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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)

(Bond Stock Code: 85900)

**(1) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
(3) CHANGE OF COMPOSITION OF THE REMUNERATION
COMMITTEE, STRATEGY AND INVESTMENT COMMITTEE AND
INCENTIVE SCHEME INDEPENDENT BOARD COMMITTEE**

The Board announces that, with effect from 26 July 2013:-

- (i) Dr. Shao, Dr. Hu and Mr. Li will retire as independent non-executive Directors;
- (ii) Mr. Shi, Mr. Han and Mr. Cui will be appointed as independent non-executive Directors to replace Dr. Shao, Dr. Hu and Mr. Li; and
- (iii) the composition of the Committees will change in view of the change of independent non-executive Directors.

This announcement is made pursuant to Rule 13.51(2) and Rule 37.47B(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (“**Board**”) of directors (“**Directors**”) of Sinotruk (Hong Kong) Limited (the “**Company**”) announces that Dr. Shao Qihui (“**Dr. Shao**”), Dr. Hu Zhenghuan (“**Dr. Hu**”) and Mr. Li Xianyun (“**Mr. Li**”) will retire as independent non-executive Directors, together with their membership in the Remuneration Committee, the Strategy and Investment Committee and the Incentive Scheme Independent Board Committee (together the “**Committees**”), upon the expiry of their current terms of appointment with effect from 26 July 2013.

Each of Dr. Shao, Dr. Hu and Mr. Li has confirmed that there is no disagreement with the Board and there are no matters which need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to their retirement.

The Board would like to express its gratitude to Dr. Shao, Dr. Hu and Mr. Li for their valuable contribution to the Company during their tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Shi Xiushi (“**Mr. Shi**”), Mr. Han Yuqun (“**Mr. Han**”) and Mr. Cui Junhui (“**Mr. Cui**”) have been appointed as independent non-executive Directors to replace Dr. Shao, Dr. Hu and Mr. Li with effect from 26 July 2013.

Mr. Shi’s brief biographical details are set out below:

Mr. Shi Xiushi (石秀詩), aged 71. Mr. Shi graduated from the Beijing Institution of Civil Engineering and Architecture (北京建築工程學院) (now known as Beijing University of Civil Engineering and Architecture (北京建築大學)) with a bachelor degree in 1964 and he is a qualified engineer. From 1964 to 1980, Mr. Shi held various positions at China Building Materials Academy (建築材料科學研究院), including technician, engineer and the Deputy Director of the Research Office. From 1980 to 1986, he served as an engineer and the Deputy Chief of the Building Materials Division of the Heavy Industry Bureau under the State Economic Commission (國家經濟委員會重工業局建材處). From 1986 to 1988, he was the Deputy Division Chief and the Division Chief of the Office of Tourist Industry Coordination of the State Council (國務院旅遊協調小組辦公室). Mr. Shi served as the Deputy Director of the Second Secretary Bureau of the General Office of the State Council (國務院辦公廳秘書二局) from 1988 to 1993, and then served as the Director of the Second Secretary Bureau of the General Office of the State Council (國務院辦公廳秘書二局) from 1993 to 1996. From 1996 to 2000, he served as the Deputy Secretary - General of the State Council (國務院) and was a member of the Party Committee (機關黨組). From 2000 to 2001, he served as the Deputy Secretary of Guizhou Provincial Party Committee (貴州省委), the Deputy - Governor and the Acting Governor of Guizhou Province, and the Secretary of the Party Committee of

the Provincial Government (省政府黨組). From 2001 to 2006, he was the Vice Secretary of Guizhou Provincial Party Committee (貴州省委), the Governor of Guizhou Province and the Secretary of the Party Committee of the Provincial Government (省政府黨組). Between 2006 and 2008, he was appointed the Vice-Chairman of the Financial and Economic Committee of the Tenth National People's Congress (第十屆全國人大財政經濟委員會). From 2008 to 2013, he served as the Chairman of the Financial and Economic Committee of the Eleventh National People's Congress (第十一屆全國人大財政經濟委員會). In 2009, he served as the Chairman of China National Food Industry Association (中國食品工業協會). He was a representative of the Sixteenth Congress of the Communist Party of China (中國共產黨第十六次全國代表大會), a member of the Sixteenth Communist Party of China Central Committee (中國共產黨第十六屆中央委員會), a representative of the Tenth National People's Congress (第十屆全國人大代表大會) and a representative of the Eleventh National People's Congress (第十一屆全國人大代表大會), a member of the Standing Committee of the Eleventh National People's Congress (第十一屆全國人大常委會).

Mr. Han's brief biographical details are set out below:

Mr. Han Yuqun (韓寓群), aged 70. Mr. Han graduated from the Nanjing Institute of Chemical Technology (南京化工學院) in 1967 with a bachelor degree and is an engineer. From 1968 to 1983, he served as the Technician, Engineer, Workshop Supervisor and Plant Manager of Jining Synthetic Detergent Factory (濟寧合成洗滌劑廠) in Shandong Province. From 1983 to 1993, he served as the Deputy Secretary, Mayor and Secretary of the Communist Party of China in Jining City, Shandong Province (中共山東省濟寧市委). In 1993, he was the Director of the Economic Commission of Shandong Province (山東省經濟委員會). From 1993 to 1995, he was the Head of the United Front Work Department of the Communist Party of China Shandong Provincial Committee (中共山東省委統戰部). He was the Vice-Governor and Executive Vice-Governor of Shandong Province from 1995 to 2003, and then appointed the Governor of Shandong Province from 2003 to 2007. Between 2007 and 2013, he served as the Vice-Chairman of the Financial and Economic Committee of the Tenth National People's Congress (第十屆全國人大財政經濟委員會), a member of the Standing Committee of the Eleventh National People's Congress (第十一屆全國人大常委會) and the Vice-Chairman of the Financial and Economic Committee of the Eleventh National People's Congress (全國人大財政經濟委員會).

