
DEFINITIONS

In this prospectus, the following expressions have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section entitled “Glossary of Technical Terms” in this prospectus.

“Application Forms”	white application form(s), yellow application form(s) and green application form(s) or, where the context so requires, either of them, that is used in connection with the Hong Kong Public Offering
“Articles of Association”	our articles of association, adopted on November 3, 2007
“Asset Injection Agreement”	the asset injection agreement, dated April 2, 2007, among the Parent Company, Sinotruk (BVI) and our company, as described in “Appendix VII — Statutory and General Information — Further Information About Us — Corporate history and reorganization” to this prospectus
“associate”	has the meaning ascribed to it under the Listing Rules, which includes (i) in relation to an individual, his spouse and children under the age of 18, certain trustees, his or his family holding companies, as well as companies over which he, his family, trustee interests and holding companies exercise at least 30% voting power; (ii) in relation to a company, its subsidiaries, its holding companies, subsidiaries of such holding companies, certain trustees, as well as companies over which such company and its subsidiaries, trustee interests, holding companies and subsidiaries of such holding companies together exercise at least 30% voting power; and (iii) in the context of connected transactions, certain connected persons and enlarged family members of a director, chief executive or substantial shareholder of a listed issuer
“Board of Directors” or “Board”	our board of directors
“business day”	any day (other than any Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant

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“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC” or “P.R. China”	the People’s Republic of China, but for the purpose of this prospectus for geographical and statistical references only and except where the context otherwise requires, references in this prospectus to “China” and “PRC” do not include Hong Kong, Macau and Taiwan
“China Heavy Truck Group Company,” “CNHTC” or “Parent Company”	中國重型汽車集團有限公司 (China National Heavy Duty Truck Group Company Limited), a state-owned enterprise organized under the laws of China with limited liability, and our ultimate sole parent prior to the Global Offering and the controlling shareholder immediately after the Global Offering
“CICC”	China International Capital Corporation Limited
“CICC Hong Kong”	China International Capital Corporation (Hong Kong) Limited, licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activity under the SFO
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Connected Person”	has the meaning ascribed to it in the Listing Rules, including (i) our Directors, (ii) our senior management members, (iii) any of our Shareholders with 10% or more of our voting stock, (iv) any of our former Directors within the preceding 12 months, and (v) any associate of the persons referred to in the above-listed categories
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at our general meetings or are in a position to control the composition of a majority of our Board

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“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Director(s)”	our directors or any one of them
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP)
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Hangzhou Engine Factory”	杭州汽車發動機廠 (Hangzhou Engine Factory), a state-owned enterprise wholly owned by our Parent Company, which has injected a majority of its engine manufacturing business into Sinotruk Hangzhou Engine in connection with the Reorganization
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of China
“Hong Kong dollars” or “HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 70,200,000 Shares initially offered by us for subscription in the Hong Kong Public Offering, subject to reallocation as described in “Structure of the Global Offering”
“Hong Kong Public Offering”	our offer of Hong Kong Offer Shares for subscription by the public in Hong Kong for cash (subject to adjustment) at the Offer Price and on the terms and conditions described in this prospectus and the Application Forms, as further described in the section entitled “Structure of the Global Offering — Hong Kong Public Offering” in this prospectus
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering entered into by the Joint Global Coordinators, the Hong Kong Underwriters and us on or around November 14, 2007
“International Offer Shares”	the 631,800,000 Shares initially offered by us under the International Offering together, where relevant, with any additional Shares offered pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering” in this prospectus
“International Offering”	the conditional placing by the International Underwriters of the International Offer Shares with institutional and professional investors, for cash at the Offer Price, as further described in the section entitled “Structure of the Global Offering — International Offering” in this prospectus
“International Underwriters”	the underwriters of the International Offering and parties to the International Underwriting Agreement as described in the section entitled “Underwriting — International Offering” in this prospectus
“International Underwriting Agreement”	the purchase agreement relating to the International Offering to be entered into on or about the Price Determination Date by the Joint Global Coordinators, the International Underwriters and us, as further described in the section entitled “Underwriting — International Offering” in this prospectus
“Jinan Fuqiang Power”	濟南復強動力有限公司 (Jinan Fuqiang Power Co., Ltd.), a sino-foreign equity joint venture established on January 14, 1995, 51% of which is owned by us and the remaining 49% by R.A. Lister Overseas Investments Limited
“JPMorgan”	J.P. Morgan Securities (Asia Pacific) Limited
“JPMorgan Securities”	J.P. Morgan Securities Ltd.
“Joint Bookrunners”	CICC and JPMorgan Securities
“Joint Global Coordinators”	CICC and JPMorgan Securities
“Joint Lead Managers and Joint Sponsors”	CICC Hong Kong and JPMorgan
“Latest Practicable Date”	November 8, 2007, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication

