SINOTRUK (HONG KONG) LIMITED
中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

南華融資有限公司
South China Capital Limited

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

The Board announces that on 31 October 2025, the Company has entered into (i) the 2028 Finance Lease and Guarantee Agreement with CNHTC to renew the CNHTC Continuing Connected Transaction for a term of three years commencing on 1 January 2026 and ending on 31 December 2028; (ii) the 2026 Weichai Parts Purchase Agreement with Weichai Holdings to renew the Weichai Continuing Connected Transaction for a term of one year ending 31 December 2026, as more particularly detailed herein.

IMPLICATIONS UNDER THE LISTING RULES

Renewal of CNHTC Continuing Connected Transaction

CNHTC is a controlling shareholder of the Company. Accordingly, the transactions between the Group and the CNHTC Group as contemplated under the 2028 Finance Lease and Guarantee Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio calculated pursuant to the Listing Rules in respect of the transactions contemplated under the 2028 Finance Lease and Guarantee Agreement (on an annual basis) exceeds 0.1% but all of which are less than 5%, such transactions are subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Renewal of Weichai Continuing Connected Transaction

SHIG is a controlling shareholder of the Company and a connected person of the Company. Weichai Holdings is a wholly-owned subsidiary of SHIG and, hence, is an associate of SHIG and is also a connected person of the Company. Accordingly, the transactions between the Group and the Weichai Group as contemplated under the 2026 Weichai Parts Purchase Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio calculated pursuant to the Listing Rules in respect of the transactions contemplated under the 2026 Weichai Parts Purchase Agreement (on an annual basis) exceeds 5%, such transactions are subject to the reporting, announcement, annual review, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

A circular containing, among other things, further details in relation to the transactions contemplated under the 2026 Weichai Parts Purchase Agreement and the relevant Proposed New Cap, a letter from the Independent Board Committee, the recommendations of the Independent Financial Adviser, together with a notice of the general meeting will be despatched to the Shareholders on or about 28 November 2025.

I. INTRODUCTION

Reference is made to (i) the Company's announcement dated 30 October 2023 ("**Announcement**") in respect of, inter alia, the 2025 Finance Lease and Guarantee Agreement where the existing annual caps for the CNHTC Continuing Connected Transaction were set; and (ii) the Company's announcement dated 29 October 2024 and the Company's circular dated 29 November 2024, in respect of, inter alia, the 2025 Weichai Parts Purchase Agreement where the existing annual cap for the Weichai Continuing Connected Transaction was set.

As the 2025 Finance Lease and Guarantee Agreement and the 2025 Weichai Parts Purchase Agreement will expire at the end of 2025 and the Board intends to (i) renew the CNHTC Continuing Connected Transaction under the 2025 Finance Lease and Guarantee Agreement for a term of three years; and (ii) renew the Weichai Continuing Connected Transaction under the 2025 Weichai Parts Purchase Agreement for a term of one year.

Accordingly, the Board announces that on 31 October 2025:

(i) the 2028 Finance Lease and Guarantee Agreement has been entered into, with a term of three years commencing on 1 January 2026 and ending on 31 December 2028; and

(ii) the 2026 Weichai Parts Purchase Agreement has been entered into, with a term of one year commencing on 1 January 2026 and ending on 31 December 2026.

II. RENEWAL OF CNHTC CONTINUING CONNECTED TRANSACTION

In order to continue the CNHTC Continuing Connected Transaction with the CNHTC Group following the expiry of the 2025 Finance Lease and Guarantee Agreement, the Company (for itself and on behalf of its subsidiaries (in the capacity as the Group Purchaser)) entered into the 2028 Finance Lease and Guarantee Agreement with CNHTC (for itself and on behalf of CNHTC Group), on terms substantially the same as those of the 2025 Finance Lease and Guarantee Agreement.

The principal terms of the 2028 Finance Lease and Guarantee Agreement and the transactions contemplated thereunder are as follows:

Date	:	31 October 2025
Parties	:	(1) CNHTC
		(2) the Company
Term	:	Three years from 1 January 2026 to 31 December 2028 (both days inclusive)

Subject matter:

Pursuant to the 2028 Finance Lease and Guarantee Agreement, (i) the Company and its subsidiaries (in the capacity as the Group Purchaser) have agreed to obtain finance lease services from member(s) of the CNHTC Group and/or independent third party financial institution(s) (in the capacity as the Financial Institution), and (ii) the Group (in the capacity as the Group Guarantor) and the CNHTC Group have agreed to provide guarantee to the relevant Financial Institution(s) in repurchasing the Leased Products in the event of default by the Group Purchaser.

Other terms and details:

Pursuant to the 2028 Finance Lease and Guarantee Agreement, the relevant finance lease arrangement may adopt a direct leasing arrangement or a sale and lease-back arrangement:

(1) Direct leasing arrangement: the Financial Institution, at the request of the Group Purchaser, directly purchases the Leased Product from the supplier, and leases such Leased Product to the Group Purchaser for its use. The Group Purchaser will pay rent to the Financial Institution, and upon the expiry of the lease term, the relevant Financial Institution shall transfer the ownership of the Leased Product back to the Group Purchaser at a notional value.

