

**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)

**Second proxy form for use at the Extraordinary General Meeting and any adjournment thereof**

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

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 extraordinary general meeting of the Company to be held at the Company's conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People's Republic of China (the "PRC") at 2:30 pm on 30 August 2017 (and at any adjournment thereof) (the "EGM") 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 EGM. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Unless the context requires otherwise, terms defined in the announcement of the Company dated 14 July 2017 shall have the same meanings when used herein.

ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
1.	To consider and approve the issue of bonds ("Bonds Issue") in the principal amount of not exceeding 650,000,000 Euro (or its United States Dollars equivalent) by Weichai International Hong Kong Energy Group Co., Limited, a wholly-owned subsidiary of the Company.			
2.	To consider and approve the grant of the guarantee by the Company for the benefit of Weichai International Hong Kong Energy Group Co., Limited in respect of the Bonds Issue.			
3.	To consider and approve the supplemental agreement to the Weichai Westport Supply Agreement dated 14 July 2017 in respect of the supply of base engines, gas engine parts, utility and labour services, technology development services and related products and services by the Company (and its subsidiaries and/or associates) to Weichai Westport and the relevant new caps.			
4.	To consider and approve the supplemental agreement to the Weichai Westport Purchase Agreement dated 14 July 2017 in respect of the purchase of gas engines, gas engine parts, labour services and related products and services by the Company (and its subsidiaries and/or associates) from Weichai Westport and the relevant new caps.			
5.	To consider and approve the supplemental agreement to the Weichai Westport Logistics Agreement dated 14 July 2017 in respect of the provision of logistics and storage services by Weichai Logistics (and its associates) to Weichai Westport and the relevant new caps.			
6.	To consider and approve the supplemental agreement to the Weichai Westport Leasing Agreement dated 14 July 2017 in respect of the leasing of factory buildings by the Company to Weichai Westport and the relevant new caps.			
7.	To consider and approve the supplemental agreement to the Shaanxi Zhongqi Purchase Agreement dated 14 July 2017 in respect of the purchase of parts and components of vehicles, scrap steel and related products and labour services by Shaanxi Zhongqi (and its subsidiaries) from Shaanxi Automotive (and its associates) and the relevant new caps.			
8.	To consider and approve the election of Mr. Wu Hongwei as a Supervisor of the Company for a term from the date of the EGM to the conclusion of the annual general meeting of the Company for the year ending 31 December 2017 (both days inclusive).			
9.	To consider and approve the grant of the guarantee by the Company for the benefit of Weichai Power Hong Kong International Development Co., Limited in respect of a bank loan.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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. For the avoidance of doubt, at the EGM, you will only be entitled to cast votes in respect of the H Shares and/or A Shares registered in your name as at 31 July 2017. 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 EGM, 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 EGM may appoint one or more proxies to attend and vote at the EGM 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 votes 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 EGM 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 EGM published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.