
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinotruk (Hong Kong) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

(1) RE-ELECTION OF RETIRING DIRECTORS
(2) DECLARATION OF THE FINAL DIVIDEND
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice of annual general meeting of Sinotruk (Hong Kong) Limited to be held at 10:00 a.m. on Tuesday, 29 June 2021 at Theatre B, Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong, is set out on pages AGM-1 to AGM-2 of this circular.

Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures to be taken in attempt to prevent and control the spread of the novel coronavirus (COVID-19) pandemic at the AGM, including:

- **compulsory temperature checks**
- **submission of health declarations**
- **wearing of surgical face masks**
- **no distribution of corporate gifts, refreshments or drinks**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue, at the absolute discretion of the Company as permitted by law. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue. Anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the AGM (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the AGM.
- (iii) All attendees are recommended to wear surgical face masks inside the AGM venue at all times. To ensure compliance with the relevant government policies then in force, the Company may adopt other measures at the AGM as may be necessary to avoid over-crowding.
- (iv) There will be no corporate gifts, and no refreshments or drinks will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the “Shareholders’ Meeting” tab under the “Investor Relations” section of the Company’s website at (www.sinotruk.com) and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via its investor relations contact as follows:

Public and Investor Relations

Email: sinotruk@wsfg.hk

Tel: 852 2851 1038

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar, as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

E-mail: hkinfo@computershare.com.hk

Tel: 852 2862 8555

Fax: 852 2865 0990

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 29 June 2021 at Theatre B, Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong or any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CNHTC”	中國重型汽車集團有限公司 (China National Heavy Duty Truck Group Company Limited*), a state-owned enterprise organised under the laws of the PRC with limited liability, being the controlling shareholder of the Company
“Company”	Sinotruk (Hong Kong) Limited (中國重汽(香港)有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee of the Company
“FPFPS”	Ferdinand Porsche Familien-Privatstiftung, an Austrian private foundation (<i>Privatstiftung</i>) (trust), being the beneficiary owner of 25% of the entire issued share capital of the Company plus 1 Share
“Group”	the Company and its subsidiaries
“Hainan Drinda Automotive Trim Co., Ltd.”	海南鈞達汽車飾件股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002865)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Ji’nan Truck Company”	中國重汽集團濟南卡車股份有限公司 (Sinotruk Ji’nan Truck Co., Ltd.), a joint stock company incorporated under the laws of the PRC with limited liability, being a non-wholly owned subsidiary of the Company and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000951)

DEFINITIONS

“Latest Practicable Date”	26 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MAN SE”	MAN SE, a company incorporated under the laws of Germany with limited liability, being a non-wholly owned subsidiary of FPFPS and the shares of which are listed on the Frankfurt Stock Exchange in Germany (stock code: ISIN DE0005937007, WKN 593700 and symbol MAN)
“Navistar International Corporation”	a company listed on New York Stock Exchange (stock code: NAV)
“PRC”	the People’s Republic of China, for the purpose in this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SG Automotive Group Co., Ltd.”	遼寧曙光汽車集團股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600303)
“Shanghai Baolong Automotive Corporation”	上海保隆汽車科技股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 603197)
“Shanghai Stock Exchange”	Shanghai Stock Exchange in the PRC
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy and Investment Committee”	the strategy and investment committee of the Company
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Sun.King Power Electronics Group Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 00580)

DEFINITIONS

“TRATON SE”	a company incorporated under the laws of Germany with limited liability, being a non-wholly owned subsidiary of FPFPS and the shares of which are listed on the Frankfurt Stock Exchange in Germany and NASDAQ STOCKHOLM (stockcode: ISIN DE000TRAT0N7, WKN TRAT0N and symbol 8TRA)
“Weichai Power”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company organised under the laws of the PRC with limited liability which shares are listed on the Main Board of the Stock Exchange (stock code: 02338) and on the Shenzhen Stock Exchange (stock code: 000338)
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD



SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

Executive Directors:

