

---

**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.*

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.*

---



**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**

---

This circular should be read together with the supplemental circular of the Company dated 24 May 2024 (the “**Supplemental Circular**”). A notice of an annual general meeting of Sinotruk (Hong Kong) Limited to be held at 3:00 p.m. on Friday, 28 June 2024 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji’nan City, Shandong Province, PRC (as the principal meeting venue) and Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong (as the additional meeting venue) is set out on pages AGM-1 to AGM-3 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.

24 May 2024

---

## TABLE OF CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I Biographical details of retiring Directors proposed to be re-elected</b> .....	I-1
<b>Notice of AGM</b> .....	AGM-1

---

## 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 Friday, 28 June 2024 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji’nan City, Shandong Province, PRC (as the principal meeting venue) and Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong (as the additional meeting venue) 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)
“Board”	the board of Directors
“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)
“China Transinfo Technology Co., Ltd.”	北京千方科技股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002373)
“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 substantial 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 meaning ascribed thereto under the Listing Rules
“core connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guangdong Highsun Group Co., Ltd.”	廣東海印集團股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 000861)
“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)

---

## DEFINITIONS

---

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hundsun Technologies Inc.”	恒生電子股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600570)
“INKON Life Technology Co., Ltd.”	盈康生命科技股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 300143)
“JD.com, Inc.”	a company listed on the Main Board of the Stock Exchange (stock codes: 9618 (HKD counter) and 89618 (RMB counter))
“Jiangsu Biopertectus Technologies Co., Ltd.”	江蘇碩世生物科技股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 688399)
“Kingsoft Corporation Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 03888)
“Latest Practicable Date”	Monday, 20 May 2024, 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, Macao Special Administrative Region and Taiwan
“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

---

## DEFINITIONS

---

“SHIG”	山東重工集團有限公司 (Shandong Heavy Industry Group Co., Ltd.), a state-owned enterprise organized 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Sun.King Technology Group Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 00580)
“Supplemental Circular”	the supplemental circular of the Company dated 24 May 2024
“Weichai Heavy-duty Machinery Co., Ltd.”	濰柴重機股份有限公司, 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 organized under the laws of the PRC with limited liability, being a wholly-owned subsidiary of SHIG
“Weichai Power”	Weichai Power Co., Ltd., a company organized 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)
“Yangzhou Yaxing Motor Coach Co., Ltd.”	揚州亞星客車股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600213)
“Zhejiang Wanfeng Auto Wheel Co., Ltd.”	浙江萬豐奧威汽輪股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002085)
“%”	per cent

\* For identification purposes only



**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. Wang Zhijian (*Chairman*)  
Mr. Wang Chen (*President*)  
Mr. Liu Zhengtao  
Mr. Liu Wei  
Mr. Zhang Wei  
Ms. Li Xia  
Mr. Richard von Braunschweig

***Headquarter:***

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

***Non-executive Directors:***

Mr. Cheng Guangxu  
Mr. Alexander Albertus Gerhardus Vlaskamp  
Mr. Karsten Oellers  
Mr. Mats Lennart Harborn

***Registered office:***

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

***Independent non-executive Directors:***

Dr. Wang Dengfeng  
Mr. Zhao Hang  
Mr. Liang Qing  
Mr. Lyu Shousheng  
Mr. Zhang Zhong  
Dr. Liu Xiaolun

24 May 2024

*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-3 to this circular.

---

## LETTER FROM THE BOARD

---

This circular should also be read together with the Supplemental Circular, which contains further details in respect of certain continuing connected transactions of the Company contemplated under the Supplemental Agreements to the 2026 CNHTC Sale of Goods Agreement and the 2026 CNHTC Purchase of Goods Agreement (as defined in the Supplemental Circular).

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Wang Zhijian, Mr. Wang Chen, Mr. Liu Zhengtao, Mr. Liu Wei, Mr. Zhang Wei, Ms. Li Xia, Mr. Richard von Braunschweig; the non-executive Directors are Mr. Cheng Guangxu, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers, Mr. Mats Lennart Harborn; and the independent non-executive Directors are Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun.