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“Listing”	the listing of the Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about November 28, 2007, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of China
“MAN”	MAN Aktiengesellschaft and its affiliates, a German-based truck manufacturer
“Ministry of Commerce”	中華人民共和國商務部 (the PRC Ministry of Commerce)
“Ministry of Communications”	中華人民共和國交通部 (the PRC Ministry of Communications)
“Ministry of Finance”	中華人民共和國財政部 (the PRC Ministry of Finance)
“NSSF”	中華人民共和國全國社會保障基金 (the PRC National Social Security Fund)
“NDRC”	中華人民共和國國家發展和改革委員會 (the PRC National Development and Reform Commission)
“Non-competition Undertaking”	a non-competition undertaking executed by China Heavy Truck Group Company and Sinotruk (BVI) on November 3, 2007 in favor of our company, as further described in the section entitled “Relationship with the Parent Company — Non-competition Undertaking” of this prospectus
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of 1.0% brokerage fee, 0.005% Stock Exchange trading fee and 0.004% SFC transaction levy) at which our Offer Shares are to be subscribed and issued pursuant to the Global Offering, to be determined as described in the section entitled “Structure of the Global Offering — Pricing of the Global Offering” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares issued pursuant to any exercise of the Over-allotment Option

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“Over-allotment Option”	the option granted by us to the Joint Global Coordinators on behalf of the International Underwriters for up to 30 days from the last day for the lodging of applications under the Hong Kong Public Offering to require us to allot and issue up to an aggregate of 105,300,000 additional Shares each at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section entitled “Structure of the Global Offering — Over-allotment Option” in this prospectus
“PBOC”	中國人民銀行 (People’s Bank of China), the central bank of China
“PBOC Rate”	the medium exchange rate of Renminbi for foreign exchange transactions published daily by PBOC based on the China inter-bank foreign exchange market closing rate of the previous day and with reference to current exchange rates on the world financial markets
“PRC Company Law”	中華人民共和國公司法 (Company Law of China), as enacted by the Standing Committee of the Eighth National People’s Congress of China on December 29, 1993 and effective on July 1, 1994, as the same may be amended, supplemented or otherwise modified from time to time
“PRC Enterprise Income Tax Law”	中華人民共和國企業所得稅法, as enacted by the Tenth National People’s Congress on March 16, 2007 and effective on January 1, 2008, also referred to as the new tax law in this prospectus
“PRC GAAP”	accounting rules and regulations in China
“PRC government”	the central government of China and all governmental subdivisions (including provincial, municipal and other regional or local governments) and organs thereof or, as the context requires, any of them
“Price Determination Date”	the date, expected to be on or around November 21, 2007 but no later than November 26, 2007, on which the Offer Price will be fixed by the Joint Global Coordinators, on behalf of the Underwriters and us for the purposes of the Global Offering
“Protiviti”	Protiviti Shanghai Corporation Limited, an independent internal control advisor
“Regulation S”	Regulation S under the U.S. Securities Act

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“Reorganization”	the reorganization of the group of companies now comprising our company, effective on June 30, 2006, as described in the sections entitled “History, Reorganization and Corporate Structure — Reorganization” and “Appendix VII — Statutory and General Information — Further Information About Us — Corporate history and reorganization” in this prospectus
“Reorganization Agreement”	the reorganization agreement, dated April 2, 2007, among the Parent Company, Sinotruk (BVI) and our company, relating to the Reorganization
“Rmb” and “Renminbi”	the lawful currency of China
“SAFE”	中華人民共和國國家外匯管理局 (the PRC State Administration of Foreign Exchange)
“SAIC”	中華人民共和國國家工商行管理總局 (the PRC State Administration for Industry and Commerce)
“SASAC”	國務院國有資產監督管理委員會 (the State-owned Assets Supervision and Administration Commission of the State Council)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shandong Dadi Construction Supervision”	山東大地建設監理有限責任公司 (Shandong Dadi Construction Supervision Co., Ltd.), a PRC company with limited liability established on December 18, 1996, 60% of which is owned by us and the remaining 40% by our Parent Company
“Shandong SASAC”	the Shandong provincial counterpart of SASAC
“Shares”	ordinary shares in our capital with a nominal value of HK\$0.10 each
“Share Registrar”	Computershare Hong Kong Investor Services Limited
“Shareholder”	a holder of our Share(s) from time to time
“Sinotruk (BVI)”	Sinotruk (BVI) Limited (中國重汽(維爾京群島)有限公司), an international business company with limited liability established under the laws of the British Virgin Islands on January 31, 2007 and our immediate controlling shareholder

