

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



中國外運股份有限公司 SINOTRANS LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0598)

NOTICE OF DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting for holders of domestic shares in the capital of the Company (the “Domestic Shares Class Meeting”) of Sinotrans Limited (the “Company”) will be held at No. 1 Meeting Room, 12th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the People’s Republic of China on Thursday, 11 June 2009 at 10:30 a.m. or immediately after the conclusion of the class meeting (“H Shares Class Meeting”) for holders of H shares in the capital of the Company held on the same day at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

“THAT:

- (a) subject to (i) paragraph (b) below and compliance with all applicable laws and regulations of the People’s Republic of China; and (ii) the passing of a special resolution by the shareholders of the Company at the annual general meeting (“Annual General Meeting”) and the passing of a special resolution at the H Shares Class Meeting to confer the authority to Directors contemplated in this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its H shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of H shares in the capital of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the H shares in the capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the revocation or variation of this resolution by a special resolution of the shareholders of the Company in general meeting.”

By order of the Board
Gao Wei
Company Secretary

Beijing, China
3rd April, 2009

Registered Office
Sinotrans Plaza A
A43, Xizhimen Beidajie
Beijing 100044, China

Notes:

1. The Register of Members of the Company will be closed from Monday, 11 May 2009 to Thursday, 11 June, 2009, both days inclusive, during which period no share transfers will be registered for the purposes of ascertaining entitlements to the Company’s 2008 final dividend (see notes 5, 6 and 7 below) and attendance at the Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting. To qualify for any of the final dividend and attendance at the Annual General Meeting, the H Shares Class Meeting and/or the Domestic Class Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 8 May 2009, for registration.
2. Shareholders intending to attend the Domestic Shares Class Meeting shall give written notice of the same to the Company, which shall be lodged at the registered office of the Company on or before 4:00 p.m. on Friday, 22 May 2009.
3. Shareholders entitled to attend and vote at the Domestic Shares Class Meeting are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy to attend and vote on behalf of themselves.
4. In order to be valid, the form of proxy, together with a duly notarised power of attorney or other document of authority, if any, under which the form is signed must be deposited at the registered office of the Company not later than 24 hours before the time for holding the Domestic Shares Class Meeting.
5. The Board has recommended the payment of a final dividend of RMB0.020 per share, subject to passing of the resolution authorising the Board to propose, declare or pay the final dividend for 2008 by shareholders at the Annual General Meeting to be held on Thursday, 11 June 2009. It is expected that the final dividend will be paid on or before Friday, 26 June 2009 to shareholders whose names appear on the register of members on Monday, 11 May 2009.

6. Pursuant to the Articles of Association of the Company, dividends payable to the holders of Domestic Shares will be paid in Renminbi (“RMB”), and dividends payable to the holders of H Shares will be paid in Hong Kong dollars (“HK\$”). The exchange rate for dividends payable in HK\$ is the mean average exchange rate of RMB to HK\$ published by the People’s Bank of China during the week (17 March 2009 to 24 March 2009) preceding the date of declaration of the dividend. The average exchange rate of RMB to HK\$ for the said week was HK\$1 = RMB0.881215. Accordingly, the amount of final dividend for each H Share of the Company is HK\$0.022696.
7. In accordance to the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations which took effect on 1 January 2008, the Company is obliged to withhold and pay enterprise income tax at a tax rate of 10% on behalf of non-resident corporate shareholders on its H share register when making payments of final dividend to these shareholders. Shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees or trustees or other organisations or bodies shall be deemed as shares held by non-resident corporate shareholders. Such shareholders will received their dividend net of shall be subject to Cash dividend payable to H-share non-resident enterprises after the deduction of enterprise income tax deductions.
8. As at the date of this notice, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Jianzhang are executive directors, Yang Yuntao, Liu Jinghua, Jerry Hsu and Peter Landsiedel are non-executive directors and Sun Shuyi, Lu Zhengfei and Miao Yuexin are independent non-executive directors.