### **Retirement and re-election of Directors**

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.

Reference is made to the announcements of the Company dated 11 March 2024 and 13 May 2024 with respect to the appointment of Dr. Liu Xiaolun as an independent non-executive Director, Mr. Liu Zhengtao as an executive Director and Mr. Cheng Guangxu as a non-executive Director, respectively. According to the Articles, Dr. Liu Xiaolun, Mr. Liu Zhengtao and Mr. Cheng Guangxu shall retire at the AGM and be eligible for re-appointment. In addition, Ms. Li Xia, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng and Mr. Zhang Zhong 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.

The appointments of retiring Directors had been reviewed and assessed by the Nomination Committee. The Board, with the recommendation of the Nomination Committee, is of the view that Mr. Liu Zhengtao, Ms. Li Xia, Mr. Cheng Guangxu, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun are able to continue fulfilling their duties as required and each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun meets the independence guidelines set out in Rule 3.13 of the Listing Rules. Therefore, the Board has proposed that all of the retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Nomination Committee meeting and Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

---

## LETTER FROM THE BOARD

---

### **Nomination process for the independent non-executive Director subject to re-election at the AGM**

In identifying suitable director candidates and making recommendations to the Board, the Nomination Committee would take into account a range of diversity perspectives with reference to the Group's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The Nomination Committee is of the view that each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix I to this circular. Having taken into account the composition and existing skill mix of the Board, in particular, the qualifications, skills, experience, time commitment, contribution of the retiring independent non-executive Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination practice, the Nomination Committee considers that each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun can contribute to the diversity of the Board. Based on the annual independence confirmation of each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng and Mr. Zhang Zhong, and the independence confirmation of Dr. Liu Xiaolun dated 10 March 2024, the Nomination Committee is of the opinion that each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun continues to fulfil the independence requirement under Rule 3.13 of the Listing Rules.

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. Liu Zhengtao, Ms. Li Xia, Mr. Cheng Guangxu, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Liu Zhengtao, Ms. Li Xia, Mr. Cheng Guangxu, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun has no other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (c) each of Mr. Liu Zhengtao, Ms. Li Xia, Mr. Cheng Guangxu, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun does not hold any other major position within the Company or other members of the Group, and has not held any other directorships in public companies which securities 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;



---

## LETTER FROM THE BOARD

---

- (e) each of Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun has confirmed:
  - (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8);
  - (ii) that he does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and
  - (iii) that there are no other factors that may affect his independence;
- (f) 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\$1.063 or RMB0.965 (converted at the exchange rate of RMB0.90774 to HK\$1 as published by the People's Bank of China on Monday, 25 March 2024) per Share for the year ended 31 December 2023, if approved at the AGM, will be distributed on Friday, 6 September 2024 to Shareholders whose names appear on the register of members of the Company on Wednesday, 10 July 2024. In order to determine the entitlement of the Shareholders to the proposed 2023 final dividend, the register of members of the Company will be closed from Tuesday, 9 July 2024 to Wednesday, 10 July 2024 (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 Monday, 8 July 2024.

A 2023 RMB final dividend election form is enclosed herewith. Shareholders who wish to receive the 2023 final dividend 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 Wednesday, 31 July 2024.

### ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3:00 p.m. on Friday, 28 June 2024 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji'nan City, Shandong Province, PRC (as the principal meeting venue) and Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong (as the additional meeting venue) is set out on pages AGM-1 to AGM-3 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, the re-appointment of independent auditor, and the Supplemental Agreements to the 2026 CNHTC Sale of Goods Agreement and the 2026 CNHTC Purchase of Goods Agreement.

---

## LETTER FROM THE BOARD

---

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 Tuesday, 25 June 2024 to Friday, 28 June 2024 (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 Friday, 28 June 2024. 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 Monday, 24 June 2024.

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.

