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SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Sinotruk (Hong Kong) Limited (the “**Company**”) will be held at 3:00 p.m. on 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;

- 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

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.