Mr. Cai Dong (*Chairman*)
Mr. Liu Zhengtao (*President*)
Mr. Liu Wei
Mr. Dai Lixin
Mr. Richard von Braunschweig
Ms. Qu Hongkun
Mr. Li Shaohua

Non-executive Directors:

Mr. Jiang Kui
Ms. Annette Danielski
Mr. Matthias Gründler
Dr. h.c. Andreas Tostmann

Independent non-executive Directors:

Dr. Lin Zhijun
Mr. Yang Weicheng
Dr. Wang Dengfeng
Mr. Zhao Hang
Mr. Liang Qing
Mr. Lyu Shousheng

Headquarter:

Sinotruk Tower
No. 777 Hua'ao Road
Innovation Zone
Ji'nan City, Shandong Province
PRC 250101

Registered office:

Units 2102-03
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

30 April 2021

To the Shareholders

Dear Sir/Madam

**(1) RE-ELECTION OF RETIRING DIRECTORS
(2) DECLARATION OF THE FINAL DIVIDEND
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the re-election of retiring Directors; (ii) the declaration of the final dividend; and (iii) the re-appointment of independent auditor. A notice convening the AGM is set out on pages AGM-1 to AGM-2 to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Cai Dong, Mr. Liu Zhengtao, Mr. Liu Wei, Mr. Dai Lixin, Mr. Richard von Braunschweig, Ms. Qu Hongkun and Mr. Li Shaohua; the non-executive Directors are Mr. Jiang Kui, Ms. Annette Danielski, Mr. Matthias Gründler and Dr. h.c. Andreas Tostmann; and the independent non-executive Directors are Dr. Lin Zhijun, Mr. Yang Weicheng, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing and Mr. Lyu Shousheng.

According to article 82 of the Articles, any Director appointed by the Board to fill a casual vacancy or by way of addition to their number shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-appointment. According to article 83(1) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

References are made to the announcements of the Company dated 22 October 2020 and 19 March 2021 with respect to the appointment of Mr. Matthias Gründler and Dr. h.c. Andreas Tostmann as non-executive Directors and Mr. Li Shaohua as an executive Director, respectively. According to the Articles, Mr. Li Shaohua, Mr. Matthias Gründler and Dr. h.c. Andreas Tostmann shall retire at the AGM and be eligible for re-appointment. In addition, Mr. Dai Lixin, Dr. Wang Dengfeng and Mr. Zhao Hang shall retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Biographical details and certain other information of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Each of Dr. Wang Dengfeng and Mr. Zhao Hang has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that each of Dr. Wang Dengfeng and Mr. Zhao Hang continues to be independent as he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules. The Board considers that in view of their diverse and different educational backgrounds, professional knowledge and experience as set out in the Appendix I to this circular, Dr. Wang Dengfeng and Mr. Zhao Hang will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business. The Board considers that the re-election of each of Dr. Wang Dengfeng and Mr. Zhao Hang as an independent non-executive Director would enable them to continue to contribute to the Board in light of their aforementioned experience and background, which is in the best interest of the Company and the Shareholders as a whole and, therefore, the Board considers that they are suitable candidates to be re-elected as independent non-executive Directors.

LETTER FROM THE BOARD

Save as disclosed herein (including Appendix I), as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

- (a) each of Mr. Dai Lixin, Mr. Li Shaohua, Mr. Matthias Gründler, Dr. h.c. Andreas Tostmann, Dr. Wang Dengfeng and Mr. Zhao Hang does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Dai Lixin, Mr. Li Shaohua, Mr. Matthias Gründler, Dr. h.c. Andreas Tostmann, Dr. Wang Dengfeng and Mr. Zhao Hang has no other interests in the shares of the Company within the meaning of Part XV of the SFO;
- (c) each of Mr. Dai Lixin, Mr. Li Shaohua, Mr. Matthias Gründler, Dr. h.c. Andreas Tostmann, Dr. Wang Dengfeng and Mr. Zhao Hang has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (d) there is no other information that needs to be disclosed pursuant to any of the requirements as set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and
- (e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the aforesaid retiring Directors.