(2) Sale and lease-back arrangement: the Financial Institution grants a loan to the Group Purchaser conditional upon the transfer of the ownership of the Leased Product purchased by the Group Purchaser to the relevant Financial Institution. The Group Purchaser shall repay such underlying loan to the Financial Institution in the form of a lease payment for the use of the Leased Product, and upon fulfilment of all outstanding lease payment obligations, the relevant Financial Institution shall transfer the ownership of the Leased Product back to the Group Purchaser at a notional value.

The Company and its subsidiaries (in the capacity as the Group Purchaser) will enter into separate agreements with member(s) of the CNHTC Group and/or independent third party financial institution(s) (in the capacity as the Financial Institution) to further specify details of the finance lease arrangement and the guarantee requested, which will in general involve one of the following two modes:

(a) Where the Leased Products are supplied by the CNHTC Group, the Group Purchaser will obtain a finance lease from the relevant Financial Institution (which may be a member of the CNHTC Group or independent third party financial institution(s) that is qualified to provide the relevant finance lease services), either in the form of a direct leasing arrangement or a sale and lease-back arrangement. Where the relevant finance lease is a sale and lease-back arrangement, the Group Purchaser purchases the Leased Products from the CNHTC Seller and transfers the ownership of the Leased Products to the Financial Institution pursuant to the finance lease. Under these circumstances, the purchase by the Group Purchaser from the CNHTC Seller constitutes separate continuing connected transactions of the Company, and are governed under the Supplemented 2026 CNHTC Purchase of Goods Agreement for the year of 2026 and similar continuing connected transactions agreement for the years of 2027 and 2028. The Company shall renew the Supplemented 2026 CNHTC Purchase of Goods Agreement when and as appropriate.

In the meantime, at the request of the Financial Institution, the Group Guarantor and/or the CNHTC Seller may provide a repurchase guarantee in the following manner:

(i) The Group Guarantor, being a member of the Group and usually the parent company of the Group Purchaser, shall provide a guarantee to the Financial Institution to repurchase the Leased Product from the Financial Institution in the event that the Group Purchaser defaults in repaying the underlying loan to the relevant finance lease.

(ii) The CNHTC Seller shall provide a guarantee to repurchase the Leased Product from Financial Institution either (i) in the event of the failure by the Group Guarantor to perform its repurchase obligations (as set out above) upon the default of Group Purchaser; or (ii) in the event that the Group Purchaser defaults in repaying the underlying loan to the relevant finance lease.

(b) Where the Leased Products are supplied by the Group, the Group Purchaser will obtain a finance lease from the relevant Financial Institution (which may be a member of the CNHTC Group or independent third party financial institution(s) that is qualified to provide the relevant finance lease services), either in the form of a direct leasing arrangement or a sale and lease-back arrangement. Where the relevant finance lease is a sale and lease-back arrangement, the Group Purchaser purchases certain Leased Product from the Group Seller, and transfers the ownership of the Leased Product to the Financial Institution pursuant to the finance lease. Under these circumstances, where the Group Purchaser is a connected subsidiary of the Group, the purchase by the connected subsidiary of the Group from the Group constitutes separate continuing connected transactions of the Company, and are governed under the Supplemented 2026 CNHTC Sale of Goods Agreement for the year of 2026 and similar continuing connected transactions agreement for the years of 2027 and 2028. The Company shall renew the Supplemented 2026 CNHTC Sale of Goods Agreement when and as appropriate. In the meantime, at the request of the Financial Institution, the Group Guarantor, being a member of the Group and usually the parent company of the Group Purchaser, may provide a guarantee to the Financial Institution to repurchase the Leased Product from the Financial Institution in the event that the Group Purchaser defaults in repaying the underlying loan to the relevant finance lease. Under this mode, the Group Seller will usually not be required to provide a further guarantee to repurchase the Leased Product as the risk of default by the Group Purchaser is considered to be relatively low taking into account the type of Leased Product involved.

Interest rate and payment methods

The interest shall be charged by the relevant Financial Institutions on the outstanding amount of the loan, which interest shall normally accrue day-to-day and be calculated on the basis of 360 days per annum. Such interest rate is determined with reference to the one-year loan prime rate (LPR) published by the National Interbank Funding Center and the interest rates for loan facilities of the same tenure and type as offered by major commercial banks in the PRC.

The parties shall agree on flexible payment methods in each of the specific agreement entered into pursuant to this 2028 Finance Lease and Guarantee Agreement based on the cash flow requirements, including but not limited to rental payment in equal or unequal installments on a monthly or quarterly or annual basis in advance or in arrears.

