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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: 3808)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sinotruk (Hong Kong) Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, 30 May 2012 at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass (with or without modification) the following resolution as ordinary resolutions of the Company:

1. To receive and consider 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 auditor of the Company (the “Auditor”) for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2011.
3.
 - A. To re-elect Mr. Ma Chunji, a retiring Director, as an executive Director;
 - B. To re-elect Mr. Gao Dinggui, a retiring Director, as an executive Director;
 - C. To re-elect Dr. Ouyang Minggao, a retiring Director, as an independent non-executive Director;
 - D. To re-elect Dr. Hu Zhenghuan, a retiring Director, as an independent non-executive Director;
 - E. To re-elect Mr. Chen Zheng, a retiring Director, as an independent non-executive Director;
 - F. To re-elect Mr. Li Xianyun, a retiring Director, as an independent non-executive Director; and
 - G. To authorise the board of Directors to fix the remunerations of the Directors.

4. To re-appoint PricewaterhouseCoopers as the Auditor and to authorise the board of Directors to fix its remuneration.

SPECIAL BUSINESS

5. THAT:

- A. the execution of the 2015 Products Sales Agreement (as defined in the circular of the Company to the shareholder of the Company dated 20 April 2012 (the “**Circular**”)) be and is hereby approved, confirmed and ratified;
- B. all transactions contemplated under the 2015 Products Sales Agreement and the proposed annual caps therefor for the three years ending 31 December 2015 as set out in the Circular be and are hereby approved; and
- C. any 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 they consider necessary or desirable in connection with the 2015 Products Sales Agreement, the transactions thereunder and the proposed annual caps for the three years ending 31 December 2015.

6. THAT:

- A. the execution of the 2015 Products Purchase Agreement (as defined in the Circular) be and is hereby approved, confirmed and ratified;
- B. all transactions contemplated under the 2015 Products Purchase Agreement and the proposed annual caps therefor for the three years ending 31 December 2015 as set out in the Circular be and are hereby approved; and
- C. any 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 they consider necessary or desirable in connection with the 2015 Products Purchase Agreement, the transactions thereunder and the proposed annual caps for the three years ending 31 December 2015.

7. THAT:

- A. the execution of the 2015 Parts Sales Agreement (as defined in the Circular) be and is hereby approved, confirmed and ratified;
- B. all transactions contemplated under the 2015 Parts Sales Agreement and the proposed annual caps therefor for the three years ending 31 December 2015 as set out in the Circular be and are hereby approved; and

C. any 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 they consider necessary or desirable in connection with the 2015 Parts Sales Agreement, the transactions thereunder and the proposed annual caps for the three years ending 31 December 2015.

8. THAT:

- A. the execution of the 2015 Parts Purchase Agreement (as defined in the Circular) be and is hereby approved, confirmed and ratified;
- B. all transactions contemplated under the 2015 Parts Purchase Agreement and the proposed annual caps therefor for the three years ending 31 December 2015 as set out in the Circular be and are hereby approved; and
- C. any 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 they consider necessary or desirable in connection with the 2015 Parts Purchase Agreement, the transactions thereunder and the proposed annual caps for the three years ending 31 December 2015.

By order of the board of the Directors
Sinotruk (Hong Kong) Limited
Ma Chunji
Chairman

Beijing, PRC, 20 April 2012

As at the date of this notice, the Board consists of seven executive Directors, Mr. Ma Chunji, Mr. Cai Dong, Mr. Wei Zhihai, Mr. Wang Haotao, Mr. Tong Jingen, Mr. Wang Shanpo and Mr. Gao Dinggui; two non-executive Directors, Dr. Georg Pachta-Reyhofen and Mr. Jörg Schwitalla; and six independent non-executive Directors, Dr. Shao Qihui, Dr. Lin Zhijun, Dr. Ouyang Minggao, Dr. Hu Zhenghuan, Mr. Chen Zheng and Mr. Li Xianyun.

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 instead of him. 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 authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the share registrar of the Company in Hong Kong, 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. 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.