



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

No. of Shares to which this Proxy relates¹	
Type of Shares (H Shares/A Shares) to which this Proxy relates¹	

I/We^(note 2) _____
of _____
being the registered holder(s) of H Shares / A Shares ^(note 3) in WEICHAI POWER CO., LTD. (the "Company"), HEREBY APPOINT the Chairman of the Meeting or ^(note 4) _____
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 2:30 p.m. on 7 June 2016 (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.

ORDINARY RESOLUTIONS		FOR^(note 5)	AGAINST^(note 5)	ABSTAIN^(note 5)
1.	To consider and approve the Annual Report of the Company for the year ended 31 December 2015.			
2.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2015.			
3.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2015.			
4.	To consider and receive the audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2015.			
5.	To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2015.			
6.	To consider and approve the 財務預算報告 (financial budget report) of the Company for the year ending 31 December 2016.			
7.	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) as the auditors of the Company for the year ending 31 December 2016 and to authorise the Directors to determine their remuneration.			
8.	To consider and approve the re-appointment of 山東和信會計師事務所(特殊普通合夥) (Shandong Hexin Accountants LLP) as the internal control auditors of the Company for the year ending 31 December 2016.			
9.	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 2016.			
10.	To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2015.			
11.	To consider and approve the amendments to the terms of reference of the Audit Committee as set out in the Circular.			
12.	To consider and approve the connected transaction between the Company and 山推工程機械股份有限公司 (Shantui Engineering Machinery Co. Ltd.).			
13.	To consider and approve the New Financial Services Agreement dated 30 March 2016 in respect of the provision of certain financial services to the Group by Shandong Finance and the relevant New Caps.			
SPECIAL RESOLUTION		FOR^(note 5)	AGAINST^(note 5)	ABSTAIN^(note 5)
14.	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 _____ 2016

Signature(s)^(note 6): _____

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", 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/her 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 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.