Previous Caps

The following table summarises the previous caps for the transactions contemplated under the 2025 Finance Lease and Guarantee Agreement for the years ended 31 December 2023 and 2024 and the year ending 31 December 2025:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the year ending 31 December 2025**
	RMB'000	*RMB'000*	*RMB'000*
Previous caps	330,000	620,000	882,000

Historical transaction amounts

The following table summarises the approximate historical amounts in respect of the finance lease services provided by the CNHTC Group to the Group (inclusive of the Digital Technology Group) for the two years ended 31 December 2024 and the nine months ended 30 September 2025, respectively:

	For the year ended 31 December 2023 *(RMB'000)*	**For the year ended 31 December 2024** *(RMB'000)*	**For the nine months ended 30 September 2025** *(RMB'000)*
Historical transaction amounts (maximum day-end balance of the outstanding amount)	34,000*(Note)*	364,000	356,000

Note: Such historical amount represents the maximum day-end balance of the outstanding amount under the finance lease services provided by the CNHTC Group to the Digital Technology Group after Digital Technology becoming a subsidiary of the Company (i.e. after the completion of the Capital Contribution). For the avoidance of doubt, this amount excludes such balance of RMB150,071,000 that existed prior to the completion of the Capital Contribution.

New Caps and basis

Given that the repurchase of the Leased Products from the relevant Financial Institution shall be made at a price equivalent to the outstanding amount of the underlying loan, the maximum day-end balance of the outstanding amount under the finance lease arrangements is set as the New Caps for this CNHTC Continuing Connected Transaction.

The following table shows the New Caps for the finance lease arrangements contemplated under the 2028 Finance Lease and Guarantee Agreement:

	For the year ending 31 December 2026 *(RMB'000)*	**For the year ending 31 December 2027** *(RMB'000)*	**For the year ending 31 December 2028** *(RMB'000)*
New Caps	220,000	120,000	60,000

The New Caps for the three years ending 31 December 2028 for the transactions contemplated under the 2028 Finance Lease and Guarantee Agreement were determined after considering the following factors:

(i) the actual transaction amount (maximum day-end balance of the outstanding amount) for the nine months ended 30 September 2025;

(ii) the amount of the existing finance lease arrangement required to run and maintain the new energy commercial vehicle asset management platform and the amount of future finance lease arrangement in line with the pace of business layout and the optimization of the capital structure of the Digital Technology Group;

(iii) the total amount of the underlying loan under the finance lease arrangements contemplated under the 2028 Finance Lease and Guarantee Agreement is expected to be approximately RMB203 million, RMB109 million and RMB50 million respectively for each of the three years ending 31 December 2028, and the assumption that the interest rate will be around 4% to 5%.

As the highest percentage ratio calculated pursuant to the Listing Rules in respect of the transactions contemplated under the 2028 Finance Lease and Guarantee Agreement exceeds 0.1% but all of which are less than 5%, such transactions are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Internal control procedures

The Group has established procedures for monitoring the continuing connected transactions in which various departments of the Group will be responsible for the implementation, monitoring and review of such procedures. The Company's securities management department (the "**Securities Management Department**") carries out regular meetings on the management and control of continuing connected transactions to monitor and ensure all the relevant continuing connected transactions are in compliance with the relevant rules and regulations. The Group's finance department (the "**Group Finance Department**") prepares, on a monthly basis, the maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) of the continuing connected transactions and checks the maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) of the continuing connected transaction against the respective pre-approved cap. If any maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) exceeds 70% of the pre-approved annual cap, the relevant continuing connected transaction will be reported to the Securities Management Department for monitoring, follow-up and, if necessary, revision of the annual cap in accordance with the requirements of the Listing Rules. The Group's internal audit department will conduct semi-annual and annual reviews to check whether these transactions are conducted in accordance with the established procedures and internal controls and assess the effectiveness of the internal controls. In addition, the Company will engage the external auditors of the Company to conduct an annual review of the relevant continuing connected transactions of the Group to report to the Board on whether there are any unapproved continuing connected transactions or any non-compliance, in all material respects, of the pricing policies and terms of the continuing connected transactions, including any exceeding of the pre-approved annual caps.

Reasons for and benefits of entering into the 2028 Finance Lease and Guarantee Agreement

The Digital Technology Group, being non-wholly owned subsidiaries and connected subsidiaries of the Company, operates the new energy commercial vehicle asset management platform. It has been obtaining certain financing through the finance lease arrangements contemplated under the 2025 Finance Lease and Guarantee Agreement to support its operations. The aforementioned agreement will expiry on 31 December 2025. However, the Digital Technology Group, based on its business strategies, may need to continue to seek financing for the planned and actual development of its operations.

Through entering into the 2028 Finance Lease and Guarantee Agreement to renew the finance lease arrangements, the Digital Technology Group can continue its existing financing arrangements with minimal disruptions to its business, and may continue to obtain new financial resources from the CNHTC Group or independent third party financial institutions to maintain a stable funding for its purchase of vehicles and related products for the purpose of continuing its new energy commercial vehicle asset management platform. In light of the expected synergy effect of the Digital Technology Group's business and the existing business of the Group, the Board is of the view that such transactions will further enhance the Group's technological competitiveness, and refine the ecosystem of the Group's businesses by expanding into the logistics operations.

