



# SINOTRUK (HONG KONG) LIMITED

中國重汽(香港)有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 03808)

## ANNUAL GENERAL MEETING ON WEDNESDAY, 28 JUNE 2023

### FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_

ordinary shares (the "Shares") of Sinotruk (Hong Kong) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>,

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 3:00 p.m. on Wednesday, 28 June 2023 at Level 22, Nexxus Building, 41 Connaught Road Central, 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 <sup>4</sup>	AGAINST <sup>4</sup>
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 for the year ended 31 December 2022.		
2.	To declare a final dividend of either HK\$0.33 or RMB0.29 per share of the Company for the year ended 31 December 2022.		
3.	A. To re-elect Mr. Wang Zhijian, a retiring Director, as an executive Director;		
	B. To re-elect Mr. Wang Chen, a retiring Director, as an executive Director;		
	C. To re-elect Mr. Liu Wei, a retiring Director, as an executive Director;		
	D. To re-elect Mr. Zhang Wei, a retiring Director, as an executive Director;		
	E. To re-elect Ms. Zhao Hong, a retiring Director, as an executive Director;		
	F. To re-elect Mr. Richard von Braunschweig, a retiring Director, as an executive Director;		
	G. To re-elect Mr. Liang Qing, a retiring Director, as an independent non-executive Director; and		
	H. To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To appoint KPMG as the independent auditor of the Company for the financial year ending 31 December 2023 and to authorise the board of Directors to fix its remuneration.		
	SPECIAL RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
5.	To approve the proposed amendments to the articles of association of the Company and the adoption of the new articles of association of the Company.		
	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
6.	To approve the transactions contemplated under the Supplemental Agreement to the 2023 CNHTC Products Sales Agreement (as defined in the supplemental circular of the Company dated 29 May 2023 (the "Supplemental Circular")) and the proposed revised annual cap for the transactions thereunder for the year ending 31 December 2023 as set out in the Supplemental Circular		
7.	To approve the transactions contemplated under the Supplemental Agreement to the 2023 CNHTC Products Purchase Agreement (as defined in the Supplemental Circular) and the proposed revised annual cap for the transactions thereunder for the year ending 31 December 2023 as set out in the Supplemental Circular		
8.	To approve the transactions contemplated under the Supplemental Agreement to the 2023 Financial Services Agreement (as defined in the Supplemental Circular) and the proposed revised annual cap for the transactions thereunder for the year ending 31 December 2023 as set out in the Supplemental Circular		
9.	To approve the transactions contemplated under the 2026 CNHTC Sale of Goods Agreement (as defined in the Supplemental Circular) and the proposed annual caps for the transactions thereunder for three years ending 31 December 2026 as set out in the Supplemental Circular		
10.	To approve the transactions contemplated under the 2026 CNHTC Purchase of Goods Agreement (as defined in the Supplemental Circular) and the proposed annual caps for the transactions thereunder for three years ending 31 December 2026 as set out in the Supplemental Circular		
11.	To approve the transactions contemplated under the 2026 Provision of Financial Services Agreement (as defined in the Supplemental Circular) and the proposed annual caps for the transactions thereunder for three years ending 31 December 2026 as set out in the Supplemental Circular		

Signature<sup>5</sup> \_\_\_\_\_

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. 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. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.