DECLARATION OF THE FINAL DIVIDEND

The final dividend of either HK\$1.04 or RMB0.88 (converted at the exchange rate of RMB0.84518 to HK\$1 as published by the People's Bank of China on Wednesday, 31 March 2021) per Share for the year ended 31 December 2020, if approved at the AGM, will be distributed on Friday, 10 September 2021 to Shareholders whose names appear on the register of members of the Company on Thursday, 8 July 2021. The record date for determining the entitlement of the Shareholders to the proposed 2020 final dividend is Thursday, 8 July 2021 and the register of members of the Company will be closed from Wednesday, 7 July 2021 to Thursday, 8 July 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify to receive the proposed final dividend to be approved at the AGM, holders of the Shares must lodge their Share certificates together with the relevant Share transfer documents with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 6 July 2021.

A 2020 RMB final dividend election form is enclosed herewith. Shareholders who wish to receive the 2020 final dividend (all or partly) in RMB have to complete the form and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 29 July 2021.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of the AGM to be held at 10:00 a.m. on Tuesday, 29 June 2021 at Theatre B, Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong is set out on pages AGM-1 to AGM-2 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the declaration of the final dividend and the re-appointment of independent auditor.

A form of proxy for the AGM is also enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the AGM. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person should you so wish.

The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Tuesday, 29 June 2021 and the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify to attend and vote in the AGM, holders of the Shares must lodge their Share certificates together with the relevant Share transfer documents with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 June 2021.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. At the AGM, the chairman of the AGM will therefore demand a poll for every resolution put to vote of the AGM pursuant to article 61 of the Articles.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the declaration of the final dividend and the re-appointment of independent auditor are in the interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of the relevant resolutions in relation to the foregoing at the forthcoming AGM.

Yours faithfully
By order of the Board
Sinotruk (Hong Kong) Limited
Cai Dong
Chairman of the Board

Ji'nan, the PRC

Below are the biographical details and certain other information of the retiring Directors proposed to be re-elected at the AGM:

Mr. Dai Lixin (戴立新先生) (“Mr. Dai”), born in July 1967, has been an executive Director, a vice president, a board secretary and an authorized representative of the Company since 30 October 2018. In addition, Mr. Dai is currently a director of certain subsidiaries of the Company. Mr. Dai has vast experience in IPOs, financing operations, cross border acquisition and corporate governance for listed companies. He is a committee member of the board secretaries committee for The Listed Company Association of Shandong (山東上市公司協會), as well as an affiliate member of The Hong Kong Institute of Chartered Secretaries. Mr. Dai is a senior economist with a university degree. Mr. Dai joined Weifang Diesel Engine Factory (濰坊柴油機廠, now known as “Weichai Group Holdings Limited” (濰柴控股集團有限公司), “Weichai Holdings”) in 1987 and held various managerial positions and previously was the deputy departmental head of the capital operations department of Weichai Holdings. From April 2003 to May 2015, Mr. Dai was the departmental head of the securities department of Weichai Power. Mr. Dai was the board secretary of Weichai Power from September 2003 to October 2018, and the vice president and departmental head of the capital operation department of Weichai Power from May 2015 to October 2018. Since 16 October 2018, Mr. Dai has been the chief investment officer of CNHTC.

Mr. Dai has entered into a service agreement with the Company for a term of three years commenced from 30 October 2018. He receives an emolument of approximately RMB672,400 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all executive Directors and also his responsibilities. For the year ended 31 December 2020, he received total emoluments of approximately RMB1,518,000.