The terms of the 2028 Finance Lease and Guarantee Agreement were made after arm's length negotiations between the Company and CNHTC. The Board (including the independent non-executive Directors but excluding the CNHTC Interested Directors) was of the view that such terms are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, and the aforesaid agreement has been entered into in the ordinary and usual course of business of the Group.

III. RENEWAL OF WEICHAI CONTINUING CONNECTED TRANSACTION

In order to continue the Weichai Continuing Connected Transaction with the Weichai Group following the expiry of the 2025 Weichai Parts Purchase Agreement, the Company (for itself and on behalf of its subsidiaries) entered into the 2026 Weichai Parts Purchase Agreement with Weichai Holdings (for itself and on behalf of the Weichai Group), on terms substantially the same as those of the 2025 Weichai Parts Purchase Agreement.

The principal terms of the 2026 Weichai Parts Purchase Agreement and the transactions contemplated thereunder are as follows:

Date	:	31 October 2025
Parties	:	(1) Weichai Holdings
		(2) the Company
Term	:	One year from 1 January 2026 to 31 December 2026 (both days inclusive)

Subject matter:

Pursuant to the 2026 Weichai Parts Purchase Agreement, the Weichai Group has agreed to sell raw materials, parts and components, assemblies, semi-finished products (including but not limited to engines, gearboxes, axles and batteries) and related services, etc. (the "**Parts For Purchase**") to the Group.

Other terms and details:

Pursuant to the 2026 Weichai Parts Purchase Agreement, separate agreements will be entered into by relevant members of the Group and relevant members of the Weichai Group which will further provide the details of the parts to be purchased including the payment terms, product specifications, delivery time and quantity. The payment terms for each batch of parts will be based on normal commercial terms or industry practices provided that full payment shall be made by way of cash, cheques, notes, bills or letters of credit within 120 days from the date of purchase.

Pricing

Pursuant to the terms of the 2026 Weichai Parts Purchase Agreement, the Weichai Group will provide the Group with a selling price list of its parts which is applicable to all of its customers. Based on the aforesaid price list provided by the Weichai Group and the price quotation offered by other qualified suppliers, the Group will negotiate with all qualified suppliers including the Weichai Group to determine the agreed prices of all the parts, after taking into consideration the market conditions at the relevant time, the size of orders and the technical conditions, and all the purchases of parts from independent suppliers and the Weichai Group will be fixed at these agreed selling prices. The Group will prepare a parts purchase price list, which summarises all agreed parts purchase prices with independent parts suppliers and the Weichai Group, for all procurement departments of the Group to follow. Accordingly, the prices for the transactions under the 2026 Weichai Parts Purchase Agreement will be determined in accordance with the market price approach to ensure that the prices for the parts supplied by the Weichai Group are no less favourable to the Group than those offered by independent third parties.

Previous Caps

The following table summaries the previous caps for the transactions contemplated under the 2023 Weichai Parts Purchase Agreement for the year ended 31 December 2023, the transactions contemplated under the 2024 Weichai Parts Purchase Agreement for the year ended 31 December 2024 and the transactions contemplated under the 2025 Weichai Parts Purchase Agreement for the year ending 31 December 2025:

	For the year ended 31 December 2023 *(RMB'000)*	**For the year ended 31 December 2024** *(RMB'000)*	**For the year ending 31 December 2025** *(RMB'000)*
Previous caps	17,680,000	29,200,000	24,000,000

Historical transaction amounts

The following table summarises the approximate historical amounts in respect of the purchase of the Parts For Purchase from the Weichai Group for the two years ended 31 December 2024 and for the nine months ended 30 September 2025, respectively:

	For the year ended 31 December 2023 *(RMB'000)*	**For the year ended 31 December 2024** *(RMB'000)*	**For the nine months ended 30 September 2025** *(RMB'000)*
Historical transaction amounts	14,175,000	16,221,000	10,958,000

Proposed New Cap and basis

The Proposed New Cap for the year ending 31 December 2026 for the transactions contemplated under the 2026 Weichai Parts Purchase Agreement is RMB21,000 million.

The Proposed New Cap for the year ending 31 December 2026 for the transactions contemplated under the 2026 Weichai Parts Purchase Agreement was determined after considering the following factors:

(i) the actual transaction amount of purchase from the Weichai Group for the nine months ended 30 September 2025, which amounts to approximately 67.6% of the historical transaction amount for the year ended 31 December 2024, and on an annualised basis, represents a decrease of approximately 9.9% compared to the historical transaction amount for the year ended 31 December 2024 and reflecting a stabilising trend in the Group's overall procurement demand following a period of significant growth in 2023 and 2024;

(ii) domestically, under the continued implementation of governmental policies to promote the retirement and replacement of aged vehicles and the "double-carbon" policy, the potential for vehicles replacement is continued to be created and support for the increase in sales volume of new energy vehicles in the industry is maintained. The steady implementation of Belt and Road Initiative and the internationalisation strategy of RMB, together with the improvement in quality of domestic vehicles, contribute to the expectation in steady increase of scale of export in the midst of intensifying competition;

