



**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 Annual General Meeting and any adjournment thereof**

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

I/We<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 Annual 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 27th May, 2005 (and at any adjournment thereof) (the “AGM”) 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 AGM. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b> <sup>(note 5)</sup>	<b>AGAINST</b> <sup>(note 5)</sup>
1.	To consider and approve the Report of the Board of Directors of the Company for the year ended 31st December, 2004.		
2.	To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31st December, 2004.		
3.	To consider and receive the audited financial statements of the Company and the Auditors’ Report for the year ended 31st December, 2004.		
4.	To consider and approve the re-appointment of 山東正源和信有限責任會計師事務所 (Shangdong Zheng Yuan Hexin Accountants Limited) as the PRC auditors of the Company and to authorize the Directors to determine their remuneration.		
5.	To consider and approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the non-PRC auditors of the Company and to authorize the Directors to determine their remuneration.		
6.	To consider and approve the profit distribution of the Company for the year ended 31st December, 2004 (including the payment of final dividend).		
7.	To consider and approve the re-appointment of 張小虞 (Zhang Xiaoyu) as an independent non-executive Director of the Company with effect as from the close of the AGM up to the earlier of (i) the conclusion of the next annual general meeting of the Company (“Next AGM”); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 張小虞 (Zhang Xiaoyu) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.		

ORDINARY RESOLUTIONS		FOR (note 5)	AGAINST (note 5)
8.	To consider and approve the re-appointment of 顧福身 (Koo Fook Sun, Louis) as an independent non-executive Director of the Company with effect as from the close of the AGM up to the earlier of (i) the conclusion of the next annual general meeting of the Company (“Next AGM”); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 顧福身 (Koo Fook Sun, Louis) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.		
9.	To consider and approve the re-appointment of 房忠昌 (Fang Zhong Chang) as an independent non-executive Director of the Company with effect as from the close of the AGM up to the earlier of (i) the conclusion of the next annual general meeting of the Company (“Next AGM”); and (ii) the conclusion of the extraordinary general meeting (if any) of the Company convened prior to the Next AGM and at which 房忠昌 (Fang Zhong Chang) is re-appointed as an independent non-executive Director of the Company for a term beyond the conclusion of the Next AGM, and determine his remuneration.		
10.	To consider and approve the granting of a mandate to the Board of Directors for payment of interim dividend (if any) to the shareholders of the Company for the year ending 31st December, 2005.		
SPECIAL RESOLUTIONS			
11.	As special business and as a standing resolution to pass the following resolution as a special resolution:  “THAT any proposal to appoint any person to the office of Director shall be given in writing and, notice in writing by that person of his consent to be elected as Director shall be, lodged at the registered office of the Company; and the period for lodgement of such notices shall commence on (and include) the day after the date of despatch of the notice convening the relevant general meeting of the Company appointed to consider such proposal and end on (and exclude) the date that is seven (7) days before the date of the said general meeting.”		
12.	To consider and approve the granting of a general mandate to the Board of Directors to issue new shares.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2005                      Signature(s)<sup>(note 6)</sup> \_\_\_\_\_

*Notes:*

- Please indicate clearly the number of Domestic Shares and/or Foreign Shares and/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 and/or Foreign Shares and/or H 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 AGM, 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 AGM may appoint one or more proxies to attend and vote at the AGM 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 AGM 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 and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 46/F., 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, 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China, Postal Code: 261061), not less than 24 hours before the time appointed for the AGM.