



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 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 at 2:50 p.m. on 21 May 2021 (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.

SPECIAL RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
1.	To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the relevant laws and regulations.			
2.	To consider and approve the resolution on the proposal in relation to the spin-off and listing of Weichai Torch Technology Co., Ltd.* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange.			
3.	To consider and approve the resolution on the "Plan for the spin-off and listing of Weichai Torch Technology Co., Ltd., a subsidiary of Weichai Power Co., Ltd., on the ChiNext Board of the Shenzhen Stock Exchange" (《潍柴動力股份有限公司關於分拆所屬子公司潍柴火炬科技股份有限公司至創業板上市的預案》).			
4.	To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the "Certain Provisions on Pilot Domestic Listing of Spin-off Subsidiaries of Listed Companies" (《上市公司分拆所屬子公司境內上市試點若干規定》).			
5.	To consider and approve the resolution on the spin-off and listing of Weichai Torch Technology Co., Ltd.* (潍柴火炬科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange which benefits to safeguard the legal rights and interests of the shareholders and creditors of the Company.			
6.	To consider and approve the resolution on the ability of the Company to maintain its independence and sustainable operation ability.			
7.	To consider and approve the resolution on the capacity of Weichai Torch Technology Co., Ltd.* (潍柴火炬科技股份有限公司), a subsidiary of the Company, to operate in accordance with the corresponding regulations.			

SPECIAL RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
8.	To consider and approve the resolution on the explanation regarding the completeness and compliance of the statutory procedures performed for the spin-off and the validity of the legal documents to be submitted in relation thereto.			
9.	To consider and approve the resolution on the analysis in relation to the objectives, commercial reasonableness, necessity and feasibility of the spin-off.			
10.	To consider and approve the resolution on the authorisation to the board of the Company and its authorised persons to deal with the matters relating to the spin-off.			
11.	To consider and approve the amendments to the Articles of Association of the Company as set out in the circular dated 30 April 2021.			
ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
12.	To consider and approve the continuing connected transaction between the Company and its subsidiaries and 山推工程機械股份有限公司 (Shantui Construction Machinery Co., Ltd.).			
13.	To consider and approve the CNHTC Purchase Agreement dated 25 February 2021 in respect of the purchase of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) from CNHTC (and its associates) and the relevant new cap.			
14.	To consider and approve the CNHTC Supply Agreement dated 25 February 2021 in respect of the sale of vehicles, vehicle parts and components and related products, engines, engine parts and components and related products, and relevant services by the Company (and its subsidiaries) to CNHTC (and its associates) and the relevant new cap.			

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2021

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 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 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 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, 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 Share, 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.

\* For identification purpose only