
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 an annual general meeting of Sinotruk (Hong Kong) Limited to be held at 3:00 p.m. on Tuesday, 28 June 2022 at Level 22, Nexxus Building, 41 Connaught Road Central, 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.

TABLE OF CONTENTS

	<i>Pages</i>
Precautionary measures for the AGM	1
Definitions	3
Letter from the Board	6
Appendix I Biographical details of retiring Directors proposed to be re-elected	I-1
Notice of AGM	AGM-1

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 attendees 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

Subject to the development of the Covid-19 pandemic and the requirements or guidelines of the government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website at www.sinotruk.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk as and when appropriate.

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 3:00 p.m. on Tuesday, 28 June 2022 at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong or any adjournment thereof
“Articles”	the articles of association of the Company
“AsiaInfo Technologies Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 01675)
“Beijing Dalong Weiye Real Estate Development Co., Ltd.”	北京市大龍偉業房地產開發股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600159)
“Board”	the board of Directors
“BOCOM International Holdings Company Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 03329)
“China Everbright Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 00165)
“China Spacesat Co., Ltd.”	中國東方紅衛星股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600118)
“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
“Concord New Energy Group Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 00182)
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Dali Foods Group Company Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 03799)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Kingsoft Corporation Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 03888)
“Latest Practicable Date”	25 April 2022, 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, for the purpose in this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shantui Construction Machinery Co., Ltd.”	a company listed on the Shenzhen Stock Exchange (stock code: 000680)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Stock Exchange”	Shanghai Stock Exchange in the PRC
“SHIG”	山東重工集團有限公司 (Shandong Heavy Industry Group Co., Ltd.), a state-owned enterprise organised under the laws of the PRC with limited liability, being the ultimate holding company of the Company and the controlling shareholder (as defined in the Listing Rules) of the Company
“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

DEFINITIONS

“Springland International Limited”	a company delisted from the Main Board of the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“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 Heavy-duty Machinery Co., Ltd.”	a company listed on the Shenzhen Stock Exchange (stock code: 000880)
“Weichai Holdings”	濰柴控股集團有限公司 (Weichai Group Holdings Limited), a company organised under the laws of the PRC with limited liability
“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)
“Zhewen Interactive Group Co., Ltd.”	浙文互聯集團股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600986)
“%”	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. Li Xia
Mr. Sun Shaojun

Non-executive Directors:

Mr. Jiang Kui
Mr. Alexander Albertus Gerhardus Vlaskamp
Mr. Karsten Oellers
Mr. Mats Lennart Harborn

Independent non-executive Directors:

Dr. Lin Zhijun
Dr. Wang Dengfeng
Mr. Zhao Hang
Mr. Liang Qing
Mr. Lyu Shousheng
Mr. Zhang Zhong

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

29 April 2022

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. Li Xia and Mr. Sun Shaojun; the non-executive Directors are Mr. Jiang Kui, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers and Mr. Mats Lennart Harborn; and the independent non-executive Directors are Dr. Lin Zhijun, Mr. Yang Weicheng, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing, Mr. Lyu Shousheng and Mr. Zhang Zhong.

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 4 March 2022, 21 March 2022, 14 December 2021, 14 December 2021 and 23 September 2021 with respect to the appointment of Mr. Sun Shaojun as an executive Director, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers and Mr. Mats Lennart Harborn as non-executive Directors and Mr. Zhang Zhong as an independent non-executive Director, respectively. According to the Articles, Mr. Sun Shaojun, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers, Mr. Mats Lennart Harborn and Mr. Zhang Zhong shall retire at the AGM and be eligible for re-appointment. In addition, Mr. Cai Dong, Mr. Jiang Kui, Dr. Lin Zhijun and Mr. Lyu Shousheng 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.

As at the Latest Practicable Date, Dr. Lin Zhijun has been serving as an independent non-executive Director for more than nine years. Pursuant to the code provision B.2.3 of Part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, a separate resolution will be proposed for his re-election at the AGM.

Each of Dr. Lin Zhijun and Mr. Lyu Shousheng has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board further considers that, despite the fact that Dr. Lin Zhijun has served the Company for more than nine years, Dr. Lin Zhijun has not engaged in any executive management of the Group, hence, taking into the consideration of his independent scope of work in the past years and having assessed his performance in the past years, the Nomination Committee and the Board believe that Dr. Lin continues to be independent and he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board considers each of Dr. Lin Zhijun and Mr. Lyu Shousheng to be independent under the Listing Rules.