Other than in respect of the continuing connected transactions of the Company contemplated under the Supplemental Agreements to the 2026 CNHTC Sale of Goods Agreement and the 2026 CNHTC Purchase of Goods Agreement as disclosed in the Supplemental Circular, 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.

Please refer to the Supplemental Circular for further details of the continuing connected transactions contemplated under the Supplemental Agreements to the 2026 CNHTC Sale of Goods Agreement and the 2026 CNHTC Purchase of Goods Agreement, and the Board's recommendation in respect of the resolutions related thereto at the forthcoming AGM.

Yours faithfully  
By order of the Board  
**Sinotruk (Hong Kong) Limited**  
**Wang Zhijian**  
*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. Liu Zhengtao (劉正濤先生), born in October 1970, has been an executive Director since 13 May 2024. Mr. Liu holds a bachelor's degree and is an engineer. Mr. Liu is currently the deputy secretary of the party committee, the executive deputy general manager and the security director of CNHTC, and a director of Sinotruk Ji'nan Truck Co., Ltd. etc. He previously served as a member of the party committee, the deputy general manager and the purchase director of CNHTC, etc. He was an executive Director of the Company from 9 March 2020 to 5 December 2022 and the president of the Company from 15 June 2020 to 5 December 2022.

Mr. Liu has entered into a service agreement with the Company for a term of three years commenced from 13 May 2024. 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all executive Directors and also his duties and responsibilities.

Ms. Li Xia (李霞女士), born in January 1980, has been an executive Director and financial controller of the Group since 11 May 2021. She is a senior accountant with a master degree in business administration. Ms. Li currently is the deputy general manager and financial controller of CNHTC. Ms. Li has successively served various positions including as the departmental head of the finance department and deputy financial controller of Weichai Power, the financial controller and concurrently the departmental head of the finance department of Weichai Heavy-duty Machinery Co., Ltd. (濰柴重機股份有限公司), and a director of Yangzhou Yaxing Motor Coach Co., Ltd., (揚州亞星客車股份有限公司), etc.

Ms. Li has entered into a service agreement with the Company for a term of three years commenced from 11 May 2024. She 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all executive Directors and also her duties and responsibilities. For the year ended 31 December 2023, she received total emoluments of approximately RMB2,009,000.

Mr. Cheng Gaungxu (程廣旭先生), born in October 1972, has been a non-executive Director since 13 May 2024. Mr. Cheng holds a bachelor's degree in engineering and is a senior engineer. Mr. Cheng currently holds positions including the deputy general manager, the director of the brand and marketing management department and the general manager of major clients department of Weichai Power, etc. He previously served as the deputy chief technical officer and the deputy general manager of marketing department of Yangzhou Diesel Engine Co., Ltd., an assistant to the general manager of Weichai Power Yangzhou Diesel Engine Co., Ltd., the general manager of the truck power sales company of Weichai Power, and the assistant to president and the vice president of Weichai Power, etc.

Mr. Cheng has entered into a letter of appointment with the Company for a term of three years commenced from 13 May 2024. He receives an emolument of approximately RMB200,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all non-executive Directors and also his duties and responsibilities.

Mr. Cheng holds 600,000 ordinary shares listed on the Shenzhen Stock Exchange in the share capital of Weichai Power, an associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Wang Dengfeng (王登峰博士), 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). Dr. Wang completed his bachelor, master and doctorate degrees in engineering at Jilin University of Technology (吉林工業大學), the PRC. Dr. Wang successively held various positions including as a lecturer, a professor and the head of the Automotive and Tractor Faculty of Jilin University of Technology, a professor, doctoral tutor and associate dean of Automotive Engineering of Jilin University and Dr. Wang leads several national major research and development projects, technology support projects, the National High-tech R&D Program (863 Program) and projects supported by the National Natural Science Foundation of China. Dr. Wang received the title of “Excellent National Teacher” granted by the Ministry Education of the PRC, first class reward of China Automotive S&T Award in 2016 and “Outstanding Person” Award in the Chinese Automobile Industry for the 40th anniversary of the reform and opening up.

