your vote at his/her discretion.
- Please note that, according to Article 122 of the Articles of Association of the Company, the method of cumulative voting will be adopted for the election of directors. Under this method, when two or more directors are being nominated for election, for any share held by the shareholders, they will have the same number of votes which equals to the total number of directors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates.  
In this election, independent directors and other Board members will be elected separately. To ensure that your voting right is adequately exercised, the explanation below adopt resolution 15(1) as an example to briefly explain matters that you should be aware of when completing the vote under the "cumulative voting system" (matters to be aware of in respect of resolution 15(2) are the same as those for resolution 15(1)). Please refer to the following explanation on resolutions 15(1) and (2) and fill in your intended votes:  
(i) In relation to resolution number 15(1), for every share held by you, you will have the same number of voting rights which equals to the number of directors to be elected. For instance, if you are holding 1 million shares and 12 directors will be elected at the general meeting, the aggregate number of votes which you will have will be 12 million (i.e. 1 million shares x 12 = 12 million voting shares).  
(ii) Please fill in the sections entitled "For" and/or "Against" and/or "Abstain" with the number of votes you intend to cast on each candidate. Please note that you may cast your votes on every candidate provided that the total number of votes which you cast do not exceed the number of votes to which you are entitled; cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on certain candidates. For example, if you are holding 1 million shares, the number of your votes regarding the resolution 15(1) is 12 million. You may choose to cast the 12 million votes equally amongst the 12 candidates (For or Against), or to cast all your votes on a single candidate (For or Against).  
(iii) When the total votes, represented by the shares held by you multiplied by the number of directors to be elected, are used up after voting for some of the candidates, you will have no votes remaining to be cast on other candidates, i.e., the total number of both of your "For" and "Against" votes cast shall not exceed the aggregate number of votes to which you are entitled.  
(iv) Please note that when the total votes cast by you on some candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you for some candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding the resolution number 15(1) is 12 million: (a) if you fill in the "For" or "Against" or "Abstain" of "cumulative voting" under a particular candidate with "12 million shares", you have used up all the votes to which you are entitled, which results in you having no votes for the remaining 11 candidates. Should you fill in the blanks under the resolution number 15(1) with any number of shares (other than 0), all your votes on resolution 15(1) will be invalid; or (b) if you fill in the "For" (or "Against") or "Abstain" of "cumulative voting" under a candidate with "6 million shares", the 6 million of votes cast by you are valid and the remaining 6 million of votes will be regarded as abstain votes.  
(v) Where the "For" votes cast for a particular candidate are more than half of the total number of shares held by all shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have won the votes. If the number of candidates who have won the votes exceed the number of directors to be elected, the candidates who obtained more "For" votes should be elected (if some nominees who obtain relatively less "For" votes obtain the same number of "For" votes and election of them will result in the directors to be elected exceeding the number of directors to be elected, such nominees will not be regarded as having won the votes). Where the elected directors at the shareholders general meeting are less than directors to be elected, new rounds of voting are required to be held for election of the remaining directors until the number of directors to be elected are fulfilled.  
(vi) When a new round of director election is held pursuant to the (v) above, the calculation of cumulation should be based on the directors to be elected during the round of election in question.
- This form of proxy must be signed by you or your attorney duly authorised in writing. If the form of proxy is signed by your attorney duly authorised in writing, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the AGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- To be valid, this form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered with respect to holders of H Shares, to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). With respect to holders of A Shares, please refer to the notice of the AGM published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.