



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 ^(note 1)	
Type of Shares (H Shares/A Shares) to which this Proxy relates ^(note 1)	

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 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 29 December 2022 (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 ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
1.	To consider and approve the resolution on the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), 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 Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange.			
3.	To consider and approve the resolution on the "Action Plan for the Spin-off and Listing of Weichai Lovol Intelligent Agricultural 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雷沃智慧農業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 Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange in compliance with the "Rules for the Spin-off of Listed Companies (For Trial Implementation)" (《上市公司分拆規則(試行)》).			
5.	To consider and approve the resolution on the spin-off and listing of Weichai Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司), a subsidiary of the Company, on the ChiNext Board of the Shenzhen Stock Exchange which is conducive to safeguarding 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 Lovol Intelligent Agricultural Technology Co., Ltd.* (潍柴雷沃智慧農業科技股份有限公司) to operate in accordance with the corresponding regulations.			
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.			

ORDINARY RESOLUTIONS		FOR <i>(note 5)</i>	AGAINST <i>(note 5)</i>	ABSTAIN <i>(note 5)</i>
11.	To consider and approve the New Weichai Holdings General Services Agreement dated 30 August 2022 referred to in the section headed “IV. PRC Continuing Connected Transactions” in the announcement of the Company dated 30 August 2022 and the relevant new caps.			
12.	To consider and approve the New Weichai Holdings Purchase Agreement dated 30 August 2022 referred to in the section headed “II.A. Weichai Continuing Connected Transactions – Purchase of vehicles, parts and components of vehicles and related products, excavators, loaders, raw materials including gas and scrap metals etc., diesel engines and related products and processing services by the Company (and its subsidiaries) from Weichai Holdings (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement).			
13.	To consider and approve the New Shaanxi Automotive Sales Agreement dated 30 August 2022 referred to in the section headed “II.B. Shaanxi Automotive Continuing Connected Transactions – 1. Sale of vehicles, parts and components of vehicles, raw materials and related products and provision of the relevant services by the Company (and its subsidiaries) to Shaanxi Automotive (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement).			
14.	To consider and approve the New Shaanxi Automotive Purchase Agreement dated 30 August 2022 referred to in the section headed “II.B. Shaanxi Automotive Continuing Connected Transactions – 2. Purchase of parts and components of vehicles, scrap steel and related products and labour services by the Company (and its subsidiaries) from Shaanxi Automotive (and its associates)” in the announcement of the Company dated 30 August 2022 and the relevant New Caps (as defined in the said announcement).			
15.	To consider and approve the Weichai Freshen Air Purchase Agreement dated 23 November 2022 referred to in the section headed “II. The Non-Exempt Continuing Connected Transaction” in the “Letter From the Board” contained in the Circular and the relevant New Caps (as defined in the Circular).			

Dated the _____ day of _____ 2022

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 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.