

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 10:00a.m. on Monday, 27 June 2016 at Gloucester Rooms, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong 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 (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; 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.
5. **THAT:**
 - A. the execution of the 2018 HOWO Loan Agreement (as defined in the circular of the Company dated 26 May 2016 (the “**Circular**”)) be and is hereby ratified, confirmed and approved;
 - B. all transactions contemplated under the 2018 HOWO Loan Agreement and the proposed annual caps therefor for the three years ending 31 December 2018 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 2018 HOWO Loan Agreement, the transactions thereunder and the proposed annual caps therefor for the three years ending 31 December 2018.
6. **THAT:**
 - A. the execution of the 2018 Sinotruk Deposit Agreement (as defined in the Circular) be and is hereby ratified, confirmed and approved;
 - B. all transactions contemplated under the 2018 Sinotruk Deposit Agreement and the proposed annual caps therefor for the three years ending 31 December 2018 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 2018 Sinotruk Deposit Agreement, the transactions thereunder and the proposed annual caps therefor for the three years ending 31 December 2018.
7. **THAT:**
 - A. the Revised Products Sales Annual Caps Confirmation (as defined in the Circular) be and is hereby ratified, confirmed and approved; and
 - B. 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 Revised Products Sales Annual Caps.

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

Ji’nan, PRC, 26 May 2016

As at the date of this notice, the eight executive Directors are Mr. Ma Chunji, Mr. Cai Dong, Mr. Tong Jingen, Mr. Wang Shanpo, Mr. Kong Xiangquan, Mr. Liu Wei, Mr. Liu Peimin and Mr. Franz Neundlinger; the two non-executive Directors are Mr. Andreas Hermann Renschler and Mr. Joachim Gerhard Drees; and the five independent non-executive Directors are Dr. Lin Zhijun, Mr. Chen Zheng, Mr. Yang Weicheng, Dr. Wang Dengfeng and Mr. Zhao Hang.

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, at 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 Monday, 27 June 2016 and the register of members of the Company will be closed from Thursday, 23 June 2016 to Monday, 27 June 2016 (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 the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 June 2016.
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, either personally or by proxy, 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. The final dividend of HK\$0.03 per Share for the year ended 31 December 2015, if approved at the AGM, will be distributed on or about Wednesday, 27 July 2016 to shareholders of the Company whose names appear on the register of members of the Company on Friday, 8 July 2016. The period of closure of the register of members of the Company for the purpose of determining the entitlements to the proposed final dividend for the year ended 31 December 2015 is from Thursday, 7 July 2016 to Friday, 8 July 2016 (both days inclusive), during such 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 the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 6 July 2016.