Mr. Li Shaohua (李紹華先生) (“Mr. Li”), born in October 1965, has been an executive Director since 19 March 2021. He is a senior engineer. He graduated from Xi'an Jiaotong University (西安交通大學) in the PRC in July 1987 with a bachelor's degree in engineering majoring in internal combustion engines. From July 1987 to October 2004, Mr. Li served various positions at Hangzhou Engine Factory* (杭州汽車發動機廠 and now known as “Sinotruk Hangzhou Engine Co., Ltd.” (“中國重汽集團杭州發動機有限公司”), a subsidiary of the Company) including the assistant engineer, engineer, chief engineer and the manager of its sales company. From November 2004 to August 2011, Mr. Li held various positions at Weichai Power including the deputy director and director of the marketing department, the director of application engineering department, the deputy general manager of the sales and marketing company of Weichai Power, and assistant to the general manager and assistant to the president of Weichai Power. From September 2011 to August 2020, Mr. Li held various position including the vice president of Weichai Power, the general manager of Weichai (Weifang) After-sales Market Services Co., Ltd.* (濰柴 (濰坊) 後市場服務有限公司), the director of Weichai Power (Weifang) Reconstruction Co., Ltd.* (濰柴動力 (濰坊) 再製造有限公司) and Weichai Power Freshen Air Technology Co., Ltd.* (濰柴動力空氣淨化科技有限公司). From May 2020 to August 2020, he acted as the vice president of the Company, concurrently as the head of the marketing department of the Company and CNHTC. Since September 2020, Mr. Li served as the deputy general manager of CNHTC and various senior positions in the subsidiaries of the Company, including the chairman of the board of Sinotruk Ji'nan Fuqiang Power Co., Ltd.* (中國重汽集團濟南復強動力有限公司) and Sinotruk Ji'nan Global Electronic Business Co., Ltd.* (中國重汽集團濟南地球村電子商務

有限公司) as well as the director of Shandong HOWO Auto Finance Co., Ltd.*(山東豪沃汽車金融有限公司, now known as “Sinotruk Auto Finance Co., Ltd.” (「重汽汽車金融有限公司」)). Since February 2021, Mr. Li has been serving as the department head of the product planning and market management department (formerly known as the “marketing department”) of the Company and CNHTC.

Mr. Li has entered into a service agreement with the Company for a term of three years commenced from 19 March 2021. He receives an emolument of approximately RMB672,400 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all executive Directors and also his responsibilities.

Mr. Matthias Gründler (“Mr. Gründler”), born in September 1965, has been a non-executive director since 23 October 2020. Mr. Gründler holds a diploma in economics from the Institute for Knowledge Transfer (IfW) in cooperation with the Daimler Academy in October 1999. Mr. Gründler has over 20 years of experience in the vehicle industry. He began his career with Daimler Benz AG in Stuttgart, Germany, in August 1986 and subsequently became a project team leader within the Supply Chain Management for Eastern Europe at DaimlerChrysler AG and the team manager of Sales Planning and Controlling at Mercedes-Benz Passenger Cars. In August 1999, Mr. Gründler was appointed the divisional manager of Sales and Marketing/Group Controlling at DaimlerChrysler South Africa (Pty) Ltd. (now known as “Mercedes-Benz South Africa (Pty) Ltd.”) in Pretoria, South Africa. In March 2003, Mr. Gründler was appointed the chief financial officer of Finance Controlling and Human Resources at DaimlerChrysler (Thailand) Ltd. in Bangkok, Thailand, and then became the chief financial officer and director of Corporate Strategy/Human Resources at DaimlerChrysler South East Asia Pte. Ltd. in Singapore in January 2004. In February 2005, Mr. Gründler returned to Pretoria, South Africa as a member of the management board, director and chief financial officer at DaimlerChrysler South Africa (Pty) Ltd., until he moved to Tokyo, Japan in February 2008 where he became a member of the management board, vice president, chief financial officer and representative director of Daimler Trucks Asia at Mitsubishi Fuso Trucks & Bus Corporation. In January 2011, Mr. Gründler was appointed the Head of Procurement of Trucks and Buses and Business Development Powertrain at Daimler AG in Stuttgart, Germany, and took the position of Head of Product Platforms, Sales & Quality Powertrain in October 2011. In March 2012, Mr. Gründler became the chief financial officer of Finance and Controlling, Business and Product Planning of Daimler Trucks & Buses at Daimler AG in Stuttgart, Germany, and in October 2013, he was appointed the chief financial officer and a member of the divisional board of Daimler Trucks & Buses at Daimler AG. From September 2015 to May 2018, Mr. Gründler was a member of the board and the chief financial officer at Volkswagen Truck & Bus GmbH (now known as “TRATON SE”) in Braunschweig, Germany, where he was responsible for finance and business development. From February 2017 to May 2018, he was a member of the board of directors of Navistar International Corporation. FPFPS (a substantial shareholder of the Company) and its subsidiaries hold approximately 16.7% of the issued share capital of Navistar International Corporation. From 1 July 2016 to 31 May 2018, Mr. Gründler was a non-executive Director of the Company. From June 2018 to July 2020, Mr. Gründler focused on private business. Since 16 July 2020, Mr. Gründler has been the chief executive officer of TRATON