(iii) in 2025, by leveraging the Group's strong product portfolio including its advantageous products such as high-end, high-horsepower, and AMT trending products, the Group has continued to enhance its competitiveness and brand recognition. The core competitiveness of the Group's products has also significantly improved, with enhanced regulatory compliance and risk resilience. With the combined effect of the aforesaid factors, it is expected that there would be a steady increase in the demand of the Group's products, which would in turn result in a stable demand for purchasing the Parts For Purchase by the Group from the Weichai Group to equip its vehicle products; and

(iv) the actual transaction amount for the year ended 31 December 2024 of approximately RMB16,221 million represents a utilisation rate of approximately 55.6% of the annual cap for the year ended 31 December 2024 under the 2024 Weichai Parts Purchase Agreement, and the annualised transaction amount for the year ending 31 December 2025 (based on the actual transaction amount for the nine months ended 30 September 2025) represents a utilisation rate of approximately 60.9% of the existing annual cap for the year ending 31 December 2025. Taking into account the aforesaid utilisation rates, the Proposed New Cap for the year ending 31 December 2026 has been adjusted downwards from the existing annual cap for the year ending 31 December 2025 under the 2025 Weichai Parts Purchase Agreement.

For the abovementioned reasons, it is believed that the Group's purchase of the Parts For Purchase from the Weichai Group for the year ending 31 December 2026 will remain generally stable as compared with that for the year ending 31 December 2025, reflecting the steady demand in both the heavy duty truck and light duty truck markets. In light of the stabilising market conditions and the annualised utilisation rate of the cap for the year ending 31 December 2025, the Board proposed that the Proposed New Cap for the year ending 31 December 2026 under the 2026 Weichai Parts Purchase Agreement be set at RMB21,000 million.

The 2026 Weichai Parts Purchase Agreement and the relevant Proposed New Cap are subject to the reporting, announcement, annual review, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Internal control procedures

In order to ensure that the prices of each of the transactions are determined in accordance with the pricing policy applicable to the 2026 Weichai Parts Purchase Agreement, and the prices are no less favourable than those provided to the Group by independent third parties, the Group will ask for quotations from the independent third party suppliers and the Weichai Group. Based on these quotations, it will cross check the prices of the parts offered by the independent third party suppliers and the Weichai Group. If the Group also produces such parts, it will also compare the intragroup selling prices of the Group against those offered by the Weichai Group. The Group will then negotiate with the independent third party suppliers and the Weichai Group to finalise the prices of the parts and compile the parts price list for the relevant parts to be purchased, after taking into consideration the market conditions at the relevant time and the technical conditions. By conducting the aforesaid comparisons of the prices of the parts offered by the Weichai Group, the Group ensures that the prices of the parts offered by the Weichai Group are fair and reasonable.

In addition, the procurement department of subsidiaries of the Company may use the open tender for procurement by inviting at least two to three independent suppliers and the Weichai Group. The quotation review committee of the Group comprising experts from the procurement department, the technical department and the finance department will review and assess the quotations from technical, commercial and financial perspectives and make recommendations to the responsible management or executive Directors. The value engineering department of the Group will oversee the quotation review process to ensure that the prices of the parts to be purchased from the Weichai Group are competitive and comparable to those offered by independent third parties.

Further, the Group has established procedures for monitoring the continuing connected transactions in which various departments of the Group will be responsible for the implementation, monitoring and review of such procedures. The Securities Management Department carries out regular meetings on the management and control of continuing connected transactions to monitor and ensure all the relevant continuing connected transactions are in compliance with the relevant rules and regulations. The Group Finance Department prepares, on a monthly basis, the maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) of the continuing connected transactions and checks the maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) of the continuing connected transaction against the respective pre-approved cap. If any maximum day-end balance and/or the accumulated annual transaction amount (as the case may be) exceeds 70% of the pre-approved annual cap, the relevant continuing connected transaction will be reported to the Securities Management Department for monitoring, follow-up and, if necessary, revision of the annual cap in accordance with the requirements of the Listing Rules. The Group's internal audit department will conduct semi-annual and annual reviews to check whether these transactions are conducted in accordance with the established procedures and internal controls and assess the effectiveness of the internal controls. In addition, the Company will engage the external auditors of the Company to conduct an annual review of the relevant continuing connected transactions of the Group to report to the Board on whether there are any unapproved continuing connected transactions or any non-compliance, in all material respects, of the pricing policies and terms of the continuing connected transactions, including any exceeding of the pre-approved annual caps.

Reasons and benefits of entering into the 2026 Weichai Parts Purchase Agreement

The Weichai Group has been supplying the Parts For Purchase to the Group. The 2025 Weichai Parts Purchase Agreement, which governed such transactions, will expire at the end of 2025 and the Group intends to continue the relevant transactions with the Weichai Group after the expiry of the 2025 Weichai Parts Purchase Agreement.

