

## 維柴動力股份有限公司 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 relates<sup>1</sup>

|                       | Type of Shares (H Shares/A Shares) to which this  | s Proxy relates  |  |   |
|-----------------------|---|--|--|---|
|                       |   |  |  |   |
| I/We <sup>(note</sup> | 2)  |  |  |   |
| of                    |   |  |  |   |
| being the             | e registered holder(s) of H Shares/A Shares (note 3) in WEICHAI POWER CO., LTD. (the "Company"), HI   |  |  | Meeting or (note 4)                         |
| on 11 Fe<br>Company   | as my/our proxy to attompany to be held at the Company's conference room at 26 Minsheng East Street, Weifang, Shandong Province abruary 2009 (and at any adjournment thereof) (the "EGM") and to exercise all rights conferred on proxies to in respect of any other business to be considered at the EGM. I/We wish my/our proxy to vote as indicated be derindicated, or if no such indication is given, as my/our proxy thinks fit.  | tend and act for me/<br>e, the People's Repulander law, regulation | us at the Extraordina<br>blic of China (the "F<br>n and the Articles o | PRC") at 10:00 a.m.<br>f Association of the |
|                       | ORDINARY RESOLUTIONS  | FOR <sup>(note 5)</sup>  | AGAINST <sup>(note 5)</sup>  | ABSTAIN <sup>(note 5)</sup>                 |
| 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 between Guanzi 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.   |  |  |   |

| referred to in the standard Transantis Connected Transaction— (b) Purchase of dweichai Deutz" in the of which this notice approved.  9. To consider and approper connected transaction related products by the circular (the "Circular" (the "Connected Transactic — (a) Sale of diesel the Board" contained the relevant New Capter (b) Purchase of deproducts and process Shandong Juli" in the standard (the "Connected Transaction — (b) Purchase of deproducts and process Shandong Juli" in the standard (the "Connected Transaction — (a) Transmission— (a) Transmission— (a) Transmission— (a) Transmission— (b) Transmission— (b) Transmission— (b) Transmission— (c) Transmission— (c) Transmission— (c) Transmission— (d) Trans | ove the diesel engine parts and components and related products purchase agreement ection headed "II. Continuing connected transactions — A. Weichai Continuing some—4. Continuing connected transactions—A. Weichai Continuing e"Letter from the Board" contained in the circular (the "Circular") of the Company forms part and the relevant New Caps (as defined in the Circular) be and are hereby detected. A. Weichai Continuing Connected Transactions—A. Weichai Continuing Connected Transactions—A. Continuing to between Weichai Deutz and the Company—(c) Purchase of diesel engines and he Company from Weichai Deutz" in the "Letter from the Board" contained in the ar") of the Company of which this notice forms part and the relevant New Caps (as ar) be and are hereby approved.  The supplemental agreement to the framework agreement dated 17 November 2003 ection headed "II. Continuing connected transactions—A. Weichai Continuing connected transactions—A. Weichai Continuing connected transactions—A. Weichai Continuing on the circular (the "Circular") of the Company of which this notice forms part and the relevant New Caps (as ar) be and are hereby approved.  The supplemental agreement to the framework agreement dated 17 November 2003 ection headed "II. Continuing connected transactions—A. Weichai Continuing connected transactions—A. Weichai Continuing on the circular (the "Circular") of the Company of which this notice forms part and is (as defined in the Circular) be and are hereby approved.  The supplemental agreement to the parts and scrap metal, etc. and related continuing connected transactions—A. Weichai Continuing connected transactions between Shandong Juli and the Company forms part and the relevant New Caps (as defined in the Circular") of the Company forms part and the relevant New Caps (as defined in the Circular") of the Company forms part and the relevant New Caps (as defined in the Circular") of the Company forms part and the relevant New Caps (as defined in the Circular) be and are hereby and the relevant New Ca |                         |                             |                             |
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| Continuing connected connected transaction related products by to circular (the "Circul defined in the Circula").  To consider and appreferred to in the Connected Transaction— (a) Sale of diesel the Board" contained the relevant New Captant Connected Transaction— (b) Purchase of deproducts and process Shandong Juli" in the of which this notice approved.  To consider and appreferred to in the Sconnected Transaction— (b) Purchase of deproducts and process Shandong Juli" in the of which this notice approved.  To consider and appreferred Continuing Connected Transmission— (a) Transmission— in the which this notice for approved.  To consider and approved by SFGC fround approved.  