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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR
AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Sinotrans Limited will convene Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting, particulars of which are set out in the Notices of Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting issued by the Company on 29 March 2012.

29 March 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at No. 1 Meeting Room 12th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the PRC on Thursday, 7 June 2012 at 9:30 a.m.
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the Board of Directors of the Company
“Company”	Sinotrans Limited, a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Domestic Share(s)”	domestic invested share(s) of RMB1.00 each in the share capital of the Company
“Domestic Shares Class Meeting”	the class meeting of holders of Domestic Shares to be held at No. 1 Meeting Room 12th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the PRC on Thursday, 7 June 2012 at 10:30 a.m. or immediately after the conclusion of the H Shares Class Meeting
“H Share(s)”	overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company
“H Shares Class Meeting”	the class meeting of holders of H Shares to be held at No. 1 Meeting Room 12th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the PRC on Thursday, 7 June 2012 at 10:00 a.m. or immediately after the conclusion of the AGM
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting, the H Shares Class Meeting and Domestic Shares Class Meeting to exercise the power of the Company to repurchase H Shares in the manner as set out in the notices of the Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting issued by the Company on 29 March 2012.
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	H Share(s) and Domestic Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot and issue Shares in the manner as set out in the notice of the Annual General Meeting issued by the Company on 29 March 2012
“Shareholder(s)”	holder(s) of the Shares
“SINOTRANS & CSC”	中國外運長航集團有限公司 SINOTRANS & CSC Holdings Corporation Limited, the controlling shareholder which directly and indirectly holds in aggregate 60.00% of issued share capital of the Company as at the Latest Practicable Date;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	have the meaning given by Listing Rules
“Supervisor”	the supervisor of the Company
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.



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)

Executive Directors:

Zhao Huxiang
Zhang Jianwei
Tao Suyun
Li Jianzhang

Registered Office and Headquarters:

Sinotrans Plaza A
A43, Xizhimen Beidajie
Beijing
People's Republic of China
100044

Non-Executive Directors:

Yang Yuntao
Liu Jinghua
Jerry Hsu
Mok Chi Ming Victor

Principal Place of

Business in Hong Kong:
21st Floor, Great Engle Centre
23 Harbour Road
Wanchai
Hong Kong

Independent Non-Executive Directors:

Sun Shuyi
Lu Zhengfei
Liu Keguo

29 March 2012

Dear Sir and Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR
AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

INTRODUCTION

The purpose of this circular is to (a) provide you with information in respect of the proposed (i) Share Issue Mandate; (ii) Repurchase Mandate; and (iii) re-election of Directors and Supervisor and appointment of non-executive Director; (b) set out an explanatory statement regarding the Repurchase Mandate and (c) set out the biographical

LETTER FROM THE BOARD

details of directors and supervisor, to enable you to make a decision on whether to vote for or against the relevant resolutions at the forthcoming Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting.

GENERAL MANDATE TO ISSUE SHARES

In order to provide flexibility to the Directors to issue Shares in the event that it is desirable to do so quickly, approval will be sought at the Annual General Meeting to grant to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the relevant class of issued share capital of the Company as at the date of passing of the special resolution. Such Share Issue Mandate, if approved, will lapse at the earliest of: (i) the conclusion of the Company's next annual general meeting; or (ii) the expiration of the 12 month period following the passing of the resolution approving the Share Issue Mandate; or (iii) the revocation or variation of the Share Issue Mandate by a special resolution of the Shareholders in general meeting.

GENERAL MANDATE TO REPURCHASE H SHARES

In order to provide flexibility to the Directors to repurchase H Shares in the event that it is desirable to do so quickly, approval will be sought at the Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting to grant to the Directors a general mandate repurchase H Shares not exceeding 10% of the total H Shares in issue as at the date of passing the special resolutions in the respective meetings. The Repurchase Mandate will be condition upon the special resolutions for approving the grant of the Repurchase Mandate being passed at each of the Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting. Such Repurchase Mandate, if approved, will lapse at the earliest of: (i) the conclusion of the Company's next annual general meeting; or (ii) the expiration of the 12-month period following the passing of the resolution approving the Repurchase Mandate; or (iii) the revocation or variation of the Repurchase Mandate by a special resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISOR AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board proposes that the shareholders at the AGM reviews and approves the re-election of Mr. Zhao Huxiang ("Mr. Zhao") and Mr. Li Jianzhang ("Mr. Li") as executive Directors, and the re-election of Ms. Liu Jinghua ("Ms. Liu") and Mr. Jerry Hsu ("Mr. Hsu") as non-executive Directors of the Company. In accordance with the Articles of Association, they will retire and, being eligible for re-election, will put themselves up for re-election at the AGM in accordance with articles 94 and 115 of the Articles of Association. The proposed service term for the aforesaid Directors shall all be three years with effect from 11 June 2012.

