# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinotruk (Hong Kong) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)
(Stock Code: 03808)

- (1) RE-ELECTION OF RETIRING DIRECTORS
- (2) DECLARATION OF THE FINAL DIVIDEND
- (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR AND
  - (4) NOTICE OF ANNUAL GENERAL MEETING

A notice of an annual general meeting of Sinotruk (Hong Kong) Limited to be held at 3:00 p.m. on Thursday, 26 June 2025 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji'nan City, Shandong Province, PRC (as the principal meeting venue) and Units 2102-03, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (as the additional meeting venue) is set out on pages AGM-1 to AGM-2 of this circular.

Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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## **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 Thursday, 26 June 2025 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji'nan City, Shandong Province, PRC (as the principal meeting venue) and Units 2102-03, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (as the additional meeting venue) or any adjournment thereof

"Articles" the articles of association of the Company

"Board" the board of Directors

"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

"controlling shareholder" has the meaning ascribed thereto under the Listing Rules

"Director(s)" the director(s) of the Company

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Latest Practicable Date" 24 April 2025, 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

"Remuneration Committee" the remuneration committee of the Company

# **DEFINITIONS**

"RMB" Renminbi, the lawful currency of the PRC

"SFO" Securities and Futures Ordinance (Chapter 571 of the Laws of

Hong Kong)

"Share(s)" ordinary share(s) in the capital of the Company

"Shareholder(s)" holder(s) of the Share(s)

"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

"%" per cent

<sup>\*</sup> 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. Liu Zhengtao (President)

Mr. Wang Dechun (Executive President)

Ms. Li Xia

Mr. Zhao Hua

Ms. Han Xing

#### Non-executive Directors:

Mr. Cheng Guangxu

Mr. Karsten Oellers

Mr. Mats Lennart Harborn

## Independent non-executive Directors:

Dr. Wang Dengfeng

Mr. Zhao Hang

Mr. Liang Qing

Mr. Lyu Shousheng

Mr. Zhang Zhong

Dr. Liu Xiaolun

## Headquarter:

Sinotruk Tower

No. 777 Hua'ao Road

Innovation Zone

Ji'nan City

Shandong Province

**PRC** 

Postal Code 250101

#### Registered office:

Units 2102-03

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

29 April 2025

To the Shareholders

Dear Sir/Madam

- (1) RE-ELECTION OF RETIRING DIRECTORS
- (2) DECLARATION OF THE FINAL DIVIDEND
- (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR AND
  - (4) NOTICE OF ANNUAL GENERAL MEETING

## INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the re-election of retiring Directors; (ii) the declaration of the final dividend; and (iii) the re-appointment of independent auditor. A notice convening the AGM is set out on pages AGM-1 to AGM-2 to this circular.

#### LETTER FROM THE BOARD

#### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Wang Zhijian, Mr. Liu Zhengtao, Mr. Wang Dechun, Ms. Li Xia, Mr. Zhao Hua and Ms. Han Xing; the non-executive Directors are Mr. Cheng Guangxu, Mr. Karsten Oellers and 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 20 December 2024 and 27 March 2025 with respect to the appointment of Mr. Wang Dechun, Mr. Zhao Hua and Ms. Han Xing as executive Directors. According to the Articles, Mr. Wang Dechun, Mr. Zhao Hua and Ms. Han Xing shall retire at the AGM and be eligible for re-appointment. In addition, Mr. Karsten Oellers and Mr. Mats Lennart Harborn 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. Wang Dechun, Mr. Zhao Hua, Ms. Han Xing, Mr. Karsten Oellers and Mr. Mats Lennart Harborn are able to continue fulfilling their duties as required. 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.

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. Wang Dechun, Mr. Zhao Hua, Ms. Han Xing, Mr. Karsten Oellers and Mr. Mats Lennart Harborn does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Wang Dechun, Mr. Zhao Hua, Ms. Han Xing, Mr. Karsten Oellers and Mr. Mats Lennart Harborn 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;

### LETTER FROM THE BOARD

- (c) each of Mr. Wang Dechun, Mr. Zhao Hua, Ms. Han Xing, Mr. Karsten Oellers and Mr. Mats Lennart Harborn 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; and
- (e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the aforesaid retiring Directors.

#### DECLARATION OF THE FINAL DIVIDEND

The final dividend of either HK\$0.55 or RMB0.51 (converted at the exchange rate of RMB0.92294 to HK\$1 as published by the People's Bank of China on Thursday, 27 March 2025) per Share for the year ended 31 December 2024, if approved at the AGM, will be distributed on Thursday, 4 September 2025 to Shareholders whose names appear on the register of members of the Company on Thursday, 10 July 2025. In order to determine the entitlement of the Shareholders to the proposed 2024 final dividend, the register of members of the Company will be closed from Wednesday, 9 July 2025 to Thursday, 10 July 2025 (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 Tuesday, 8 July 2025.

A 2024 RMB final dividend election form is enclosed herewith. Shareholders who wish to receive the 2024 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 Thursday, 31 July 2025.

#### ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3:00 p.m. on Thursday, 26 June 2025 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji'nan City, Shandong Province, PRC (as the principal meeting venue) and Units 2102-03, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (as the additional meeting venue) is set out on pages AGM-1 to AGM-2 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the declaration of the final dividend, and the re-appointment of independent auditor.