To consider and approved by the Concept approved by SFGC fround by the Concept approved by SFGC fround approved by the Concept approved by the C | Il transactions — Å. Weichai Continuing Connected Transactions — 4. Continuing is between Weichai Deutz and the Company — (c) Purchase of diesel engines and the Company from Weichai Deutz" in the "Letter from the Board" contained in the ar") of the Company of which this notice forms part and the relevant New Caps (as ir) be and are hereby approved.  The supplemental agreement to the framework agreement dated 17 November 2003 ection headed "II. Continuing connected transactions — A. Weichai Continuing ins — 5. Continuing connected transactions between Shandong Juli and the Company engines and related products by the Company to Shandong Juli" in the "Letter from in the circular (the "Circular") of the Company of which this notice forms part and is (as defined in the Circular) be and are hereby approved.  The Juli Purchase and Processing Services Agreement (as defined in the Circular) ove the Juli Purchase and Processing Services Agreement (as defined in the Circular) is self-green parts and components, materials, steel and scrap metal, etc. and related ings services by the Company and Weichai Resources (as the case may be) from a "Letter from the Board" contained in the circular (the "Circular") of the Company forms part and the relevant New Caps (as defined in the Circular) be and are hereby to the supplemental agreement to the parts and components sale agreement dated 1 d to in the section headed "II. Continuing connected transactions — B. TAGC d Transactions — 1. Continuing connected transactions between SFGC and Fast Sale of parts and components of transmissions and related products by SFGC to Fast the supplemental development of transmissions and related products by SFGC to Fast the supplement and the company forms and the case may be the company forms and the case may be the company forms and the case may be from the supplemental agreement to the parts and components of the company forms part and the relevant New Caps (as defined in the Circular) be and are hereby to the supplemental agreement to the parts  |                         |                             |                             |
| referred to in the s Connected Transactic — (a) Sale of diesel the Board" contained the relevant New Car  11. To consider and appreferred to in the s Connected Transactic — (b) Purchase of d products and process Shandong Juli" in the of which this notice approved.  12. To consider and app. August 2007 referre Continuing Connecte Transmission— (a) Transmission" in the which this notice for approved.  13. To consider and app purchase agreement transactions— B. T between SFGC and F products by SFGC fr "Circular") of the C Circular') of the C Circular' be and are 1  | ection headed "II. Continuing connected transactions — A. Weichai Continuing sizes.— 5. Continuing connected transactions between Shandong Juli and the Company engines and related products by the Company to Shandong Juli" in the "Letter from in the circular (the "Circular") of the Company of which this notice forms part and is (as defined in the Circular) be and are hereby approved.  Ove the Juli Purchase and Processing Services Agreement (as defined in the Circular) ection headed "II. Continuing connected transactions — A. Weichai Continuing as — 5. Continuing connected transactions between Shandong Juli and the Company iesel engine parts and components, materials, steel and scrap metal, etc. and related ing services by the Company and Weichai Resources (as the case may be) from a "Letter from the Board" contained in the circular (the "Circular") of the Company forms part and the relevant New Caps (as defined in the Circular) be and are hereby ove the supplemental agreement to the parts and components sale agreement dated 1 d to in the section headed "II. Continuing connected transactions — B. TAGC d Transactions — I. Continuing connected transactions between SFGC and Fast Sale of parts and components of transmissions and related products by SFGC to Fast  |                         |                             |                             |
| referred to in the s Connected Transactic — (b) Purchase of d products and proces: Shandong Juli" in th of which this notice approved.  12. To consider and app; August 2007 referre Continuing Connecte Transmission — (a) Transmission — in the which this notice for approved.  13. To consider and app purchase agreement transactions — B. T between SFGC and F products by SFGC fr "Circular") of the C Circular" be and are I   | ection headed "II. Continuing connected transactions — A. Weichai Continuing ns. — 5. Continuing connected transactions between Shandong Juli and the Company iesel engine parts and components, materials, steel and scrap metal, etc. and related ging services by the Company and Weichai Resources (as the case may be) from the E'Letter from the Board" contained in the circular (the "Circular") of the Company forms part and the relevant New Caps (as defined in the Circular) be and are hereby to the supplemental agreement to the parts and components sale agreement dated 1 d to in the section headed "II. Continuing connected transactions — B. TAGC d Transactions — 1. Continuing connected transactions between SFGC and Fast Sale of parts and components of transmissions and related products by SFGC to Fast  |                         |                             |                             |
