



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 Class Meeting of the H Shareholders
of the Company and any adjournment thereof**

No. of H Shares to which this Proxy relates¹	
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I/We^(note 2) _____
of _____
being the registered holder(s) of H Shares in WEICHAI POWER CO., LTD. (the "Company") HEREBY APPOINT the Chairman of the Meeting or ^(note 3) _____
of _____
as my/our proxy to attend and act for me/us at the class meeting of the holders of the H Shares ("H Shareholders") 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 11:00 a.m. on 29 June 2012 (and at any adjournment thereof) (the "H Shareholders' Class Meeting") 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 at the H Shareholders' Class Meeting. I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the H Shareholders' Class Meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)	ABSTAIN ^(note 4)
1. To consider and approve the payment of cash dividends and the bonus shares issue by way of the capitalisation of the Company's retained earnings as at 31 December 2011.			

Dated the _____ day of _____ 2012 Signature(s)^(note 5): _____

Notes:

- Please indicate clearly the number of H 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 in the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Where the proxy appointed is not the Chairman of the H Shareholders' Class Meeting, 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 H Shareholders' Class Meeting may appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting 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 discretion.
- 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 H Shareholders' Class Meeting 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 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) not less than 24 hours before the time appointed for the H Shareholders' Class Meeting.