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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

This circular should be read together with the supplemental circular of the Company dated 18 May 2026 (the “**Supplemental Circular**”).

A notice of an annual general meeting of Sinotruk (Hong Kong) Limited to be held at 3:00 p.m. on Monday, 29 June 2026 at the meeting centre at Sinotruk Tower, No. 777 Hua’ao Road, Innovation Zone, 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-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 Shops 1712-1716, 17th 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.

18 May 2026

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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 Monday, 29 June 2026 at the meeting centre at Sinotruk Tower, No. 777 Hua’ao Road, Innovation Zone, 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
“AsiaInfo Technologies Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 01675)
“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 controlling shareholder of the Company
“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
“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
“Hainan Drinda New Energy Technology Co., Ltd.”	海南鈞達新能源科技股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002865)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JD.com, Inc.”	a company listed on the Main Board of the Stock Exchange (stock codes: 09618 (HKD counter) and 89618 (RMB counter))

DEFINITIONS

“Ji’nan Truck Company”	中國重汽集團濟南卡車股份有限公司 (Sinotruk Ji’nan Truck Co., Ltd.), a joint stock company organized under the laws of the PRC with limited liability, being a non-wholly owned subsidiary of the Company and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000951)
“Kingsoft Corporation Limited”	a company listed on the Main Board of the Stock Exchange (stock code: 03888)
“Latest Practicable Date”	12 May 2026, 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 of the Hong Kong Limited
“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
“RMB”	Renminbi, the lawful currency of the PRC
“SDHi”	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 of the Company
“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
“Share Award Scheme”	has the meaning ascribed thereto under the section headed “ANNUAL GENERAL MEETING” in this circular
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Stock Exchange”	Shenzhen Stock Exchange in the PRC
“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 18 May 2026
“Trustee”	has the meaning ascribed thereto under the section headed “ANNUAL GENERAL MEETING” in this circular
“Weichai Holdings”	濰柴控股集團有限公司 (Weichai Group Holdings Co., Ltd.*), a company organized under the laws of the PRC with limited liability, being a wholly-owned subsidiary of SDHi
“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)
“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. Liu Zhengtao (*Chairman*)
Mr. Liu Wei (*President*)
Ms. Li Xia
Mr. Han Feng
Mr. Zhao Hua
Mr. Wang Dechun
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. 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

18 May 2026

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.

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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 Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the 2029 CNHTC Sale of Goods Agreement and the 2029 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. Liu Zhengtao, Mr. Liu Wei, Ms. Li Xia, Mr. Han Feng, Mr. Zhao Hua, Mr. Wang Dechun 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. 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 27 June 2025 with respect to the appointment of Mr. Liu Wei and Mr. Han Feng as executive Directors. According to the Articles, Mr. Liu Wei and Mr. Han Feng shall retire at the AGM and be eligible for re-appointment. In addition, Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng 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 Wei, Mr. Han Feng, Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng 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.

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 and Mr. Lyu Shousheng 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 and Mr. Lyu Shousheng can contribute to the diversity of the Board. Based on the annual independence confirmation of each of Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng, the Nomination Committee is of the opinion that each of Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng continues to fulfil the independence requirement under Rule 3.13 of the Listing Rules.

Each of Dr. Wang Dengfeng and Mr. Zhao Hang has been serving as an independent non-executive Director for more than nine years during which period they have provided independent advice and insight to the Board. They have in-depth understanding of the automotive industry, the Group's business and operation and have also demonstrated strong independence by providing impartial views and comments at the Board and/or Board committee meetings during their tenure of office. They have not taken part in the day-to-day management of the Company and have no relationship with any Directors, controlling Shareholders and senior management of the Company. The Nomination Committee considered that the long service will not affect their exercise of independent judgment and was satisfied that they have the required integrity and experience to continue fulfilling the role of independent non-executive Directors. In accordance with the Corporate Governance Code as set out in the Listing Rules, a separate resolution will be proposed for their re-election 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. Liu Wei, Mr. Han Feng, Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Liu Wei, Mr. Han Feng, Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng 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. Liu Wei, Mr. Han Feng, Dr. Wang Dengfeng, Mr. Zhao Hang and Mr. Lyu Shousheng 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\$0.88 or RMB0.78 (converted at the exchange rate of RMB0.88361 to HK\$1 as published by the People's Bank of China on Friday, 27 March 2026) per Share for the year ended 31 December 2025, if approved at the AGM, will be distributed on Friday, 11 September 2026 to Shareholders whose names appear on the register of members of the Company on Thursday, 16 July 2026. In order to determine the entitlement of the Shareholders to the proposed 2025 final dividend, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026 (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 Friday, 10 July 2026.

