



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 in relation to the appointment of directors

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 resolution 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 (the "Circular") shall have the same meanings when used herein.

ORDINARY RESOLUTION			FOR
4.	(a)	To consider and approve the appointment of Mr. Gu Linsheng (顧林生先生) as an independent non-executive director of the Company for a term as from the date of completion of the Merger Proposal (if completed) until 17 December 2008 (both dates inclusive).	No. of votes ^(note 5) _____
	(b)	To consider and approve the appointment of Mr. Li Shihao (李世豪先生) as an independent non-executive director of the Company for a term as from the date of completion of the Merger Proposal (if completed) until 17 December 2008 (both dates inclusive).	No. of votes ^(note 5) _____
	(c)	To consider and approve the appointment of Mr. Liu Zheng (劉征先生) as an independent non-executive director of the Company for a term as from the date of completion of the Merger Proposal (if completed) until 17 December 2008 (both dates inclusive).	No. of votes ^(note 5) _____

Dated the _____ day of _____ 2006 Signature(s)^(note 6) _____

Notes:

- 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).
- 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 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.
- Important: if you wish to vote for the appointment of any nominee director, please indicate clearly the number of votes you wish to cast for such nominee director. According to article 95 of the Articles of Associations of the Company, the cumulative voting system is adopted in the election of two or more directors. Therefore, the total number of votes you have shall be equivalent to the product of the number of Shares you hold and the total number of the directors to be elected on to the Board (i.e. in this case, three (3)). You are entitled to cast all your votes towards one single nominee director or distribute your votes among the nominee directors at your discretion. If you do not wish to vote for a nominee director, please enter "0" in the relevant box. Failure to enter the number of votes in any box, to the extent that there are unexercised vote(s), will entitle your proxy to cast such unexercised vote(s) 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 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 (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.