Dr. Wang has entered into a letter of appointment with the Company for a term of three years commenced from 9 March 2022. He receives an emolument of approximately RMB200,000 (before 1 July 2023: 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all independent non-executive Directors and also his duties and responsibilities. For the year ended 31 December 2023, he received total emoluments of approximately RMB190,000.

Mr. Zhao Hang (趙航先生), born in July 1955, has been an independent non-executive Director since 11 April 2016. Mr. Zhao is a researcher-grade senior engineer and obtained his bachelor’s degree in engineering from Jilin University of Technology (吉林工業大學), and a degree in executive master of business administration from China Europe International Business School (中歐國際工商學院). Mr. Zhao served as 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 (which is previously known as “Chongqing Vocational College of Transportation (重慶交通學院)”). In addition, Mr. Zhao held various other positions including 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 deputy chairman of the Society of Automotive Engineers of China (中國汽車工程學會) and the vice president of the China Association of Automobile Manufacturers (中國汽車工業協會). Mr. Zhao also served as an instructor at Transportation Engineering Institute of the Chinese People's Liberation Army (中國人民解放軍運輸工程學院) and the deputy chairman and chairman of China Automotive Technology & Research Center, etc. Mr. Zhao also held positions in various companies. He was a director of China Yiqi Co., Ltd. (中國一汽股份有限公司) (an unlisted company), a director of Zhejiang Wanfeng Auto Wheel Co., Ltd. (浙江萬豐奧威汽輪股份有限公司), an independent non-executive director of Sun.King Technology Group Limited (賽晶科技集團有限公司), an independent director of Shanghai Baolong Automotive Corporation (上海保隆汽車科技股份有限公司) and an independent director of SG Automotive Group Co., Ltd. (遼寧曙光汽車集團股份有限公司). In addition, Mr. Zhao currently is also the chairman of Zhongfalian Investment Co., Ltd. (中發聯投資有限公司) (an unlisted company) and an independent director of Hainan Drinda Automotive Trim Co., Ltd. (海南鈞達汽車飾件股份有限公司). In addition, he 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 has entered into a letter of appointment with the Company for a term of three years commenced from 11 April 2022. He receives an emolument of approximately RMB200,000 (before 1 July 2023: 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all independent non-executive Directors and also his duties and responsibilities. For the year ended 31 December 2023, he received total emoluments of approximately RMB190,000.

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 in the areas of strategic management, organizational reform and human resource management. He previously 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 (金山軟件有限公司), the deputy manager of Weichai Holdings, and the senior vice president, chief human resources officer, an executive committee member of AsiaInfo Technologies Limited (亞信科技控股有限公司) and the deputy general manager of JD.com Inc. (京東集團股份有限公司). Mr. Lyu is currently a partner at HIPO (高潛諮詢公司) and the honorary 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 at National School of Development in Peking University.

Mr. Lyu has entered into a letter of appointment with the Company for a term of three years commenced from 16 May 2022. He receives an emolument of approximately RMB200,000 (before 1 July 2023: 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all independent non-executive Directors and also his duties and responsibilities. For the year ended 31 December 2023, he received total emoluments of approximately RMB190,000.

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 is currently a partner of Beijing Zhonglun Law Firm (北京市中倫律師事務所). He holds a bachelor's degree in laws and a master degree in laws both from Renmin University of China (中國人民大學). Mr. Zhang currently is an independent non-executive director of Concord New Energy Group Limited (協和新能源集團有限公司) and an independent director of China Spacesat Co., Ltd. (中國東方紅衛星股份有限公司).

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commenced from 23 September 2021. He receives an emolument of approximately RMB200,000 (before 1 July 2023: 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 after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all independent non-executive Directors and also his duties and responsibilities. For the year ended 31 December 2023, he received total emoluments of approximately RMB190,000.