LETTER FROM THE BOARD

Dr. Lin Zhijun has extensive experience in financial reporting matters of listed companies, and has a deep understanding of the Listing Rules and relevant laws and regulations applicable to Hong Kong listed companies. Dr. Lin Zhijun has expressed objective views and given independent opinion to the Company over the years and continues to demonstrate a firm commitment to his role. Mr. Lyu Shousheng possesses extensive experience and knowledge in the areas of human resource management and organizational changes. The Board considers that the re-election of Dr. Lin Zhijun and Mr. Lyu Shousheng as independent non-executive directors are in the best interest of the Company and the Shareholders as a whole.

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. Cai Dong, Mr. Sun Shaojun, Mr. Jiang Kui, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers, Mr. Mats Lennart Harborn, Dr. Lin Zhijun, Mr. Lyu Shousheng and Mr. Zhang Zhong does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Cai Dong, Mr. Sun Shaojun, Mr. Jiang Kui, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers, Mr. Mats Lennart Harborn, Dr. Lin Zhijun, Mr. Lyu Shousheng and Mr. Zhang Zhong has no other interests in the shares of the Company within the meaning of Part XV of the SFO;
- (c) each of Mr. Cai Dong, Mr. Sun Shaojun, Mr. Jiang Kui, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers, Mr. Mats Lennart Harborn, Dr. Lin Zhijun, Mr. Lyu Shousheng and Mr. Zhang Zhong 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\$0.68 or RMB0.55 (converted at the exchange rate of RMB0.81101 to HK\$1 as published by the People's Bank of China on Thursday, 31 March 2022) per Share for the year ended 31 December 2021, if approved at the AGM, will be distributed on Friday, 9 September 2022 to Shareholders whose names appear on the register of members of the Company on Friday, 8 July 2022. In order to determine the entitlement of the Shareholders to the proposed 2021 final dividend, the register of members of the Company will be closed from Thursday, 7 July 2022 to Friday, 8 July 2022 (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

LETTER FROM THE BOARD

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, 6 July 2022.

A 2021 RMB final dividend election form is enclosed herewith. Shareholders who wish to receive the 2021 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 2022.

ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3:00 p.m. on Tuesday, 28 June 2022 at Level 22, Nexus Building, 41 Connaught Road Central, 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.

In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Tuesday, 28 June 2022. 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, 22 June 2022.

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.

LETTER FROM THE BOARD

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. Cai Dong (蔡東先生), born in June 1963, has been an executive Director of the Company since 12 February 2007 and the chairman of the Company since 30 October 2018. He is also a director of certain subsidiaries of the Company and a general manager of CNHTC. Mr. Cai is a researcher of engineering technology application and with a bachelor's degree in engineering from Jiangsu Polytechnic University (江蘇工學院), the PRC and an executive MBA degree from Nankai University (南開大學), the PRC. He joined Ji'nan Auto Manufacturing Factory in 1983 and led its research and development, production and marketing. Mr. Cai was previously the director of the technology center, a director, chief engineer of CNHTC and the president of the Company. Mr. Cai is currently the vice-chairman of China Association of Automobile Manufacturers and vice chairman of China Chamber of International Commerce. In addition, Mr. Cai is also a director of Weichai Holdings, and Weichai Intelligent Technology Co., Ltd. Mr. Cai received an "Outstanding National Entrepreneur" award conferred jointly by the China Enterprises Confederation (中國企業聯合會), China Enterprise Directors Association (中國企業家協會) and China Enterprise Management Science Foundation (中國企業管理科學基金會) in April 2006 and Ji'nan City Preeminent Science and Technology Award in February 2013.

Mr. Cai has entered into a service agreement with the Company for a term of three years commenced from 31 October 2019. He receives an emolument of approximately RMB937,500 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 2021, he received total emoluments of approximately RMB3,216,000.

Mr. Sun Shaojun (孫少軍先生), born in June 1965, has been an executive director since 4 March 2022. Mr. Sun is a researcher in applied engineering technology and holds a doctoral degree in engineering majoring in power machinery and engineering granted by Tianjin University (天津大學). Mr. Sun joined Weifang Diesel Engine Factory in April 1988 and held various positions including a supervisor of the engineering department (技術中心主任) and the chief engineer. Mr. Sun has been an executive director of Weichai Power since December 2002 and is a member of the strategic development and investment committee of Weichai Power. He is also a director of several subsidiaries or associates of Weichai Power, including the chairman of the U.S.-based Power Solutions International Inc. and a director of Canada-based Ballard Power Systems Inc. Moreover, Mr. Sun is currently a director of Weichai Holdings and a deputy chief manager of SHIG. In addition, he previously served as a director of Weichai Heavy-duty Machinery Co., Ltd. and an executive president of Weichai Power. Mr. Sun is also a candidate of National Million and Ten Million Talents Project (國家百千萬人才工程), receives a special subsidy from the State Council and was a Taishan Mountain scholar specialist appointed by Shandong People's Government (山東省人民政府泰山學者特聘專家). As at the Latest Practicable Date, Mr. Sun holds 13,684,324 ordinary shares listed on the Shenzhen Stock Exchange in the share capital of Weichai Power.