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“Sinotruk Chongqing Fuel System”	中國重汽集團重慶燃油噴射系統有限公司 (Sinotruk Chongqing Fuel System Co., Ltd.), a PRC company with limited liability established on June 28, 2006 and our indirect wholly owned subsidiary
“Sinotruk Factory Design Institute”	中國重汽集團設計研究院有限公司 (Sinotruk Factory Design Institute Co., Ltd.), a PRC company with limited liability established on July 6, 1993 and our wholly owned subsidiary
“Sinotruk Finance Company”	中國重汽財務有限公司 (Sinotruk Finance Co., Ltd.), a PRC company with limited liability established on October 4, 1987 and our 54.4%-owned subsidiary, with the remaining 45.6% owned by a number of independent third parties
“Sinotruk Group”	our company, including our subsidiaries, and the Parent Company, including its associates
“Sinotruk Hangzhou Engine”	中國重汽集團杭州發動機有限公司 (Sinotruk Hangzhou Engine Co., Ltd.), a PRC company with limited liability established on April 30, 2006 and our indirect wholly owned subsidiary and, where the context refers to any time prior to its incorporation, Hangzhou Engine Factory and its businesses
“Sinotruk Hong Kong International Investment Company”	中國重汽(香港)國際資本有限公司 (Sinotruk (Hong Kong) International Investment Limited), a Hong Kong company with limited liability established on August 6, 2004 and our wholly owned subsidiary
“Sinotruk Jinan Axle & Transmission Company”	中國重汽集團濟南橋箱有限公司 (Sinotruk Jinan Axle & Transmission Co., Ltd.), a PRC company with limited liability established on December 26, 2005 and our indirect majority owned subsidiary
“Sinotruk Jinan Commercial Truck Company”	中國重汽集團濟南商用車有限公司 (Sinotruk Jinan Commercial Truck Co., Ltd.), a PRC company with limited liability established on January 17, 2001 and our wholly owned subsidiary
“Sinotruk Jinan Ganghua Import & Export Company”	中國重汽集團濟南港華進出口有限公司 (Sinotruk Jinan Ganghua Import & Export Co., Ltd.), a PRC company with limited liability established on December 23, 2005 and our wholly owned subsidiary
“Sinotruk Jinan Power”	中國重汽集團濟南動力有限公司 (Sinotruk Jinan Power Co., Ltd.), a PRC company with limited liability established on April 27, 2006 and our wholly owned subsidiary

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“Sinotruk Jinan Technical Center”	中國重汽集團濟南技術中心有限公司 (Sinotruk Jinan Technical Center Co., Ltd.), a PRC company with limited liability established on December 26, 2005 and our wholly owned subsidiary
“Sinotruk Jinan Truck Company”	中國重汽集團濟南卡車股份有限公司 (Sinotruk Jinan Truck Co., Ltd.), a PRC joint stock company with limited liability established on September 28, 1998 and our 63.8% owned subsidiary, with its shares listed on the Shenzhen Stock Exchange in China
“Sinotruk Shandong Import & Export Company”	中國重汽集團山東進出口有限公司 (Sinotruk Shandong Import & Export Co., Ltd.), a PRC company with limited liability established on November 9, 2001 and our wholly owned subsidiary
“Stabilizing Manager”	JPMorgan Securities, as the stabilizing manager of the Global Offering
“State Council”	中華人民共和國國務院 (the PRC State Council)
“Steyr”	Steyr Daimler Puch Aktiengesellschaft, formerly an independent Austria-based integrated truck manufacturer and now a part of MAN
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into between Stabilizing Manager and Sinotruk (BVI), pursuant to which Sinotruk (BVI) will lend up to 105,300,000 Shares to Stabilizing Manager on the terms set out therein, further details of which are set out in the section entitled “Information about This Prospectus and the Global Offering — Over-allotment and Stabilization” in the prospectus
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it in section 2 of the Companies Ordinance, pursuant to which, among other things, a company will be deemed to be a subsidiary of another company if (a) that other company (i) controls the composition of the board of directors of the first-mentioned company, or (ii) controls more than half of the voting power of the first-mentioned company, or (iii) holds more than half of the issued share capital of the first-mentioned company (excluding any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital); or (b) the first-mentioned company is a subsidiary of any company which is that other company’s subsidiary

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“Track Record Period”	the three years ended December 31, 2004, 2005 and 2006 and the nine months ended September 30, 2007
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the U.S. Securities Exchange Act of 1934, as amended, supplemented or otherwise modified from time to time, including the rules and regulations promulgated thereunder
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, including the rules and regulations promulgated thereunder
“we,” “our,” “us” and “our company”	Sinotruk (Hong Kong) Limited, 中國重汽(香港)有限公司, a company incorporated under the laws of Hong Kong with limited liability on January 31, 2007 and, except where the context otherwise requires, all of its subsidiaries, or, where the context refers to any time prior to its incorporation, the businesses which the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by such subsidiaries pursuant to the Reorganization in contemplation of the Global Offering
“Weichai Factory”	濰坊柴油機廠 (Weifang Diesel Engine Works), a company established under the laws of China with limited liability, and formerly owned by the Parent Company
“Weichai Power”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a PRC joint-stock company with limited liability established on December 23, 2002, with its H shares listed on the Stock Exchange, and where the context refers to any time prior to its incorporation, its predecessor and businesses
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website for White Form eIPO at www.eipo.com.hk

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“White Form eIPO Service Provider”	the White Form eIPO service provider designated by the company, as specified on the designated website at www.eipo.com.hk
“WTO”	the World Trade Organization
“ZF”	ZF Friedrichshafen and its affiliates, a German-based automotive parts manufacturer