Dr. Liu Xiaolun (劉霄倫博士), born in March 1972, has been an independent non-executive Director since 12 March 2024. Dr. Liu holds a doctoral degree in enterprise management (corporate governance direction) and is a Chinese Certified Public Accountant (non-practicing). He is currently a lecturer, an associate professor, and the responsible professor of the risk management and internal control programme at Beijing National Accounting Institute (北京國家會計學院). Dr. Liu has previously served as a senior auditor of Arthur Andersen • Hua Qiang Certified Public Accountants and a senior auditor at the Beijing office of Price Waterhouse (now known as PricewaterhouseCoopers). He has also served as an independent director of China Transinfo Technology Co., Ltd. (北京千方科技股份有限公司), Guangdong Highsun Group Co., Ltd. (廣東海印集團股份有限公司), and INKON Life Technology Co., Ltd. (盈康生命科技股份有限公司). Dr. Liu currently serves as an independent director of Hundsun Technologies Inc. (恒生電子股份有限公司) and Jiangsu Bioperfectus Technologies Co., Ltd. (江蘇碩世生物科技股份有限公司).

Dr. Liu has entered into a letter of appointment with the Company for a term of three years commenced from 12 March 2024. He receives an emolument of approximately RMB200,000 per annum and is subject to retirement by rotation and re-election in accordance with the Articles. The remuneration was determined by the Board after considering the recommendation of the Remuneration Committee, with reference to the remuneration of all independent non-executive Directors and also his duties and responsibilities.

---

## 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 Friday, 28 June 2024 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji’nan City, Shandong Province, PRC (as the principal meeting venue) and Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong (as the additional meeting venue) 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 2023.
2. To declare a final dividend of HK\$1.063 or RMB0.965 per share of the Company for the year ended 31 December 2023.
3.
  - A. To re-elect Mr. Liu Zhengtao, a retiring Director, as an executive Director;
  - B. To re-elect Ms. Li Xia, a retiring Director, as an executive Director;
  - C. To re-elect Mr. Cheng Guangxu, a retiring Director, as a non-executive Director;
  - D. To re-elect Dr. Wang Dengfeng, a retiring Director, as an independent non-executive Director;
  - E. To re-elect Mr. Zhao Hang, a retiring Director, as an independent non-executive Director;
  - F. To re-elect Mr. Lyu Shousheng, a retiring Director, as an independent non-executive Director;
  - G. To re-elect Mr. Zhang Zhong, a retiring Director, as an independent non-executive Director;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- H. To re-elect Dr. Liu Xiaolun, a retiring Director, as an independent non-executive Director; and
  - I. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-appoint KPMG as the independent auditor of the Company for the financial year ending 31 December 2024 and to authorise the board of Directors to fix its remuneration.
5. **“THAT:**
- A. the execution of the Supplemental Agreement to the 2026 CNHTC Sale of Goods Agreement (as defined in the supplemental circular of the Company dated 24 May 2024 (the **“Supplemental Circular”**)) be and is hereby ratified, confirmed and approved;
  - B. all transactions contemplated under the Supplemental Agreement to the 2026 CNHTC Sale of Goods Agreement and the proposed revised 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 Supplemental Agreement to the 2026 CNHTC Sale of Goods Agreement, the transactions contemplated thereunder and the proposed revised annual caps for three years ending 31 December 2026.”
6. **“THAT:**
- A. the execution of the Supplemental Agreement to 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 Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement and the proposed revised 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 Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the transactions contemplated thereunder and the proposed revised 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, 24 May 2024



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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 Zhengtao, Mr. Liu Wei, Mr. Zhang Wei, Ms. Li Xia and Mr. Richard von Braunschweig; four non-executive directors of the Company including Mr. Cheng Guangxu, Mr. Alexander Albertus Gerhardus Vlaskamp, Mr. Karsten Oellers and Mr. Mats Lennart Harborn; and six independent non-executive directors of the Company including Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Liang Qing, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun.*

*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 Friday, 28 June 2024 and the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (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 Monday, 24 June 2024.
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.