Mr. Sun has entered into a service agreement with the Company for a term of three years commenced from 4 March 2022. 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. Jiang Kui (江奎先生), born in March 1964, has been a non-executive Director since 30 October 2018. He had held various positions including engineer and deputy general manager of assembly department of Shandong Bulldozer General Factory (山東推土機總廠), deputy general manager of Shantui Import and Export Company (山推進出口公司), deputy director, director of manufacturing department, deputy general manager and director of Shantui Construction Machinery Co., Ltd. (山推工程機械股份有限公司), deputy general manager of Shandong Engineering Machinery Group Co., Ltd. (山東工程機械集團有限公司), executive deputy general manager and vice chairman of Weichai Holdings, chairman of Shanzhong Jianji Co., Ltd., director of SHIG, a director of certain subsidiaries of the Company, a director of the U.S.-based PSI Power Solutions International Inc., etc. He is currently the general manager of SHIG, a director of Shantui Construction Machinery Co., Ltd., a supervisor of KION Group AG, a director of Weichai Power, a director of Sinotruk (BVI) Limited, a director of the Canada-based Ballard Power Systems Inc., and the chairman of Weichai Ballard Hydrogen Energy Technology Company Limited. He is a senior engineer and holds an MBA degree. As at the Latest Practicable Date, Mr. Jiang holds 42,697 ordinary shares listed on the Shenzhen Stock Exchange in the share capital of Shantui Construction Machinery Co., Ltd. (山推工程機械股份有限公司).

Mr. Jiang has entered into a service agreement with the Company for a term of three years commenced from 30 October 2021. 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 2021, he waived all his director emoluments.

Mr. Alexander Albertus Gerhardus Vlaskamp, born in July 1971, has been a non-executive Director since 21 March 2022. Mr. Vlaskamp has a bachelor's degree in automotive engineering granted by HAN University of Applied Sciences, Netherlands. He has rich experience in commercial vehicle industry. He held various board, supervisory board and senior management positions in a number of Scania Group's affiliates. Since November 2021, Mr. Vlaskamp has been the chairman of the executive board of MAN Truck & Bus SE (a subsidiary of TRATON SE) and a member of the executive board of TRATON SE.

Mr. Vlaskamp has entered into a service agreement with the Company for a term of three years commenced from 21 March 2022. 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.

Mr. Karsten Oellers, born in April 1976, has been a non-executive Director since 14 December 2021. Mr Oellers has a Diploma in Industrial Engineering from the Technical University of Darmstadt, Germany. He joined DaimlerChrysler AG in 2002 and served as various senior managerial positions in various affiliates of Daimler AG. From March 2019 to June 2021 on he served as the Senior Vice President Global Sales Controlling for MAN Truck, Bus, Van and Aftersales of MAN Truck & Bus SE. Mr. Oellers joined TRATON SE in July 2021 and is currently the Head of Group Finance.

Mr. Oellers has entered into a service agreement with the Company for a term of three years commenced from 14 December 2021. 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 2021, he received total emoluments of approximately RMB8,710.

Mr. Mats Lennart Harborn, born in February 1961, has been a non-executive Director since 14 December 2021. Mr. Harborn holds a bachelor of arts degree granted by Lund University majoring in Oriental Studies and Business Administration in Sweden. He was previously the Commercial Counsellor at the Swedish Embassy in China. Mr. Harborn joined Scania in 2004. He served successively as the Managing Director of Scania China Representative office as well as of Scania Sales (China) Co., Ltd. and the Executive Director of Scania China Strategic Office. Mr. Harborn has been the president of Scania China Group since May 2020. In addition, Mr. Harborn has been actively involved in Sino-European trade and business relations. He was previously the President of the European Chamber of Commerce in China, Chairman of Swedish Chamber of Commerce in China and the Chairman China Commercial Vehicles Board of European Automobile Manufacturers' Association (ACEA).

Mr. Harbon has entered into a service agreement with the Company for a term of three years commenced from 14 December 2021. 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 2021, he received total emoluments of approximately RMB8,710.