SE. In July 2020, Mr. Gründler was appointed as the chairman of the supervisory board of MAN SE and MAN Truck and Bus SE. Further, Mr. Gründler was appointed as the chairman of the board of Scania AB and Scania CV AB in August 2020. Since November 2020, he has been a member of the supervisory board of VW Financial Services AG.

Mr. Gründler has entered into a service agreement with the Company for a term of three years commenced from 23 October 2020. He receives an emolument of approximately RMB180,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all non-executive Directors and also his responsibilities. For the year ended 31 December 2020, he waived his emoluments.

Dr. h.c. Andreas Tostmann (“Dr. Tostmann”), born in March 1962, has been a non-executive director since 23 October 2020. Dr. Tostmann holds a diploma degree in mechanical engineering and a diploma degree in economics, both granted by Technical University of Braunschweig, Germany. In 2007, he obtained an honorary doctorate (“Dr. h.c.”) granted by the Nelson Mandela Metropolitan University, South Africa. In 1990, Dr. Tostmann joined the group product planning division of Volkswagen AG. In 1994, Dr. Tostmann was responsible for product planning powertrain at Volkswagen de México, S.A. de C.V. He assumed responsibility for technical project planning and project management powertrain for the Volkswagen Group from 1995 to 1997. In 1998, Dr. Tostmann held the position as production manager for the Volkswagen plant in Salzgitter, Germany, until 2000. From 2001 to 2003, Dr. Tostmann was responsible for and served as the manager of the Volkswagen plant in Salzgitter, Germany. From 2004 to 2006, Dr. Tostmann held the position of the managing director of Volkswagen of South Africa (Pty) Ltd. He was appointed as the chairman of the board of Volkswagen Slovakia, a.s. in 2007 and also assumed responsibility for production of that company until November 2011. From 2012 to 2018, he held the position of the Executive Vice President for Production of SEAT, S.A. From February 2018 to July 2020, Dr. Tostmann was a member of the board of management at Volkswagen Passenger Cars, responsible for production and logistics. Since 16 July 2020, Dr. Tostmann has been a member of the executive board of TRATON SE as well as the chief executive officer of MAN SE and MAN Truck & Bus SE.

Dr. Tostmann has entered into a service agreement with the Company for a term of three years commenced from 23 October 2020. He receives an emolument of approximately RMB180,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all non-executive Directors and also his responsibilities. For the year ended 31 December 2020, he received total emoluments of approximately RMB34,355.

Dr. Wang Dengfeng (王登峰博士) (“Dr. Wang”), born in March 1963, has been an independent non-executive Director since 9 March 2016. Dr. Wang is currently a professor and doctoral tutor of the Department of Automobiles at the School of Automotive Engineering of Jilin University (吉林大學), the PRC. Dr. Wang is also the chairman of the panelist committee of the China Automotive Lightweight Technology Innovation Strategic Alliance (中國汽車輕量化技術創新戰略聯盟), a member and a council member of the executive committee of the Society of Automotive Engineers of China (中國汽車工程學會), the deputy chairman of the Safety Technology Committee of the Society of Automotive Engineers of China (中國汽車工程學會汽車安全技術分會) and the deputy