The Weichai Group is able to make up for the Group's shortfall in certain power range and the engines produced by the Weichai Group enjoy strong product competitiveness in the market. By purchasing and equipping the Group's products with the Parts For Purchase from the Weichai Group, the Group is able to diversify its product portfolios, make up for its deficiency in segment markets and regional markets, and increase the market share of various model series of its products. The Group has maintained a long-term cooperation with Weichai Group in the purchase of the Parts For Purchase. Such cooperation has consistently won wide market recognition and contributed to the increase in the sales volume of the Group's products in the recent years. In view of the continued market's demand and recognition of the Group's vehicle products equipped with the Parts For Purchase, the Board considers it will be in the interest of the Group to continue purchasing the Parts For Purchase from the Weichai Group. Given the expected stable demand in the Group's products in the year 2026 driven by on-going demand for replacement of vehicles and gradual penetration of new energy vehicles promoted by governmental policies, the Group would continue its procurement of the Parts For Purchase from the Weichai Group to meet such demand. The expected increase in sales of the Group's products equipped with the Parts For Purchase is expected to sustain the overall sale volumes of the products of the Group and, in turn, driving the revenue of the Group.

In light of the above, the Board (excluding the independent non-executive Directors who will express their views in the circular after considering the advice of the Independent Financial Adviser) believed that it was in the best interest of the Group to continue purchasing the Parts For Purchase from the Weichai Group.

The terms of the 2026 Weichai Parts Purchase Agreement were made after arm's length negotiations between the Company and Weichai Holdings. The Board (excluding the independent non-executive Directors who will express their views in the circular after considering the advice of the Independent Financial Adviser) was of the view that the transactions contemplated under the 2026 Weichai Parts Purchase Agreement were on normal commercial terms, no less favourable than those available from independent third parties under prevailing local market conditions; the 2026 Weichai Parts Purchase Agreement was entered into in the ordinary and usual course of business of the Group; and the terms of the transactions under the 2026 Weichai Parts Purchase Agreement (including the Proposed New Cap) were fair and reasonable, and were in the interests of the Company and the Shareholders as a whole.

IV. INFORMATION ON THE PARTIES TO THE 2028 FINANCE LEASE AND GUARANTEE AGREEMENT AND THE 2026 WEICHAI PARTS PURCHASE AGREEMENT

The Company

The Company is principally engaged in investment holding. The Group primarily specialises in the research, development and manufacturing of heavy duty trucks, medium-heavy duty trucks, light duty trucks, etc. and related key assemblies, parts and components including engines, cabins, axles, steel frames and gearboxes, and the provision of financial services. The Company is ultimately governed and controlled by 山東省人民政府國有資產監督管理委員會 (Shandong Provincial State-owned Assets Supervision and Administration Commission *).

CNHTC

As at the date of this announcement, CNHTC is the holder of 51% of the Shares. CNHTC is therefore a connected person of the Company for the purpose of the Listing Rules. CNHTC is a commercial vehicles manufacturer and a controlling shareholder of the Company. It is a state-owned enterprise organised under the laws of the PRC with limited liability and is held as to approximately 65% by SHIG which is in turn ultimately governed and controlled by 山東省人民政府國有資產監督管理委員會 (Shandong Provincial State-owned Assets Supervision and Administration Commission *).

Weichai Holdings

Weichai Holdings, being a wholly-owned subsidiary of SHIG, is a company established in the PRC with limited liability. According to the public information available, the Weichai Group is principally engaged in the manufacturing and sale of engines, heavy duty trucks, gear boxes, parts and components of heavy duty trucks and hydraulics controlling parts.

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, Weichai Holdings is wholly-owned by SHIG which is, in turn, one of the leading automobile and equipment groups in the PRC. SHIG was owned as to 70% by 山東省人民政府國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the Shandong Government *), 20% by 山東發展投資控股集團有限公司 (Shandong Development of Investment Holding Group Co., Ltd. *) and 10% by 山東省財欣資產運營有限公司 (Shandong Caixin Asset Management Co., Ltd. *). To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, 山東發展投資控股集團有限公司 (Shandong Development of Investment Holding Group Co., Ltd. *) and 山東省財欣資產運營有限公司 (Shandong Caixin Asset Management Co., Ltd. *) are both PRC state-owned entities.

V. IMPLICATIONS UNDER THE LISTING RULES

Renewal of CNHTC Continuing Connected Transaction

CNHTC is a controlling shareholder of the Company. Accordingly, the transactions between the Group and the CNHTC Group as contemplated under the 2028 Finance Lease and Guarantee Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio calculated pursuant to the Listing Rules in respect of the transactions contemplated under the 2028 Finance Lease and Guarantee Agreement (on an annual basis) exceeds 0.1% but all of which are less than 5%, such transactions are subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

At the Board meeting approving, inter alia, the 2028 Finance Lease and Guarantee Agreement and the New Caps, in view of their respective positions in the relevant connected persons, the CNHTC Interested Directors, namely Mr. Liu Zhengtao, Mr. Liu Wei, Ms. Li Xia, Mr. Han Feng, Mr. Zhao Hua and Mr. Wang Dechun, have abstained from voting on the resolutions approving the 2028 Finance Lease and Guarantee Agreement and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has a material interest in the CNHTC Continuing Connected Transaction.

