



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 Weichai Power Domestic and Foreign Shareholders' EGM (as defined below) for the holders of Domestic Shares and Foreign Shares and any adjournment thereof

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

I/We^(note 2) _____
of _____

being the registered holder(s) of Domestic Shares and/or Foreign Shares in WEICHAI POWER CO., LTD. (the **"Company"**), HEREBY APPOINT the Chairman of the Meeting or^(note 3) _____

of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the holders of Domestic Shares and Foreign Shares 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 12:00 noon on 29 December 2006 (or, if later, as soon as practicable after the conclusion of the Weichai Power H Shareholders' EGM) (and at any adjournment thereof) (the **"Weichai Power Domestic and Foreign Shareholders' 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 Weichai Power Domestic and Foreign Shareholders' EGM. I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the Weichai Power Domestic and Foreign Shareholders' 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 circular to the shareholders of the Company dated 12 November 2006 of which the notice convening the Weichai Power Domestic and Foreign Shareholders' EGM forms part (the **"Circular"**) shall have the same meanings when used herein.

SPECIAL RESOLUTION	FOR ^(note 4)	AGAINST <i>(notes 4 and 5)</i>
To consider and approve the proposed Merger of the Company and TAGC and the issue by the Company of new Weichai A Shares to the shareholders of TAGC (other than InvestCo) at the Exchange Ratio and the Merger Agreement dated 12 November 2006 entered into between the Company and TAGC in respect of the Merger Proposal; and to authorize the Directors of the Company to do all such actions which are appropriate to implement and complete the Merger Proposal, the Merger Agreement and the listing of the Weichai A Shares on the Shenzhen Stock Exchange.		

Dated the _____ day of _____ 200____ Signature(s)^(note 6) _____

Notes:

- Please indicate clearly the number of Shares and whether they are Domestic Shares and/or Foreign 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 in the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Where the proxy appointed is not the Chairman of the Weichai Power Domestic and Foreign Shareholders' 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 Weichai Power Domestic and Foreign Shareholders' EGM may appoint one or more proxies to attend and vote at the Weichai Power Domestic and Foreign Shareholders' 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 Weichai Power Domestic and Foreign Shareholders' 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 to the Secretary to the Board of the Company at 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 Weichai Power Domestic and Foreign Shareholders' EGM.