chairman of the Vehicle Noise and Vibration Committee of the Society of Automotive Engineers of China (中國汽車工程學會汽車振動噪聲分會). Dr. Wang completed his bachelor, master and doctorate degrees in engineering at Jilin University of Technology (吉林工業大學), the PRC. After his graduation from Jilin University of Technology in 1990, he remained at Jilin University of Technology as a lecturer, where he was subsequently promoted to the positions of associate professor, professor, deputy head and then head of the Automotive and Tractor Faculty. Between August 1997 and July 1998, Dr. Wang attended at the University of Birmingham, the United Kingdom as a visiting professor, after which he returned to Jilin University of Technology and continued to serve as a professor, doctoral tutor and head of the Faculty of Automotive and Tractor until May 2000. In June 2000, Jilin University of Technology merged with Jilin University and from December 2000 to December 2008, Dr. Wang served as a professor, doctoral tutor and associate dean of the School of Automotive Engineering of Jilin University. Since January 2009, he has been serving as a professor and doctoral tutor of the Department of Automobiles at the School of Automotive Engineering of Jilin University. Dr. Wang leads several National Research Programs, National Key Technology R&D Program, National High-tech R&D Program (863 Program) and projects supported by the National Natural Science Foundation of China. Dr. Wang was conferred with the title of “Excellent National Teacher” by the Ministry of Education of the PRC in 2007. Among other awards he has received in the past, Dr. Wang was awarded the “Outstanding Contribution Award” of the 50th Anniversary of the Establishment of the Society of Automotive Engineers of China (中國汽車工程學會建會50周年「突出貢獻獎」) in 2012, second class reward of Jilin Province S&T Progress Awards in 2015, first class reward of China Automotive S&T Award in 2016, second class of Ministry of Education of China Science and Technology Award in 2017 and special class of Science and Technology Progress Award of China General Chamber of Commerce in 2017. In 2018, he was honored with the “Outstanding Person” Award in the Chinese Automobile Industry for the 40th anniversary of the reform and opening up. Dr. Wang was conferred with the title of “Innovation Pioneer of Jilin Province” in December 2018.

Dr. Wang has entered into a service agreement with the Company for a term of three years commenced from 9 March 2019. He receives an emolument of approximately RMB180,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all independent non-executive Directors and also his responsibilities. For the year ended 31 December 2020, he received total emoluments of approximately RMB180,000.

Mr. Zhao Hang (趙航先生) (“Mr. Zhao”), born in July 1955, has been an independent non-executive Director since 11 April 2016. Mr. Zhao is a research-grade senior engineer and obtained his bachelor degree in engineering from Jilin University of Technology (吉林工業大學), the PRC in July 1982. In October 2003, he obtained a degree in executive master of business administration from China Europe International Business School (中歐國際工商學院). Mr. Zhao is also a doctoral tutor at Wuhan University of Technology (武漢理工大學), the PRC, and an instructor and adjunct professor at Tongji University (同濟大學), the PRC, Jilin University (吉林大學), the PRC, Jiangsu University (江蘇大學), the PRC and Chongqing Jiaotong University (重慶交通大學), the PRC (formerly known as “Chongqing Vocational College of Transportation (重慶交通學院)”). In addition, Mr. Zhao was the deputy chairman and chief secretary of the National Technical Committee of Auto Standardization (全國汽車標準化技術委員會), the president of the China Automobile Human Resources Association (中國汽車人力資源協會), the deputy chairman of the Society of Automotive Engineers of China (中國汽車工程學會), the vice president of the China Association of Automobile Manufacturers