Renewal of Weichai Continuing Connected Transaction

SHIG is a controlling shareholder of the Company and a connected person of the Company. Weichai Holdings is a wholly-owned subsidiary of SHIG and, hence, is an associate of SHIG and is also a connected person of the Company. Accordingly, the transactions between the Group and the Weichai Group as contemplated under the 2026 Weichai Parts Purchase Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio calculated pursuant to the Listing Rules in respect of the transactions contemplated under the 2026 Weichai Parts Purchase Agreement (on an annual basis) exceeds 5%, such transactions are subject to the reporting, announcement, annual review, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

At the Board meeting approving, inter alia, the 2026 Weichai Parts Purchase Agreement and the Proposed New Cap, none of the Directors has a material interest in the Weichai Continuing Connected Transaction.

VI. APPROVAL BY INDEPENDENT SHAREHOLDERS AND DESPATCH OF CIRCULAR

According to Chapter 14A of the Listing Rules, the Company will seek approval from the Independent Shareholders for the 2026 Weichai Parts Purchase Agreement and the transactions contemplated thereunder at the general meeting of the Company. SHIG and its associates will abstain from voting in relation to the relevant resolutions.

The Independent Board Committee (consisting of all independent non-executive Directors, namely Mr. Lyu Shousheng, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Zhang Zhong and Dr. Liu Xiaolun) has been formed to advise the Independent Shareholders with respect to the Weichai Continuing Connected Transaction (namely, the 2026 Weichai Parts Purchase Agreement and the relevant Proposed New Cap). South China Capital Limited has been appointed as the independent financial adviser to make recommendations to the Independent Board Committee and the Independent Shareholders regarding the same.

A circular containing, among other things, further details in relation to the Weichai Continuing Connected Transaction (namely, the 2026 Weichai Parts Purchase Agreement and the relevant Proposed New Cap), a letter from the Independent Board Committee, the recommendations of the Independent Financial Adviser, together with a notice of the general meeting will be despatched to the Shareholders. As the Company expects that more time will be needed to prepare the information to be contained in the circular, the circular will be despatched to the Shareholders on or before 28 November 2025 in accordance with the Listing Rules.

VII. DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

"2023 Weichai Parts Purchase Agreement"	the agreement dated 2 November 2022 entered into between the Company (for itself and on behalf of its subsidiaries) and Weichai Holdings (for itself and on behalf of Weichai Holdings and its associates) and as supplemented by the supplemental agreement dated 30 October 2023, under which Weichai Holdings and its associates had agreed to supply raw materials, parts, components, assemblies, semi-finished products and related services, etc. to the Group
"2024 Weichai Parts Purchase Agreement"	the agreement dated 30 October 2023 entered into between the Company (for itself and on behalf of its subsidiaries) and Weichai Holdings (for itself and on behalf of the Weichai Group), under which the Weichai Group had agreed to supply raw materials, parts, components, assemblies, semi-finished products and related services, etc. to the Group

"2025 Finance Lease and Guarantee Agreement"	the agreement dated 30 October 2023 entered into between the Company (for itself and on behalf of its subsidiaries) and CNHTC (for itself and on behalf of the CNHTC Group), under which (i) the Group (in the capacity as the Group Purchaser) had agreed to obtain finance lease services from member(s) of the CNHTC Group and/or independent third party financial institution(s) (in the capacity as the Financial Institution), and (ii) the Group (in the capacity as the Group Guarantor) and the CNHTC Group had agreed to provide guarantee to the relevant Financial Institution(s) in repurchasing the Leased Products in the event of default by the Group Purchaser
"2025 Weichai Parts Purchase Agreement"	the agreement dated 29 October 2024 entered into between the Company (for itself and on behalf of its subsidiaries) and Weichai Holdings (for itself and on behalf of the Weichai Group), under which the Weichai Holdings had agreed to supply raw materials, parts, components, assemblies, semi-finished products and related services, etc. to the Group
"2026 Weichai Parts Purchase Agreement"	the agreement dated 31 October 2025 entered into between the Company (for itself and on behalf of its subsidiaries) and Weichai Holdings (for itself and on behalf of the Weichai Group), details of which are set out in section III. in this announcement
"2028 Finance Lease and Guarantee Agreement"	the agreement dated 31 October 2025 entered into between the Company (for itself and on behalf of its subsidiaries) and CNHTC (for itself and on behalf of the CNHTC Group), details of which are set out in section II. in this announcement
"Associate(s)"	has the meaning ascribed to an "associate" under Rule 14A.06(2) of the Listing Rules, and further includes any company that constitutes a connected subsidiary of the Company pursuant to Rule 14A.16 of the Listing Rules due to such associate's shareholding therein