| August 2007 referre Continuing Connecte Transmission — (a) Transmission" in the which this notice for approved.  13. To consider and app purchase agreement transactions — B. To between SFGC and F products by SFGC fr "Circular" of the C Circular) be and are 1  14. To consider and app.   | d to in the section headed "II. Continuing connected transactions — B. TAGC d Transactions — 1. Continuing connected transactions between SFGC and Fast Sale of parts and components of transmissions and related products by SFGC to Fast   |                         |                             |                             |
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|  | rove the supplemental agreement to the parts and components and related products dated 1 August 2007 referred to in the section headed "II. Continuing connected AGC Continuing Connected Transactions — 1. Continuing connected transactions ast Transmission — (b) Purchase of parts and components of transmissions and related om Fast Transmission" in the "Letter from the Board" contained in the circular (the ompany of which this notice forms part and the relevant New Caps (as defined in the nereby approved.  |                         |                             |                             |
| — B. TAGC Continu<br>Zhongqi (and its subs<br>components of vehicl<br>Hande Axle, Jingdin<br>case may be)" in the  | ove the supplemental agreement to vehicles, parts and components and raw materials ing agreement referred to in the section headed "II. Continuing connected transactions ing Connected Transactions — 2. Continuing connected transactions between Shaanxi idiaries) and Shaanxi Automotive (and its associates) — (a) Sale of vehicles, parts and es and related products and provision of heat processing services by Shaanxi Zhongqi, and Tiangua (as the case may be) to Shaanxi Automotive and its associates (as the "Letter from the Board" contained in the circular (the "Circular") of the Company of ms part and the relevant New Caps (as defined in the Circular) be and are hereby  |                         |                             |                             |
| agreement dated I A<br>B. TAGC Continuin,<br>Zhongqi (and its sub<br>components of vehic<br>Shaanxi Import and<br>from the Board" con  | ove the supplemental agreement to the parts and components and scrap steel purchase agust 2007 referred to in the section headed "II. Continuing connected transactions — 2. Continuing connected transactions between Shaanxi sidiaries) and Shaanxi Automotive (and its associates) — (b) Purchase of parts and eles, scrap steel and related products by Shaanxi Zhongqi, Hande Axle, Jingding, Tiangua (as the case may be) from Shaanxi Automotive's associates" in the "Letter ained in the circular (the "Circular") of the Company of which this notice forms part Caps (as defined in the Circular) be and are hereby approved.   |                         |                             |                             |
| 2007 referred to in<br>Connected Transacti<br>Automotive (and its<br>Feng Automotive" i  | rove the supplemental agreement to off-road vehicles sale agreement dated 1 August the section headed "II. Continuing connected transactions — B. TAGC Continuing sens — 3. Continuing connected transactions between DFOVCL and Dong Feng associates) (as the case maybe) — (a) Sale of off-road vehicles by DFOVCL to Dong in the "Letter from the Board" contained in the circular (the "Circular") of the is notice forms part and the relevant New Caps (as defined in the Circular) be and are   |                         |                             |                             |
| to in the section he<br>Transactions — 3. C<br>its associates) (as the<br>products by DFOVCI<br>of technical support   | ove the supplemental agreement to parts and components purchase agreement referred aded "II. Continuing connected transactions — B. TAGC Continuing Connected ontinuing connected transactions between DFOVCL and Dong Feng Automotive (and case maybe) — (b) Purchase of parts and components of off-road vehicles and related. from Dong Feng Automotive (and its associates) (as the case may be) and provision services by Dong Feng Automotive to DFOVCL" in the "Letter from the Board" latr (the "Circular") of the Company of which this notice forms part and the relevant in the Circular) be and are hereby approved.   |                         |                             |                             |
|  | ODECLAL DECOLUTION   | FOR <sup>(note 5)</sup> | AGAINST <sup>(note 5)</sup> | ABSTAIN <sup>(note 5)</sup> |
| 18. To consider and appr<br>the PRC.   | SPECIAL RESOLUTION   |                         |                             |                             |

| Dated the | day of | _2008/2009 <sup>(note 3)</sup> | 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 initial against any alteration in it. 4.
- 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.