



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
of the Shareholders of the Company (and any adjournment thereof)**

No. of Shares to which this Proxy relates¹	
Type of Shares (H Shares/A Shares) to which this Proxy relates¹	

I/We^(note 2) _____

of _____

being the registered holder(s) of H Shares/A 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 11 February 2009 (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 at 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)	ABSTAIN^(note 5)
1.	To consider and approve the supplemental agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) - (a) Provision of general services and labour services by Weichai Holdings (and its associates) (as the case may be) to the Company" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
2.	To consider and approve the supplemental agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) - (b) Supply and/or connection of utilities by Weichai Holdings (and its associates) (as the case may be) to the Company" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
3.	To consider and approve the Weichai Purchase and Processing Services Agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (c) Purchase of diesel engine parts and components, gas and scrap metals, etc., materials and related products and processing services by the Company from Weichai Holdings (and its associates) (as the case may be)" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
4.	To consider and approve the Weichai Sale and Processing Services Agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 1. Continuing connected transactions between Weichai Holdings (and its associates) and the Company (and its subsidiaries) — (d) Sale of diesel engines, diesel engine parts and components, materials and related products and provision of processing services by the Company (and its subsidiaries) to Weichai Holdings (and its associates) (as the case may be)" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
5.	To consider and approve the supplemental agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 2. Continuing connected transactions between Fujian Longgong and Shanghai Longgong (and their respective associates) and the Company — Sale of diesel engines and diesel engine parts by the Company to Fujian Longgong and Shanghai Longgong (and their respective associates)" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
6.	To consider and approve the supplemental agreement to the framework agreement dated 21 October 2003 referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 3. Continuing connected transactions between Guangxi Liugong Machinery and the Company — Sale of diesel engines and diesel engine parts by the Company to Guangxi Liugong Machinery" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
7.	To consider and approve the supplemental agreement to the master sales agreement dated 21 October 2003 referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (a) Sale of semi-finished diesel engine parts and related products by the Company to Weichai Deutz" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
8.	To consider and approve the diesel engine parts and components and related products purchase agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (b) Purchase of diesel engine parts and components and related products by Weichai Resources from Weichai Deutz" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
9.	To consider and approve the diesel engines purchase agreement referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 4. Continuing connected transactions between Weichai Deutz and the Company — (c) Purchase of diesel engines and related products by the Company from Weichai Deutz" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
10.	To consider and approve the supplemental agreement to the framework agreement dated 17 November 2003 referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (a) Sale of diesel engines and related products by the Company to Shandong Juli" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
11.	To consider and approve the Juli Purchase and Processing Services Agreement (as defined in the Circular) referred to in the section headed "II. Continuing connected transactions — A. Weichai Continuing Connected Transactions — 5. Continuing connected transactions between Shandong Juli and the Company — (b) Purchase of diesel engine parts and components, materials, steel and scrap metal, etc. and related products and processing services by the Company and Weichai Resources (as the case may be) from Shandong Juli" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
12.	To consider and approve the supplemental agreement to the parts and components sale agreement dated 1 August 2007 referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 1. Continuing connected transactions between SFGC and Fast Transmission — (a) Sale of parts and components of transmissions and related products by SFGC to Fast Transmission" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
13.	To consider and approve the supplemental agreement to the parts and components and related products purchase agreement dated 1 August 2007 referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 1. Continuing connected transactions between SFGC and Fast Transmission — (b) Purchase of parts and components of transmissions and related products by SFGC from Fast Transmission" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
14.	To consider and approve the supplemental agreement to vehicles, parts and components and raw materials sale and heat processing agreement referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (a) Sale of vehicles, parts and components of vehicles and related products and provision of heat processing services by Shaanxi Zhongqi, Hande Axle, Jingding and Tiangua (as the case may be) to Shaanxi Automotive and its associates (as the case may be)" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
15.	To consider and approve the supplemental agreement to the parts and components and scrap steel purchase agreement dated 1 August 2007 referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 2. Continuing connected transactions between Shaanxi Zhongqi (and its subsidiaries) and Shaanxi Automotive (and its associates) — (b) Purchase of parts and components of vehicles, scrap steel and related products by Shaanxi Zhongqi, Hande Axle, Jingding, Shaanxi Import and Tiangua (as the case may be) from Shaanxi Automotive's associates" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
16.	To consider and approve the supplemental agreement to off-road vehicles sale agreement dated 1 August 2007 referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case may be) — (a) Sale of off-road vehicles by DFOVCL to Dong Feng Automotive" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
17.	To consider and approve the supplemental agreement to parts and components purchase agreement referred to in the section headed "II. Continuing connected transactions — B. TAGC Continuing Connected Transactions — 3. Continuing connected transactions between DFOVCL and Dong Feng Automotive (and its associates) (as the case may be) — (b) Purchase of parts and components of off-road vehicles and related products by DFOVCL from Dong Feng Automotive (and its associates) (as the case may be) and provision of technical support services by Dong Feng Automotive to DFOVCL" in the "Letter from the Board" contained in the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as defined in the Circular) be and are hereby approved.			
SPECIAL RESOLUTION		FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
18.	To consider and approve the granting of a general mandate to the Board of Directors to issue debenture in the PRC.			

Dated the _____ day of _____, 2008/2009^(note 3)

Signature(s)^(note 6): _____

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 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". If you wish to abstain from voting in respect of any resolution, tick in the box marked "Abstain". 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: Rooms 1806-1807, 18/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.