Mr. Cui's brief biographical details are set out below:

Mr. Cui Junhui (崔俊慧), aged 67. Mr. Cui graduated from the Party School of the Central Committee of Communist Party of China (中共中央黨校) as post-graduate in 1996. From 1993 to 1999, he served as the Deputy Director of the Shandong Local Taxation Bureau (山東省稅務局), the Deputy Director of the Department of Finance of Shandong Province (山東省財政廳), Director of the Shandong Local Taxation Bureau (山東省稅務局), and Director of the State Administration of Taxation of

Shandong Province (山東省國家稅務局) and the Secretary of the State Administration of Taxation Party of Shandong Province (山東省國家稅務局黨組). From 1999 to 2006, he was a member and Deputy Secretary of the State Administration of Taxation Party (國家稅務總局黨組). Mr. Cui was the Chairman of the Sixth Chinese Tax Institute (第六屆中國稅務學會), a representative of the Eleventh National People's Congress (第十一屆全國人大代表大會) and a member of the Eleventh Financial and Economic Committee of the National People's Congress (第十一屆全國人大財經委).

Further, Mr. Cui has been an independent director of Petro China Company Limited (中國石油天然氣股份有限公司) (stock codes: 857.hk and 601857.sh) since 2008 and an independent director of Zhejiang Chint Electrics Co., Ltd. (浙江正泰電器股份有限公司) (stock code: 601877.sh) since 2013.

As at the date of this announcement, Mr. Shi, Mr. Han and Mr. Cui do not have any interest in the securities in the Company or other member of the Group within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and do not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules. Save as disclosed above, Mr. Shi, Mr. Han and Mr. Cui do not hold any other positions within the Company or other members of the Group and they have not held any directorships in any other listed companies in the last three years.

Each of Mr. Shi, Mr. Han and Mr. Cui will enter into a service agreement with the Company. It is proposed that Mr. Shi, Mr. Han and Mr. Cui's appointment as independent non-executive Directors will be for a fixed term of three years and subject to retirement by rotation and re-election in accordance with the articles of association of the Company. It is also proposed that Mr. Shi, Mr. Han and Mr. Cui will each be entitled to an annual remuneration of RMB180,000 for their directorships in the Company, which is determined by the Remuneration Committee and the Board based on the average remuneration of all other independent non-executive Directors. Detailed amount of Mr. Shi, Mr. Han and Mr. Cui's remunerations will be disclosed in the next annual report of the Company.

Save as disclosed in this announcement, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Company is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company in relation to Mr. Shi, Mr. Han and Mr. Cui's appointment. Each of Mr. Shi, Mr. Han and Mr. Cui has confirmed that he has met the independent criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to express its warm welcome to Mr. Shi, Mr. Han and Mr. Cui for joining the Board.

**CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE,
STRATEGY AND INVESTMENT COMMITTEE AND INCENTIVE SCHEME
INDEPENDENT BOARD COMMITTEE**

The Board further announces that the composition of the Committees will change following the retirement of Dr. Shao, Dr. Hu Mr. Li and the appointment of Mr. Shi, Mr. Han and Mr. Cui as independent non-executive Directors:

- (a) Dr. Shao will cease to be member of the Strategy and Investment Committee and the Incentive Scheme Independent Board Committee; and Mr. Shi will be appointed as member of the Strategy and Investment Committee and the Incentive Scheme Independent Board Committee;
- (b) Dr. Hu will cease to be member of the Strategy and Investment Committee and the Incentive Scheme Independent Board Committee; and Mr. Han will be appointed as member of the Strategy and Investment Committee and the Incentive Scheme Independent Board Committee; and
- (c) Mr. Li will cease to be member of the Remuneration Committee and the Incentive Scheme Independent Board Committee; and Mr. Cui will be appointed as member of the Remuneration Committee and the Incentive Scheme Independent Board Committee.

An updated list of Directors and their role and function including the composition of each of the committees of the Board will be made available on the websites of the Stock Exchange and the Company in due course.

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

Ji'nan, PRC, 25 July 2013

As at the date of this announcement, the Board consists of eight executive Directors including Mr. Ma Chunji, Mr. Cai Dong, Mr. Wei Zhihai, Mr. Wang Haotao, Mr. Tong Jingen, Mr. Wang Shanpo, Mr. Gao Dinggui and Mr. Kong Xiangquan; three non-executive Directors, Dr. Georg Pachta-Reyhofen, Mr. Anders Olof Nielsen and Mr. Jörg Astalosch; and six independent non-executive Directors including Dr. Shao Qihui, Dr. Lin Zhijun, Dr. Ouyang Minggao, Dr. Hu Zhenghuan, Mr. Chen Zheng and Mr. Li Xianyun.