A 2025 RMB final dividend election form is enclosed herewith. Shareholders who wish to receive the 2025 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, 6 August 2026.

PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint KPMG as the independent auditor of the Company for the year ending 31 December 2026 and until the next annual general meeting of the Company, to provide annual financial report audit services for the year ending 31 December 2026, and to authorize the Board to fix their remuneration.

The estimated audit fee agreed with KPMG for the upcoming reporting period is expected to be in the range of RMB6 million to RMB8 million, based on the 2025 annual audit fee. This estimate is based on discussions between the Company and KPMG, taking into account the current audit fee, the complexity of the Group's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and KPMG's resources required to perform the audit work,

LETTER FROM THE BOARD

which are expected to be similar to those in the year ended 31 December 2025. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3:00 p.m. on Monday, 29 June 2026 at the meeting centre at Sinotruk Tower, No. 777 Hua'ao Road, Innovation Zone, 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-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, the Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the 2029 CNHTC Sale of Goods Agreement and the 2029 CNHTC Purchase of Goods Agreement.

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 Shops 1712-1716, 17th 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.

The AGM of the Company will be held on Monday, 29 June 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is Monday, 29 June 2026 and the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (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 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, 23 June 2026.

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.

The Company had adopted a restricted share award scheme (the "**Share Award Scheme**") and the trustee of the Share Award Scheme (the "**Trustee**") held 26,520,000 Shares (representing approximately 0.96% of the total number of Shares in issue), being unvested Shares held by the Trustee under the Share Award Scheme, as at the Latest Practicable Date. According to the terms of the Share Award Scheme and Rule 17.05A of the Listing Rules, the Trustee was required to and has abstained from voting for the resolutions proposed at the AGM. Save as disclosed and those in respect

LETTER FROM THE BOARD

of the continuing connected transactions of the Company contemplated under the Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the 2029 CNHTC Sale of Goods Agreement and the 2029 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 Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the 2029 CNHTC Sale of Goods Agreement and the 2029 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
Liu Zhengtao
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 Wei (劉偉先生), born in April 1970, has been an executive Director and the president of the Company since 27 June 2025. Mr. Liu holds a bachelor's degree in engineering majoring in automotive internal combustion engineering from Wuhan Institute of Technology (武漢工學院) (now known as "Wuhan University of Technology (武漢理工大學)") and a master degree in business administration from the School of Management of Shandong University (山東大學管理學院). Mr. Liu Wei currently is the deputy secretary of the party committee, a director and the general manager of CNHTC. Mr. Liu has successively served as the international business director and the director of the department of international commerce of SDHi, in various technical and management positions of CNHTC, as an executive Director from 9 December 2014 to 27 March 2025, the head of the international sales division of the Company, and a director of Ji'nan Truck Company, etc. Mr. Liu has been granted 500,000 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. Liu has entered into a service agreement with the Company for a term of three years commenced from 27 June 2025. He receives an emolument of approximately RMB853,800 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 2025, he received total emoluments of approximately RMB2,571,000 including share-based payment from the award shares at approximately RMB1,337,000.

Mr. Han Feng (韓峰先生), born in April 1976, has been an executive Director since 27 June 2025. Mr. Han holds a ph.D. degree in engineering of advanced manufacturing from Tianjin University (天津大學) and is a chief senior engineer. Mr. Han currently serves as a deputy general manager of CNHTC. Mr. Han has previously served as the product planning director of SDHi, an assistant to the general manager, the security director, the dean and vice dean of the automotive research institute and the dean of the commercial vehicles powertrains research institute of CNHTC, and the vice dean of the engines research institute of Weichai Power., etc. Mr. Han has been granted 350,000 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. Han has entered into a service agreement with the Company for a term of three years commenced from 27 June 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. For the year ended 31 December 2025, he received total emoluments of approximately RMB1,581,000 including share-based payment from the award shares at approximately RMB642,000.

