



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 Shareholders' EGM (as defined below)
and any adjournment thereof**

| | |
|--|--|
| No. of Shares to which this Proxy relates ^(note 1) | |
| Type of Shares (Domestic Shares and/or Foreign Shares and/or H Shares) to which this Proxy relates ^(note 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 29 December 2006 (and at any adjournment thereof) (the "Weichai Power 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 Shareholders' EGM. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Weichai Power 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 Shareholders' EGM forms part (the "Circular") shall have the same meanings when used herein.

| ORDINARY RESOLUTIONS | | | | | | |
|-------------------------|---|--|-------------------------|------------------------------|--|--|
| 1. | To consider and approve, as separate ordinary resolutions, the following Weichai Power Continuing Connected Transactions and their respective New Caps: | | | | | |
| (a) | the supplemental agreement to the general services agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.1. Provision of general services by Weichai Factory to Weichai Power" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the provision of general services by Weichai Factory to Weichai Power in the amount of RMB7 million, RMB7.5 million and RMB8 million for the three years ending 31 December 2009, respectively | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
| FOR ^(note 5) | AGAINST ^(notes 5) | | | | | |
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| (b) | the supplemental agreement to the utility services agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.2. Supply and/or connection of utilities by Weichai Factory to Weichai Power" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the supply and/or connection of utilities by Weichai Factory to Weichai Power in the amount of RMB110 million, RMB125 million and RMB140 million for the three years ending 31 December 2009, respectively | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
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| (c) | the supplemental agreement to the framework agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.3. Supply of WD615 Engines by Weichai Power to Weichai Factory" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the supply of WD615 Engines by Weichai Power to Weichai Factory in the amount of RMB26 million, RMB29 million and RMB34 million for the three years ending 31 December 2009, respectively. | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
| FOR ^(note 5) | AGAINST ^(notes 5) | | | | | |
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| (d) | the supplemental agreement to the finished diesel engine parts supply agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.4. Supply of finished diesel engine parts by Weichai Factory to Weichai Power" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the supply of finished diesel engine parts by Weichai Factory to Weichai Power in the amount of RMB136 million, RMB160 million and RMB185 million for the three years ending 31 December 2009, respectively. | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
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| (e) | the supplemental agreement to the semi-finished diesel engine parts supply agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.5. Supply of semi-finished diesel engine parts by Weichai Power to Weichai Factory" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the supply of semi-finished diesel engine parts by Weichai Power to Weichai Factory in the amount of RMB220 million, RMB250 million and RMB290 million for the three years ending 31 December 2009, respectively. | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
| FOR ^(note 5) | AGAINST ^(notes 5) | | | | | |
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| (f) | the supplemental agreement to the master sales and warranty period repair services agreement dated 12 November 2006 and the New Caps referred to in the section headed "1. Weichai Power Continuing Connected Transactions — I.6. Provision of sales and warranty period repair services by Weichai Power to Weichai Factory" in the section headed "II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal" in the "Letter from the Board" contained in the Circular relating to the provision of sales and warranty repair services by Weichai Power to Weichai Factory in the amount of RMB11.5 million, RMB13 million and RMB15 million for the three years ending 31 December 2009, respectively. | <table><tr><td>FOR^(note 5)</td><td>AGAINST^(notes 5)</td></tr><tr><td></td><td></td></tr></table> | FOR ^(note 5) | AGAINST ^(notes 5) | | |
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| ORDINARY RESOLUTIONS | | | |
|----------------------|--|-------------------------|------------------------------|
| (g) | the supplemental agreement to the general services agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — II.1. Provision of general services by Chongqing Weichai to Weichai Power” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the provision of general services by Chongqing Weichai to Weichai Power in the amount of RMB8.5 million, RMB9.5 million and RMB10.5 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| (h) | the supplemental agreement to the utility services agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — II.2. Supply and/or connection of utilities by Chongqing Weichai to Weichai Power” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the supply and/or connection of utilities by Chongqing Weichai to Weichai Power in the amount of RMB16 million, RMB17 million and RMB18 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| (i) | the supplemental agreement to the processing agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — II.3. Provision of processing services by Chongqing Weichai to Weichai Power” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the provision of processing services by Chongqing Weichai to Weichai Power in the amount of RMB70 million, RMB80 million and RMB90 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| (j) | the supplemental agreement to the framework agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — III. Continuing connected transactions between Weichai Power and Guangxi Liugong Machinery” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the supply of WD615 Engines and parts by Weichai Power to Guangxi Liugong Machinery in the amount of RMB500 million, RMB520 million and RMB610 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| (k) | the supplemental agreement to the framework agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — IV. Continuing connected transactions between Weichai Power and Fujian Longgong” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the supply of diesel engines and parts by Weichai Power to Fujian Longgong in the amount of RMB135 million, RMB150 million and RMB165 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| (l) | the supplemental agreement to the framework agreement dated 12 November 2006 and the New Caps referred to in the section headed “1. Weichai Power Continuing Connected Transactions — V. Continuing connected transactions between Weichai Power to Shanghai Longgong” in the section headed “II. Continuing Connected Transactions of the Enlarged Group after the Merger Proposal” in the “Letter from the Board” contained in the Circular relating to the supply of diesel engines and parts by Weichai Power to Shanghai Longgong in the amount of RMB500 million, RMB520 million and RMB570 million for the three years ending 31 December 2009, respectively. | FOR ^(note 5) | AGAINST ^(notes 5) |
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| SPECIAL RESOLUTIONS | | | |
|---------------------|--|-------------------------|------------------------------------|
| 2. | 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. | FOR ^(note 5) | AGAINST ^(notes 5 and 6) |
| | | | |
| 3. | To consider and approve the amendments to the Weichai Power Articles in the manner set out in appendix VI to the Circular. | FOR ^(note 5) | AGAINST ^(notes 5) |
| | | | |

Dated the _____ day of _____, 200__

Signature(s) ^(note 7) _____

Notes:

1. Please indicate clearly the number of Shares and whether they are 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 Weichai Power 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 Shareholders’ EGM may appoint one or more proxies to attend and vote at the Weichai Power 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.
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. **Important: if you wish to vote against Special Resolution No. 2 and make the Dissenting Weichai Power Shareholder Request (as defined in the Circular), please see the section headed “9. Dissenting Weichai Power Shareholders” in appendix VII to the Circular for details.**
7. 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 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.
8. 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 Weichai Power Shareholders’ EGM.