Dr. Lin Zhijun (林志軍博士), born in January 1955, has been an independent non-executive Director since 26 July 2007. Dr. Lin is an experienced accounting educator and researcher with a master's degree in Economics and a Ph.D. degree in Economics (Accounting) from Xiamen University and with a master's degree (MSc in Accounting) from University of Saskatchewan, Canada. He is a member of the American Institute of Certified Public Accountants (AICPA) and Global Management Accountant (CGMA), the Chinese Institute of Certified Public Accountants (CICPA) and the Certified Management Accountants of Australia (CMA). He is a member of various educational accounting associations, including the American Accounting Association and the International Association for Accounting Education and Research. Dr. Lin was previously an auditing staff at an international accounting firm (Touche Ross International, now known as "Deloitte Touche Tohmatsu") in Toronto. Since 1983, he has been teaching at Xiamen University in China, the University Lethbridge in Canada, the University of Hong Kong, Hong Kong Baptist University and Macau University of Science and Technology and he was the dean of School of Business of Macau University of Science and

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

Technology. Dr. Lin is also an author of a series of professional articles and books. He served as an independent director of Springland International Limited (delisted) and CITIC Dameng Holdings Ltd. He currently is also an independent nonexecutive director of three companies which securities are listed on the Main Board of the Stock Exchange, namely, China Everbright Limited, BOCOM International Holdings Company Limited and Dali Foods Group Company Limited.

Dr. Lin has entered into a service agreement with the Company for a term of three years commenced from 26 July 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 2021, he received total emoluments of approximately RMB180,000.

Mr. Lyu Shousheng (呂守升先生), born in May 1971, has been an independent non-executive Director since 16 May 2019. He has an MBA granted by the University of Illinois. Mr. Lyu possesses extensive experience and knowledge in the areas of human resource management and organizational changes. He served as the human resource manager of Bausch & Lomb (美國博士倫公司), the chief consulting officer and the national capability director of the China Region of Hay Group, senior vice president and a member of the executive committee of Kingsoft Corporation Limited, the deputy manager of Weichai Holdings, and the senior vice president, chief human resources officer and an executive committee member of AsiaInfo Technologies Limited. Mr. Lyu is currently the chairman of Human Resource Association for Chinese & Foreign Enterprises (HRA). He currently also holds various social roles including a member of the National Science and Technology Expert Database and a professional instructor in business administration of National School of Development in Peking University.

Mr. Lyu has entered into a service agreement with the Company for a term of three years commenced from 16 May 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 2021, he received total emoluments of approximately RMB180,000.

Mr. Zhang Zhong (張忠先生), born in November 1968, has been an independent non-executive Director since 23 September 2021. He is a lawyer and currently a partner of Beijing Zhonglun Law Firm (北京市中倫律師事務所). He holds a Bachelor of Laws and a Master of Laws, both granted by Renmin University of China (中國人民大學). He served as an independent non-executive director of Weichai Power, independent director of Zhewen Interactive Group Co., Ltd. (formerly known as “Keda Group Co., Ltd” (科達集團股份有限公司), and an independent director of Beijing Dalong Weiye Real Estate Development Co., Ltd. In addition, Mr. Zhang currently is an independent non-executive director of Concord New Energy Group Limited and an independent director of China Spacesat Co., Ltd..

Mr. Zhang has entered into a service agreement with the Company for a term of three years commenced from 23 September 2021. 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 2021, he received total emoluments of approximately RMB49,000.

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 3:00 p.m. on Tuesday, 28 June 2022 at Level 22, Nexxus Building, 41 Connaught Road Central, 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 2021.
2. To declare a final dividend of HK\$0.68 or RMB0.55 per share of the Company for the year ended 31 December 2021.
3.
 - A. To re-elect Mr. Cai Dong, a retiring Director, as an executive Director;
 - B. To re-elect Mr. Sun Shaojun, a retiring Director, as an executive Director;
 - C. To re-elect Mr. Jiang Kui, a retiring Director, as a non-executive Director;
 - D. To re-elect Mr Alexander Albertus Gerhardus Vlaskamp, a retiring Director, as a non-executive Director;
 - E. To re-elect Mr. Karsten Oellers, a retiring Director, as a non-executive Director;
 - F. To re-elect Mr. Mats Lennart Harborn, a retiring Director, as a non-executive Director;
 - G. To re-elect Dr. Lin Zhijun (who has served as an independent non-executive director for more than 9 years), a retiring Director, as an independent non-executive Director;

NOTICE OF ANNUAL GENERAL MEETING

- H. To re-elect Mr. Lyu Shousheng, a retiring Director, as an independent non-executive Director;
 - I. To re-elect Mr. Zhang Zhong, a retiring Director, as an independent non-executive Director; and
 - J. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as the independent auditor of the Company for the financial year ending 31 December 2022 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, 29 April 2022

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. Li Xia and Mr. Sun Shaojun; four non-executive directors of the Company including, Mr. Jiang Kui, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers and Mr. Mats Lennart Harborn; and six independent non-executive directors of the Company including Dr. Lin Zhijun, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing, Mr. Lyu Shousheng and Mr. Zhang Zhong.

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, 28 June 2022 and the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (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, 22 June 2022.
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.