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 holds his bachelor, master and doctorate degrees in engineering at Jilin University of Technology (吉林工業大學), the PRC. Dr. Wang is currently a professor, doctoral tutor, the director of the Academic Committee and the director of the Automotive Lightweight Research Center of 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 of the Society of Automotive Engineers of China (中國汽車工程學會). Dr. Wang successively held various positions including as a lecturer, the deputy head and head of the Automotive and Tractor Faculty of Jilin University of Technology, and an associate dean of Automotive Engineering Faculty of Jilin University. 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 honorary titles such as the title of “Excellent National Teacher” granted by the Ministry of Education of the PRC, the “Outstanding Person” award of the Chinese Automobile Industry for the 40th anniversary of the reform and opening up as well as some provincial and ministerial level special and first prizes in science and technology.

Dr. Wang has entered into a letter of appointment with the Company for a term of three years commenced from 9 March 2025. 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. For the year ended 31 December 2025, he received total emoluments of approximately RMB200,000.

Mr. Zhao Hang (趙航先生), born in July 1955, has been an independent non-executive Director since 11 April 2016. Mr. Zhao holds a 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 is a researcher-grade senior engineer. Mr. Zhao previously 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), an independent director of SG

Automotive Group Co., Ltd. (遼寧曙光汽車集團股份有限公司) and an independent director of Hainan Drinda New Energy Technology Co., Ltd. (海南鈞達新能源科技股份有限公司) and the chairman of Zhongfalian Investment Co., Ltd. (中發聯投資有限公司) (an unlisted company). 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 2025. 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. For the year ended 31 December 2025, he received total emoluments of approximately RMB200,000.

Mr. Lyu Shousheng (呂守升先生), born in May 1971, has been an independent non-executive Director since 16 May 2019. Mr. Lyu has an MBA granted by the University of Illinois. 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) and 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 of Peking University. Mr. Lyu 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, the 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 and 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 has entered into a letter of appointment with the Company for a term of three years commenced from 16 May 2025. 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. For the year ended 31 December 2025, he received total emoluments of approximately RMB200,000.

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 Monday, 29 June 2026 at the meeting centre at Sinotruk Tower, No. 777 Hua’ao Road, Innovation Zone, 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:

1. To receive, consider and adopt the audited consolidated financial statements of the Company, 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 2025.
2. To declare a final dividend of HK\$0.88 or RMB0.78 per share of the Company for the year ended 31 December 2025.
3.
 - A. To re-elect Mr. Liu Wei, a retiring Director, as an executive Director;
 - B. To re-elect Mr. Han Feng, a retiring Director, as an executive Director;
 - C. To re-elect Dr. Wang Dengfeng, a retiring Director, as an independent non-executive Director;
 - D. To re-elect Mr. Zhao Hang, a retiring Director, as an independent non-executive Director;
 - E. To re-elect Mr. Lyu Shousheng, a retiring Director, as an independent 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 2026 and to authorise the board of Directors to fix its remuneration.

5. **“THAT:**
 - A. the execution of the Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement (as defined in the supplemental circular of the Company dated 18 May 2026 (the **“Supplemental Circular”**)) be and is hereby ratified, confirmed and approved;

 - B. all transactions contemplated under the Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement and the proposed revised annual cap therefor for the year 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 Second Supplemental Agreement to the 2026 CNHTC Purchase of Goods Agreement, the transactions contemplated thereunder and the proposed revised annual cap for the year ending 31 December 2026.”

6. **“THAT:**
 - A. the execution of the 2029 CNHTC Sale of Goods Agreement (as defined in the Supplemental Circular) be and is hereby ratified, confirmed and approved;

 - B. all transactions contemplated under the 2029 CNHTC Sale of Goods Agreement and the proposed annual caps therefor for the three years ending 31 December 2029 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 2029 CNHTC Sale of Goods Agreement, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2029.”

7. **“THAT:**
 - A. the execution of the 2029 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 2029 CNHTC Purchase of Goods Agreement and the proposed annual caps therefor for the three years ending 31 December 2029 as set out in the Supplemental Circular be and are hereby approved; and

NOTICE OF ANNUAL GENERAL MEETING

- 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 2029 CNHTC Purchase of Goods Agreement, the transactions contemplated thereunder and the proposed annual caps for the three years ending 31 December 2029.”

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

Ji'nan, the PRC, 18 May 2026

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.

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, Shops 1712-1716, 17th 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 Monday, 29 June 2026 and the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (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 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, 23 June 2026.
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.