



**WEICHAI**

**潍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 Annual General Meeting and any adjournment thereof**

|   |  |
|---|--|
| <b>No. of Shares to which this Proxy relates<sup>1</sup></b>                      |  |
| <b>Type of Shares (H Shares/A Shares) to which this Proxy relates<sup>1</sup></b> |  |

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 Annual 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 19 June 2009 (and at any adjournment thereof) (the "AGM") 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 AGM. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

| <b>ORDINARY RESOLUTIONS</b> |  | <b>FOR<sup>(note 5)</sup></b> | <b>AGAINST<sup>(note 5)</sup></b> | <b>ABSTAIN<sup>(note 5)</sup></b> |
|-----------------------------|--|-------------------------------|-----------------------------------|-----------------------------------|
| 1.                          | To consider and approve the Annual Report of the Company for the year ended 31 December 2008.  |                               |                                   |                                   |
| 2.                          | To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2008.   |                               |                                   |                                   |
| 3.                          | To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2008.  |                               |                                   |                                   |
| 4.                          | To consider and receive the audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2008.  |                               |                                   |                                   |
| 5.                          | To consider and approve the 財務決算報告 (final financial report) of the Company for the year ended 31 December 2008.  |                               |                                   |                                   |
| 6.                          | To consider and approve the distribution of profit to the shareholders of the Company for the year ended 31 December 2008.   |                               |                                   |                                   |
| 7.                          | To consider and approve the re-appointment of 山東正源和信有限責任會計師事務所 (Shandong Zheng Yuan Hexin Accountants Limited) as the PRC auditors of the Company and to authorise the Directors to determine their remuneration (and, for the purpose of this resolution, "PRC" means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan). |                               |                                   |                                   |
| 8.                          | To consider and approve the re-appointment of Messrs. Ernst & Young as the non-PRC auditors of the Company and to authorise the Directors to determine their remuneration (and, for the purpose of this resolution, "PRC" means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan).  |                               |                                   |                                   |
| 9.                          | To consider and approve the granting of a mandate to the Board of Directors for payment of interim dividend (if any) to the shareholders of the Company for the year ending 31 December 2009.  |                               |                                   |                                   |
| 10.                         | To consider and approve the amendments to the 董事會薪酬委員會工作細則 (Working Rules of the Remuneration Committee of the Board of Directors) of the Company.   |                               |                                   |                                   |
| <b>SPECIAL RESOLUTIONS</b>  |  | <b>FOR<sup>(note 5)</sup></b> | <b>AGAINST<sup>(note 5)</sup></b> | <b>ABSTAIN<sup>(note 5)</sup></b> |
| 11.                         | To consider and approve the amendments to the articles of association of the Company.  |                               |                                   |                                   |
| 12.                         | To consider and approve the granting of a general mandate to the Board of Directors to issue, amongst other things, new shares.  |                               |                                   |                                   |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2009 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 AGM, 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 AGM may appoint one or more proxies to attend and vote at the AGM 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 AGM 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 with respect to holders of H Shares, to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Room 1806-7, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). With respect to holders of A Shares, please refer to the notice of the AGM published on the website of The Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.