"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Capital Contribution"	the capital contribution made by the Group to Digital Technology as disclosed in the announcement of the Company dated 20 September 2023
"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
"CNHTC Continuing Connected Transaction"	the continuing connected transaction(s) between the Group and the CNHTC Group as described under section II. in this announcement
"CNHTC Group"	CNHTC and its Associates but excluding any member of the Group which constitutes an associate of CNHTC solely due to CNHTC's indirect interest in the shares of the Company
"CNHTC Interested Director(s)"	Mr. Liu Zhengtao, Mr. Liu Wei, Ms. Li Xia, Mr. Han Feng, Mr. Zhao Hua and Mr. Wang Dechun
"CNHTC Seller"	certain member(s) of the CNHTC Group
"Company"	Sinotruk (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Digital Technology"	山東同心智行數智科技有限公司 (Shandong Tongxin Zhixing Digital Technology Co., Ltd. *, formerly known as 濰柴智能科技有限公司 (Weichai Intelligent Technology Co., Ltd. *)), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company

"Digital Technology Group"	Digital Technology and its subsidiaries
"Director(s)"	the director(s) of the Company
"Financial Institution(s)"	certain member(s) of the CNHTC Group and/or independent third party financial institution(s) that is qualified to provide the relevant finance lease services
"Group"	the Company and its subsidiaries
"Group Finance Department"	has the meaning ascribed thereto under section II. in this announcement
"Group Guarantor" or "Group Purchaser" or "Group Seller"	certain members of the Group
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company comprising Mr. Lyu Shousheng, Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Zhang Zhong and Dr. Liu Xiaolun
"Independent Financial Adviser"	South China Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the 2026 Weichai Parts Purchase Agreement
"Independent Shareholders"	Shareholders who are not required to abstain from voting at the general meeting of the Company in respect of the transactions contemplated under the 2026 Weichai Parts Purchase Agreement
"Leased Product(s)"	vehicles and related products purchased from the relevant vehicle manufacturer and/or distributor
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"New Caps"	the new annual caps for the CNHTC Continuing Connected Transaction as set out in section II. in this announcement
"Parts For Purchase"	has the meaning ascribed thereto under section III. in this announcement
"PRC"	the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macao Special Administrative Region and Taiwan
"Proposed New Cap"	the new annual cap for the Weichai Continuing Connected Transaction as set out in section III. in this announcement
"RMB"	Renminbi, the lawful currency of the PRC
"Securities Management Department"	has the meaning ascribed thereto under section II. in this announcement
"Share(s)"	ordinary share(s) in the capital of the Company
"Shareholder(s)"	holder(s) of the shares in the Company
"SHIG"	山東重工集團有限公司 (Shandong Heavy Industry Group Co., Ltd. *), a company established in the PRC with limited liability which is a controlling shareholder of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemented 2026 CNHTC Purchase of Goods Agreement"	the agreement dated 31 March 2023 entered into between the Company (for itself and on behalf of its subsidiaries) and CNHTC (for itself and on behalf of the CNHTC Group) and as supplemented by the supplemental agreement dated 25 March 2024, under which the CNHTC Group has agreed to sell products including vehicles, refitted trucks, chassis, and add-on products (such as trunk, flatbed, tank), semi-trailer trucks, raw materials, parts and components, assemblies, semi-finished products etc. to the Group

"Supplemented 2026 CNHTC Sale of Goods Agreement"	the agreement dated 31 March 2023 entered into between the Company (for itself and on behalf of its subsidiaries) and CNHTC (for itself and on behalf of the CNHTC Group) and as supplemented by the supplemental agreement dated 25 March 2024, under which the Group has agreed to supply products including trucks, chassis and semi-tractor trucks, raw materials, parts and components, semi-finished products etc. to the CNHTC Group
"Weichai Continuing Connected Transaction(s)"	the continuing connected transaction(s) between the Group and the Weichai Group as described under section III. in this announcement
"Weichai Group"	Weichai Holdings and its Associates, but excluding any member of the Group which constitutes an associate of Weichai Holdings solely due to SHIG's indirect interest in the Shares of the Company
"Weichai Holdings"	濰柴控股集團有限公司 (Weichai Group Holdings Limited *), a company established in the PRC with limited liability which is a wholly-owned subsidiary of SHIG
"%"	per cent

* *For identification purposes only*

By order of the Board
Sinotruk (Hong Kong) Limited
Liu Zhengtao
Chairman of the Board

Ji'nan, the PRC, 31 October 2025

As at the date of this announcement, the board of the Company consists of seven executive directors of the Company including Mr. Liu Zhengtao, Mr. Liu Wei, Ms. Li Xia, Mr. Han Feng, Mr. Zhao Hua, Mr. Wang Dechun and Ms. Han Xing; three non-executive directors of the Company including Mr. Cheng Guangxu, Mr. Karsten Oellers and Mr. Mats Lennart Harborn; and five independent non-executive directors of the Company including Dr. Wang Dengfeng, Mr. Zhao Hang, Mr. Lyu Shousheng, Mr. Zhang Zhong and Dr. Liu Xiaolun.