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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)

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 Wednesday, 28 June 2023 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 2022.
2. To declare a final dividend of HK\$0.33 or RMB0.29 per share of the Company for the year ended 31 December 2022.
3.
 - A. To re-elect Mr. Wang Zhijian, a retiring Director, as an executive Director;
 - B. To re-elect Mr. Wang Chen, a retiring Director, as an executive Director;
 - C. To re-elect Mr. Liu Wei, a retiring Director, as an executive Director;
 - D. To re-elect Mr. Zhang Wei, a retiring Director, as an executive Director;
 - E. To re-elect Ms. Zhao Hong, a retiring Director, as an executive Director;
 - F. To re-elect Mr. Richard von Braunschweig, a retiring Director, as an executive Director;
 - G. To re-elect Mr. Liang Qing, a retiring Director, as an independent non-executive Director; and
 - H. To authorise the board of Directors to fix the remuneration of the Directors.

4. To appoint KPMG as the independent auditor of the Company for the financial year ending 31 December 2023 and to authorise the board of Directors to fix its remuneration.

SPECIAL RESOLUTION

To consider, if thought fit, pass (with or without modification) the following resolution as a special resolution of the Company:

5. **“THAT** the articles of association of the Company be and are hereby amended as detailed in the Appendix II Proposed Amendments to the Articles of Association to the circular of the Company dated 29 May 2023 and that the new Articles of Association produced to the meeting and initialed by the chairman of this meeting for the purpose of identification be and is hereby APPROVED AND ADOPTED in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this special resolution, and **THAT** any executive Director or the secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the new articles of association of the Company.”

ORDINARY RESOLUTIONS

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

6. **“THAT:**
 - A. the execution of the Supplemental Agreement to the 2023 CNHTC Products Sales Agreement (as defined in the supplemental circular of the Company dated 29 May 2023 (the **“Supplemental Circular”**)) be and is hereby ratified, confirmed and approved;
 - B. all transactions contemplated under the Supplemental Agreement to the 2023 CNHTC Products Sales Agreement and the proposed revised annual cap therefor for the year ending 31 December 2023 as set out in the Supplemental Circular be and are hereby approved; and
 - C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the Supplemental Agreement to the 2023 CNHTC Products Sales Agreement, the transactions contemplated thereunder and the proposed revised annual cap for the year ending 31 December 2023.”

7. **“THAT:**

- A. the execution of the Supplemental Agreement to the 2023 CNHTC Products Purchase Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;
- B. all transactions contemplated under the Supplemental Agreement to the 2023 CNHTC Products Purchase Agreement and the proposed revised annual cap therefor for the year ending 31 December 2023 as set out in the Supplemental Circular be and are hereby approved; and
- C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the Supplemental Agreement to the 2023 CNHTC Products Purchase Agreement, the transactions contemplated thereunder and the proposed revised annual cap for the year ending 31 December 2023.”

8. **“THAT:**

- A. the execution of the Supplemental Agreement to the 2023 Financial Services Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;
- B. all transactions contemplated under the Supplemental Agreement to the 2023 Financial Services Agreement and the proposed revised annual cap therefor for the year ending 31 December 2023 as set out in the Supplemental Circular be and are hereby approved; and
- C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the Supplemental Agreement to the 2023 Financial Services Agreement, the transactions contemplated thereunder and the proposed revised annual caps for the year ending 31 December 2023.”

9. **“THAT:**

- A. the execution of the 2026 CNHTC Sale of Goods Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;
- B. all transactions contemplated under the 2026 CNHTC Sale of Goods Agreement and the proposed annual caps therefor for the three years ending 31 December 2026 as set out in the Supplemental Circular be and are hereby approved; and

- C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the 2026 CNHTC Sale of Goods Agreement, the transactions contemplated thereunder and the proposed annual caps for three years ending 31 December 2026.”

10. **“THAT:**

- A. the execution of the 2026 CNHTC Purchase of Goods Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;
- B. all transactions contemplated under the 2026 CNHTC Purchase of Goods Agreement and the proposed annual caps therefor for the three years ending 31 December 2026 as set out in the Supplemental Circular be and are hereby approved; and
- C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the 2026 CNHTC Purchase of Goods Agreement, the transactions contemplated thereunder and the proposed annual caps for three years ending 31 December 2026.”

11. **“THAT:**

- A. the execution of the 2026 Provision of Financial Services Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;
- B. all transactions contemplated under the 2026 Provision of Financial Services Agreement and the proposed annual caps therefor for the three years ending 31 December 2026 as set out in the Supplemental Circular be and are hereby approved; and
- C. any executive Director be and is hereby authorised to do all acts and execute and deliver (whether under seal) all such documents for and on behalf of the Company as he/she considers necessary or desirable in connection with the 2026 Provision of Financial Services Agreement, the transactions contemplated thereunder and the proposed annual caps for three years ending 31 December 2026.”

By order of the Board
Sinotruk (Hong Kong) Limited
Wang Zhijian
Chairman of the Board

Ji’nan, the PRC, 29 May 2023

As at the date of this notice, the board of the Company consists of seven executive directors of the Company including Mr. Wang Zhijian, Mr. Wang Chen, Mr. Liu Wei, Mr. Zhang Wei, Ms. Li Xia, Ms. Zhao Hong and Mr. Richard von Braunschweig; four non-executive directors of the Company including Mr. Sun Shaojun, 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 Wednesday, 28 June 2023 and the register of members of the Company will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023 (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, 21 June 2023.
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.