



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)

Proxy form for use at the Extraordinary General Meeting and any adjournment thereof

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

I/We^(note 2) _____
of _____ being the registered
holder(s) of Domestic Shares/Foreign Shares/H 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 26 Minsheng East Street, Weifang, Shandong Province, the People's Republic of
China (the “PRC”) at 10:00 a.m. on 5th December, 2005 (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.

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)
1.	To consider and approve the WF General Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Weichai Factory for the provision of certain general services by Weichai Factory to the Company.		
2.	To consider and approve the WF Utility Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Weichai Factory for the provision of or the provision of connection of certain utility and energy services by Weichai Factory to the Company.		
3.	To consider and approve the CW General Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of certain general services by Chongqing Weichai to the Company.		
4.	To consider and approve the CW Utility Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of or the provision of connection of certain utility and energy services by Chongqing Weichai to the Company.		
5.	To consider and approve the Processing Services Supplemental Agreement relating to the variation of the basis of calculating the service charge payable by the Company to Chongqing Weichai for the provision of processing services by Chongqing Weichai to Chongqing Branch.		

ORDINARY RESOLUTIONS		FOR (note 5)	AGAINST (note 5)
6.	To consider and approve the COPN Supply Agreement and the relevant Transaction Caps as set out in the paragraph headed “Aggregate Annual Value” in the section headed “Letter from the Board” of the circular of the Company dated 20th October, 2005 relating to the supply of oil pumps by COPN to the Company.		
7.	To consider and approve the WD Sales and Warranty Agreement and the relevant Transaction Caps as set out in the paragraph headed “Aggregate Annual Value” in the section headed “Letter from the Board” of the circular of the Company dated 20th October, 2005 relating to the provision of sales and warranty period repair and maintenance services by the Company to Weichai Deutz’s customers.		
8.	To consider and approve the Hangqi Purchases Agreement and the relevant Transaction Caps as set out in the paragraph headed “Aggregate Annual Value” in the section headed “Letter from the Board” of the circular of the Company dated 20th October, 2005 relating to the supply of oil pumps by the Company to Hangqi.		
9.	To consider and approve the Hangqi Supply Agreement and the relevant Transaction Caps as set out in the paragraph headed “Aggregate Annual Value” in the section headed “Letter from the Board” of the circular of the Company dated 20th October, 2005 relating to the purchases of diesel engines by the Company from Hangqi.		
10.	To consider and approve the re-appointment of Mr. Tan Xuguang as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
11.	To consider and approve the re-appointment of Mr. Xu Xinyu as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
12.	To consider and approve the re-appointment of Mr. Sun Shaojun as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
13.	To consider and approve the re-appointment of Mr. Zhang Quan as an executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
14.	To consider and approve the re-appointment of Mr. Yeung Sai Hong as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
15.	To consider and approve the re-appointment of Mr. Chen Xuejian as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
16.	To consider and approve the re-appointment of Mr. Yao Yu as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
17.	To consider and approve the re-appointment of Mr. Li San Yim as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
18.	To consider and approve the re-appointment of Mr. Tong Jingen as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
19.	To consider and approve the re-appointment of Ms. Zhang Fusheng as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
20.	To consider and approve the re-appointment of Mr. Julius G. Kiss as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
21.	To consider and approve the appointment of Ms. Han Xiaoqun as a non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
22.	To consider and approve the re-appointment of Mr. Zhang Xiaoyu as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.		

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)
23.	To consider and approve the re-appointment of Mr. Koo Fook Sun, Louis as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.		
24.	To consider and approve the re-appointment of Mr. Fang Zhong Chang as an independent non-executive director of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive) and the expiration of the Existing INED Term on 18th December, 2005.		
25.	To consider and approve the re-appointment of Mr. Sun Chengping as a supervisor of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
26.	To consider and approve the re-appointment of Ms. Jiang Jianfang as a supervisor of the Company for a term of 3 years as from 18th December, 2005 to 17th December, 2008 (both days inclusive).		
27.	To consider and authorize the remuneration committee of the Company to fix the basic salary for an amount not exceeding RMB600,000 per annum for each of the Directors and the Supervisors.		

Dated the _____ day of _____ 2005 Signature(s)^(note 6) _____

Notes:

1. 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).
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
3. Please delete as appropriate.
4. 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.
5. 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.
6. 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.
7. 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, 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.