



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 Extraordinary General Meeting and any adjournment thereof

No. of Shares to which this form of proxy relates <sup>(note 1)</sup>	
Type of Shares (Domestic Shares or Foreign Shares or H Shares) to which this form of proxy relates <sup>(note 1)</sup>	

I/W<sup>(note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of Domestic Shares/Foreign Shares/H 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 26 Minsheng East Street, Weifang, Shandong Province, the People's Republic of China (the "PRC") at 10:00 a.m. on Wednesday, 15 December, 2004 (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 business to be considered in the EGM. I/W<sup>(note 2)</sup> 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.

ORDINARY RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	To consider and approve a new cap for provision of general services by Weichai Factory to the Company in the amount of RMB18 million for the year ending 31 December, 2006.		
2.	To consider and approve a new cap for the supply and/or connection of utilities by Weichai Factory to the Company in the amount of RMB170 million for the year ending 31 December, 2006.		
3.	To consider and approve new caps for the supply of WD615 Engines by the Company to Weichai Factory in the amount of RMB90 million, RMB 115 million and RMB115 million for each of the 3 years ending 31 December, 2006, respectively.		
4.	To consider and approve new caps for the supply of finished diesel engine parts by Weichai Factory to the Company in the amount of RMB115 million and RMB180 million for each of the 2 years ending 31 December, 2006, respectively.		
5.	To consider and approve new caps for the supply of semi-finished diesel engine parts by the Company to Weichai Factory in the amounts of RMB175 million, RMB200 million and RMB200 million for each of the 3 years ending 31 December, 2006, respectively.		
6.	To consider and approve new caps for the provision of sales and warranty period repair services by the Company to Weichai Factory in the amount of RMB16 million, RMB16 million and RMB16 million for each of the 3 years ending 31 December, 2006 respectively.		
7.	To consider and approve a new cap for the provision of general service by Chongqing Weichai to the Company in the amount of RMB16 million for the year ending 31 December, 2006.		
8.	To consider and approve a new cap for the supply and/or connection of utilities by Chongqing Weichai to the Company in the amount of RMB90 million for the year ending 31 December, 2006.		
9.	To consider and approve a new cap for the provision of processing services by Chongqing Weichai to the Company in the amount of RMB164 million for the year ending 31 December, 2006.		
10.	To consider and approve new caps for the supply of diesel engines and finished diesel engine parts by the Company to CHDTGL and/or its associates in the amounts of RMB1,800 million, RMB2,600 million and RMB4,100 million for each of the 3 years ending 31 December, 2006.		
11.	To consider and approve new caps for the supply of finished and semi-finished diesel engine parts by CHDTGL and/or its associates to the Company in the amounts of RMB110 million and RMB165 million for each of the 2 years ending 31 December, 2006, respectively.		
12.	To consider and approve a new cap for the supply of WD615 Engines and related parts by the Company to Weichai Gas in the amount of RMB140 million for the year ending 31 December, 2006.		
13.	To consider and approve new caps for the supply of WD615 Engines and parts by the Company to Guangxi Liugong Machinery in the amounts of RMB400 million, RMB600 million and RMB710 million for each of the 3 years ending 31 December, 2006, respectively.		
14.	To consider and approve new caps for the supply of diesel engines and parts by the company to Fujian Longgong in the amounts of RMB105 million, RMB155 million and RMB185 million for each of the 3 years ending 31 December, 2006, respectively.		
15.	To consider and approve new Caps for the supply of diesel engines and parts by the Company to Shanghai Longgong in the amounts of RMB315 million, RMB470 million and RMB555 million for each of the 3 years ending 31 December, 2006, respectively.		
16.	To consider and approve the appointment of Mr. Fang Zhong Chang (房忠昌先生) as an independent non-executive director of the Company.		
17.	To consider and authorize the board of directors of the Company to take all actions, steps and execute all documents or deeds to give full effect to the resolutions contained in the circular to the shareholder of the Company; or to implement all agreements entered into by the Company in relation to the aforesaid resolutions, and to ratify, confirm and approve all such agreements.		
SPECIAL RESOLUTIONS			
18.	To consider and approve the change of the registered address of the Company; and to authorize the Board of Directors of the Company to amend the Articles of Association (the "Articles") of the Company accordingly and to attend to (i) the relevant business registration procedures for effecting the aforesaid change and (ii) other matters relevant to the aforesaid change as permitted under the laws, regulations and the Articles of the Company; and to ratify and confirm the Articles of the Company as amended and approved by 中國國務院國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the State Council), as referred to in the announcement of the Company dated 25 October, 2004.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2004 Signature(s)<sup>(note 6)</sup> \_\_\_\_\_

Notes:

- Please indicate clearly the number of Domestic Shares or Foreign Shares or H 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 Domestic Shares or Foreign Shares or H Shares (as the case may be) 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". Failure to tick any box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing. If the form of proxy is signed by your attorney duly authorized in writing, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. 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 authorized by that corporate shareholder as required by the Articles of Association of the Company.
- To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) must be delivered (i) with respect to holders of H Shares, to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong); and (ii) with respect to holders of Domestic Shares or Foreign Shares (excluding H Shares), the Secretary to the Board of the Company (address: Weichai Power Co., Ltd., Securities Department, 26 Minsheng East Street, Weifang, Shandong Province, the People's Republic of China, Postal Code: 261001), not less than 24 hours before the time appointed for the EGM.