



**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)**

**Proxy form for use at the Class Meeting of the A Shareholders of the Company  
and any adjournment thereof**

<b>No. of A Shares to which this Proxy relates<sup>1</sup></b>	
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I/We<sup>(note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of A Shares in WEICHAI POWER CO., LTD. (the “**Company**”) HEREBY APPOINT the Chairman of the Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the class meeting of the holders of A Shares (“**A 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 on 30 June 2015 immediately after the conclusion of the annual general meeting of the shareholders of the Company to be held on the same date (and at any adjournment thereof) (the “**A 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 A Shareholders’ Class Meeting. I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the A Shareholders’ Class Meeting as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>	ABSTAIN <sup>(note 4)</sup>
1. To consider and approve the payment of cash dividends out of the Company’s retained earnings as at 31 December 2014 and the bonus shares issue by way of the capitalisation of the Company’s surplus reserve and the consequential amendments to the articles of association of the Company.			

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature(s)<sup>(note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please indicate clearly the number of 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 A 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 A 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 A Shareholders’ Class Meeting may appoint one or more proxies to attend and vote at the A 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”, and your voting will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. 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 A 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 the Secretary to the Board of the Company (address: Weichai Power Co., Ltd., Securities Department, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China, Postal Code: 261061) not less than 24 hours before the time appointed for the A Shareholders’ Class Meeting.