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

(中國汽車工業協會), the deputy chairman of the China Intelligent Transportation Systems Association (中國智能交通協會), the council member of the China Machinery Industry Federation (中國機械工業聯合會), a member of the steering committee of the National 863 Electric Vehicle Key Project (國家863電動汽車重大專項領導小組), a member of the steering committee of the National Clean Energy Automotive Action (國家清潔汽車行動領導小組) and a member of the steering committee of the Tianjin Clean Energy Automotive Action (天津市清潔汽車行動領導小組). After his graduation from Jilin University of Technology in 1982, Mr. Zhao joined the Transportation Engineering Institute of the Chinese People's Liberation Army (中國人民解放軍運輸工程學院) as an instructor until October 1987. After that, he was employed by the China Automotive Technology & Research Center (中國汽車技術研究中心), and had since then until November 2015 held various positions therewith including the center deputy chairman, center deputy secretary of the party committee and center secretary of the party committee and center chairman. Among the awards and recognitions he has received in the past, Mr. Zhao was conferred with the title of Young Technology Specialist in the Machinery Industry (中國機械工業青年科技專家) in the PRC in 1995 and received the 2004 China Automobile Manufacturing Outstanding Technology Talent Award (2004年中國汽車工業優秀科技人才獎). Mr. Zhao is an independent director of Shanghai Baolong Automotive Corporation since 30 December 2016, a chairman of Zhongfalian Investment Co., Ltd. (中發聯投資有限公司) (an unlisted company) since 16 May 2017, an independent non-executive director of Sun.King Power Electronics Group Limited since 4 December 2017, an independent director of Hainan Drinda Automotive Trim Co., Ltd. (海南鈞達汽車飾件股份有限公司) since 26 October 2018 and an independent director of SG Automotive Group Co., Ltd. (遼寧曙光汽車集團股份有限公司) since 29 October 2018. Mr. Zhao was a director of Zhejiang Wanfeng Auto Wheel Co., Ltd. from 29 November 2013 to 26 February 2017 and was a director of China Yiqi Co., Ltd. (中國一汽股份有限公司) (an unlisted company).

Mr. Zhao has entered into a service agreement with the Company for a term of three years commenced from 11 April 2019. He receives an emolument of approximately RMB180,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board with reference to the remuneration of all independent non-executive Directors and also his responsibilities. For the year ended 31 December 2020, he received total emoluments of approximately RMB180,000.

NOTICE OF ANNUAL GENERAL MEETING



SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Sinotruk (Hong Kong) Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 29 June 2021 at Theatre B, Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “**Director**”) and the report of the independent auditor of the Company for the year ended 31 December 2020.
2. To declare a final dividend of HK\$1.04 or RMB0.88 per share of the Company for the year ended 31 December 2020.
3.
 - A. To re-elect Mr. Dai Lixin, a retiring Director, as an executive Director;
 - B. To re-elect Mr. Li Shaohua, a retiring Director, as an executive Director;
 - C. To re-elect Mr. Matthias Gründler, a retiring Director, as a non-executive Director;
 - D. To re-elect Dr. h.c. Andreas Tostmann, a retiring Director, as a non-executive Director;
 - E. To re-elect Dr. Wang Dengfeng, a retiring Director, as an independent non-executive Director;
 - F. To re-elect Mr. Zhao Hang, a retiring Director, as an independent non-executive Director; and
 - G. To authorise the board of Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Ernst & Young as the independent auditor of the Company for the financial year ending 31 December 2021 and to authorise the board of Directors to fix its remuneration.

By order of the Board
Sinotruk (Hong Kong) Limited
Cai Dong
Chairman of the Board

Ji'nan, the PRC, 30 April 2021

As at the date of this notice, the Board consists of seven executive directors of the Company including Mr. Cai Dong, Mr. Liu Zhengtao, Mr. Liu Wei, Mr. Dai Lixin, Mr. Richard von Braunschweig, Ms. Qu Hongkun and Mr. Li Shaohua; four non-executive directors of the Company including, Mr. Jiang Kui, Ms. Annette Danielski, Mr. Matthias Gründler and Dr. h.c. Andreas Tostmann; and six independent non-executive directors of the Company including Dr. Lin Zhijun, Mr. Yang Weicheng, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing and Mr. Lyu Shousheng.

Notes:

1. A member entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authorisation (if any) under which it is signed, or a notarially certified copy of such power of attorney or authorisation, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he/she so wishes.
3. The AGM of the Company will be held on Tuesday, 29 June 2021 and the register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote in the AGM, holders of the Company's shares must lodge their share certificates together with the relevant share transfer documents with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 June 2021.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. No corporate gifts, refreshments or drinks will be distributed.