



**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 <sup>1</sup>	
Type of Shares (H Shares/A Shares) to which this Proxy relates <sup>1</sup>	

I/We<sup>(note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of H Shares/A 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 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 22nd August, 2007 (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 RESOLUTION		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	(a) "THAT the Qingdao Hongben Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 1. Qingdao Hongben Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved.";		
	(b) "THAT the Hangzhou Hongyuan Machinery Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 2. Hangzhou Hongyuan Machinery Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved.";		
	(c) "THAT the Hangzhou Hongyuan Sports Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 3. Hangzhou Hongyuan Sports Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved.";		
	(d) "THAT the Kunshan Hongyuan Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 4. Kunshan Hongyuan Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved.";		
	(e) "THAT the Tianjin Hongben Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 5. Tianjin Hongben Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved.";		
	(f) "THAT the Tianjin Hongning Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part) referred to in the section headed "I. MAT Companies Share Transfer Agreements — 6. Tianjin Hongning Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved."; and		
	(g) "THAT the Tangshan Hongben Share Transfer Agreements (as defined in the circular (the "Circular") of the Company of which this notice forms part, referred to in the section headed "I. MAT Companies Share Transfer Agreements — 7. Tangshan Hongben Share Transfer Agreements" in the "Letter from the Board" contained in the Circular be and are hereby approved."		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature(s)<sup>(note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please indicate clearly the number of H Shares and/or A 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 H Shares and/or A 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 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 remain important 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 authorised in writing. If the form of proxy is signed by your attorney duly authorised in writing, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. 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 authorised by that corporate shareholder as required by the Articles of Association of the Company.
- To be valid, this form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (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 A 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 EGM.