



中国重汽
SINOTRUK

SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3808)

ANNUAL GENERAL MEETING ON Monday, 27 June 2016

FORM OF PROXY

I/We¹ _____

of _____

being the registered holder(s) of² _____

ordinary shares (the "Shares") of Sinotruk (Hong Kong) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³,

or _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at 10:00a.m. on Monday, 27 June 2016 at Gloucester Rooms, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
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 (the "Auditor") for the year ended 31 December 2015		
2.	To declare a final dividend of HK\$0.03 per share of the Company for the year ended 31 December 2015		
3.	A. To re-elect Mr. Cai Dong, a retiring Director, as an executive Director		
	B. To re-elect Mr. Andreas Hermann Renschler, a retiring Director, as a non-executive Director		
	C. To re-elect Mr. Joachim Gerhard Drees, a retiring Director, as a non-executive Director		
	D. To re-elect Dr. Lin Zhijun, a retiring Director, as an independent non-executive Director		
	E. To re-elect Dr. Wang Dengfeng, a retiring Director, as an independent non-executive Director		
	F. To re-elect Mr. Zhao Hang, a retiring Director, as an independent non-executive Director		
	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		
5.	To approve the transactions under the 2018 HOWO Loan Agreement (as defined in the circular of the Company dated 26 May 2016 (the "Circular")) and the annual caps for the transactions thereunder for the three years ending 31 December 2018 as set out in the Circular		
6.	To approve the transactions under the 2018 Sinotruk Deposit Agreement (as defined in the Circular) and the annual caps for the transactions thereunder for the three years ending 31 December 2018 as set out in the Circular		
7.	To approve the Revised Products Sales Annual Caps Confirmation (as defined in the Circular)		

Signature⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. A member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote instead of him/her and that a proxy need not also be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If only part of the shareholding is to be voted, please state the relevant number of Shares under the column "For" or "Against". If no direction is given, your proxy may vote at his/her discretion or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authorisation (if any) under which it is signed, must be lodged with 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 less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
8. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.