#### 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 Monday, 23 June 2025 to Thursday, 26 June 2025 (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 Thursday, 26 June 2025. 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 Friday, 20 June 2025.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. At the AGM, the chairman of the AGM will therefore demand a poll for every resolution put to vote of the AGM pursuant to article 61 of the Articles.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

## RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the declaration of the final dividend and the re-appointment of independent auditor are in the interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of the relevant resolutions in relation to the foregoing at the forthcoming AGM.

Yours faithfully
By order of the Board
Sinotruk (Hong Kong) Limited
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. Wang Dechun (王德春), born in November 1968, has been an executive Director since 20 December 2024. Mr. Wang holds a bachelor's degree in engineering from Jilin University of Technology (吉林工業大學) and has extensive work experience in the automotive industry. Mr. Wang has successively served as the assistant to general manager, director of product application development, director of product planning and director of sales of CNHTC, the chairman of the board of directors and deputy general manager of Sinotruk Ji'nan Truck Co., Ltd., the executive general manager and general manager of the sales department of the light-duty trucks division of CNHTC, the chairman of the board of directors of Sinotruk Qingdao Heavy Industry Co., Ltd., the chairman of the board of directors of Sinotruk Hubei Huawei Special Vehicles Co., Ltd., and the chairman of the board of directors of Sinotruk Liuzhou Yunli Special Purpose Vehicle Co., Ltd., etc.

Mr. Wang has entered into a service agreement with the Company for a term of three years commenced from 20 December 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 Directors and also his duties and responsibilities. For the year ended 31 December 2024, he received total emoluments of approximately RMB44,000.

Mr. Zhao Hua (趙華), born in November 1981, has been an executive Director since 27 March 2025. Mr. Zhao holds a bachelor's degree in law from Yanshan University. Mr. Zhao Hua has extensive working experience in the automotive industry and currently serves as, among others, a vice president of the Company, the chairman of the board and the general manager of Sinotruk International, etc. He previously held positions such as the CIS business director and marketing CEO, and the deputy general manager of International Department of CNHTC. Mr. Zhao has been granted 300,000 award shares of the Company on 6 June 2024 pursuant to the restricted share award scheme adopted by the Company on 17 March 2024. Such award shares are subject to certain vesting conditions and are currently not vested yet.

Mr. Zhao has entered into a service agreement with the Company for a term of three years commenced from 27 March 2025. 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 Directors and also his duties and responsibilities.

Ms. Han Xing (韓星女士), born in November 1983, has been an executive Director since 20 December 2024. Ms. Han holds a bachelor's degree from Shandong University and a degree of master of executive business administration from China Europe International Business School. With extensive working experience in the automotive industry, Ms. Han is currently the head of the Ji'nan Branch of MAN Truck and Bus Trading (China) Co., Ltd. and the strategy representative of MAN Truck & Bus SE in China. She has successively served as the manager of the Enterprise Cooperation Key Project Leading Office and the director of the International Department at CNHTC, the assistant manager of the Business Controls and Development Department at Beijing Mercedes Benz Sales and Service Co. Ltd., the senior manager of industrial project, and the director of strategic cooperation at the Ji'nan Branch of MAN Truck and Bus Trading (China) Co., Ltd.

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

Ms Han has entered into a service agreement with the Company for a term of three years commenced from 20 December 2024. She receives an emolument of approximately RMB550,700 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 Directors and also her duties and responsibilities. For the year ended 31 December 2024, she received total emoluments of approximately RMB18,000.

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

Mr. Oellers has entered into a letter of appointment with the Company for a term of three years commenced from 14 December 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. For the year ended 31 December 2024, he received total emoluments of approximately RMB200,000.

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

Mr. Harborn has entered into a letter of appointment with the Company for a term of three years commenced from 14 December 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. For the year ended 31 December 2024, he received total emoluments of approximately RMB200,000.



# 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 Thursday, 26 June 2025 at the meeting centre at No. 688 Shunhua South Road, Licheng District, Ji'nan City, Shandong Province, PRC (as the principal meeting venue) and Units 2102-03, China Merchants Tower, Shun Tak Centre, 168-200 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:

- 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 2024.
- 2. To declare a final dividend of HK\$0.55 or RMB0.51 per share of the Company for the year ended 31 December 2024.
- 3. A. To re-elect Mr. Wang Dechun, a retiring Director, as an executive Director;
  - B. To re-elect Mr. Zhao Hua, a retiring Director, as an executive Director;
  - C. To re-elect Ms. Han Xing, a retiring Director, as an executive Director;
  - D. To re-elect Mr. Karsten Oellers, a retiring Director, as a non-executive Director;
  - E. To re-elect Mr. Mats Lennart Harborn, a retiring Director, as a non-executive Director; and
  - F. To authorise the board of Directors to fix the remuneration of the Directors.

#### NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint KPMG as the independent auditor of the Company for the financial year ending 31 December 2025 and to authorise the board of Directors to fix its remuneration.

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

Ji'nan, the PRC, 29 April 2025

As at the date of this notice, the board of the Company consists of six executive directors of the Company including Mr. Wang Zhijian, Mr. Liu Zhengtao, Mr. Wang Dechun, Ms. Li Xia, Mr. Zhao Hua and Ms. Han Xing; three non-executive directors of the Company including Mr. Cheng Guangxu, 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 Thursday, 26 June 2025 and the register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (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 Friday, 20 June 2025.
- 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.