



**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 14 September 2018 (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 13 July 2018 and the supplementary notice of EGM dated 24 August 2018 shall have the same meanings when used herein.

SPECIAL RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
1.	To consider and approve (by item) the resolution regarding the proposal for the specific approval to be granted to the board of directors of the Company to repurchase the Company's A shares within the maximum amount of RMB500 million.			
	(i) Method of the share repurchase.			
	(ii) Price range of the share repurchase.			
	(iii) Type, quantity and proportion to the total share capital.			
	(iv) The total proceeds of the share repurchase and the source of funding.			
	(v) The period of share repurchase.			
	(vi) The validity period of the resolution.			
2.	To authorize the board of directors of the Company to handle matters in relation to and associated with the resolution of the repurchase of the Company's A shares.			
ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
3.	To consider and approve the supplemental agreement to the Weichai Sale and Processing Services Agreement dated 13 July 2018 in respect of the sale of diesel engines, diesel engine parts and components, materials, semi-finished products, hydraulic products and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) and the relevant new caps.			
4.	To consider and approve the supplemental agreement to the Weichai Holdings Utilities Services Agreement and Chongqing Weichai Utilities Services Agreement dated 13 July 2018 in respect of the supply and/or connection of utilities by Weichai Holdings (and its associates) to the Company (and its subsidiaries) and the relevant new caps.			
5.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Purchase and Processing Services Agreement dated 13 July 2018 in respect of the purchase of diesel engine parts and components, materials, steel and scrap metal etc., diesel engines and related products and the processing and labour services by the Company (and its subsidiaries) from Weichai Heavy Machinery (and its subsidiaries) and the relevant new caps.			

ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>	ABSTAIN <sup>(note 5)</sup>
6.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Sale Agreement dated 13 July 2018 in respect of the sale of diesel engines and related products by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiary) and the relevant new caps.			
7.	To consider and approve the supplemental agreement to the Weichai Heavy Machinery Supply Agreement dated 13 July 2018 in respect of the supply of semi-finished diesel engine parts, diesel engine parts and components, reserve parts and related products and provision of labour services by the Company (and its subsidiaries) to Weichai Heavy Machinery (and its subsidiaries) and the relevant new caps.			
8.	To consider and approve the supplemental agreement to the Fast Transmission Sale Agreement dated 13 July 2018 in respect of the sale of parts and components of transmissions and related products by SFGC to Fast Transmission and the relevant new caps.			
9.	To consider and approve the supplemental agreement to the Fast Transmission Purchase Agreement dated 13 July 2018 in respect of the purchase of parts and components of transmissions and related products and labour services by SFGC from Fast Transmission and the relevant new caps.			
10.	To consider and approve Baudouin's engagement in the trading of the relevant financial derivative products.			
11.	To consider and approve KION's engagement in the trading of the relevant financial derivative products.			
12.	To consider and approve Shaanxi Zhongqi's engagement in the subscription of the relevant structured deposit products.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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 15 August 2018. 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.