LETTER FROM THE BOARD

The Board also proposes that the shareholders at the AGM reviews and approves the appointment of Mr. Wu Dongming (“Mr. Wu”) as a non-executive Director of the Company. The proposed service term for Mr. Wu shall all be three years. Mr. Yang Yuntao will cease to be the non-executive Director of the Company upon the appointment of Mr. Wu.

The Supervisory Committee of the Company proposes that the shareholders at the AGM considers and approves the re-election of Mr. Jiang Jian (“Mr. Jiang”) as the Supervisor for a proposed term of three years with effect from 30 April 2012.

The aforesaid proposed Re-election of Directors and Supervisor and Appointment of non-executive Director are subject to the Shareholders’ approval by way of ordinary resolutions at the AGM. The biographical details of candidates proposed to be the Directors and Supervisor and other information required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

NOTICES OF THE ANNUAL GENERAL MEETING, THE H SHARES CLASS MEETING AND THE DOMESTIC SHARES CLASS MEETING

Particulars in respect of (i) the Annual General Meeting, which contains, inter alia, special resolutions to approve the Share Issue Mandate, the Repurchase Mandate, and ordinary resolutions to approve the re-election of Directors and Supervisor and appointment of non-executive Director; (ii) the H Shares Class Meeting, which contains, inter alia, a special resolution to approve the Repurchase Mandate; and (iii) the Domestic Shares Class Meeting, which contains, inter alia, a special resolution to approve the Repurchase Mandate are set out in the Notices of Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting issued by the Company on 29 March 2012.

DIRECTORS’ RECOMMENDATION

The Directors consider that the Share Issue Mandate, the Repurchase Mandate, and the Proposed Re-election of Directors and Supervisor and Appointment of non-executive Director are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information as set out in the Appendixes to this circular.

Yours faithfully,
By order of the Board of
Sinotrans Limited
Gao Wei
Company Secretary

Beijing, 29 March 2012

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Main Board of Stock Exchange to repurchase their shares on the Main Board of Stock Exchange subject to certain restrictions.

2. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the laws of PRC. As compared with the financial position of the Company as at 31 December 2011 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the proposed repurchases were to be exercised in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the registered share capital of the Company was RMB4,249,002,200 comprising 2,461,596,200 Domestic Shares and 1,787,406,000 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the H Share Class Meeting and the Domestic Shares Class Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 178,740,600 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

6. EFFECT OF THE TAKEOVERS CODE

If, as a result of the Directors exercising the powers of the Company to repurchase H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, SINOTRANS & CSC are interested in an aggregate of 2,461,596,200 Domestic Shares and 88,000,000 H Shares, representing approximately 60.00% of the issued share capital of the Company.

As the shareholdings of SINOTRANS & CSC in the Company is more than 50%, an exercise of the Repurchase Mandate in full will not trigger a bid obligation for SINOTRANS & CSC and its concert parties under Rule 26 of the Takeovers Code. In any event, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Board will endeavor to ensure that the exercise of the Repurchase Mandate will not result in less than 25% of the Shares being held by the public.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable laws of which the Directors are aware, as a result of any repurchase of Shares made under the proposed resolution.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any of the H Shares to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any of the H Shares to the Company nor has he/she/it undertaken not to sell any of the H Shares held by him/her/it to the Company in the event that the Company is authorized to make repurchases of H Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of H Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the preceding six months ending on the Latest Practicable Date.

9. H SHARE PRICE

The highest and lowest prices at which the H Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
March	2.24	1.74
April	1.92	1.89
May	1.91	1.81
June	1.92	1.69
July	1.90	1.73
August	1.76	1.32
September	1.62	1.40
October	1.87	1.40
November	1.70	1.35
December	1.47	1.29
2012		
January	1.64	1.34
February	1.80	1.55
March (up to the Latest Practicable Date)	1.63	1.49

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISOR
PROPOSED TO BE ELECTED AND/OR RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

DIRECTORS

Zhao Huxiang, age 57, Mr. Zhao graduated with a MBA degree from University of Louisville, USA, and carries the professional title of “Senior Engineer”. He used to work in the Marine Shipping Bureau of the Ministry of Communications, and successively served as Deputy General Manager and General Manager of Hoi Tung Marine Machinery Suppliers Limited, Director and General Manager, Vice Chairman of China Merchants Holdings (International) Limited, and President Assistant, Board Director and Vice President of China Merchants Group. In December 2005, Mr. Zhao became the Director and President of Sinotrans Group Company. In December 2008, Mr. Zhao became the Vice Chairman and president of SINOTRANS & CSC. From January 2011, Mr. Zhao was appointed the Chairman of SINOTRANS & CSC. Mr. Zhao is also a chairman and non-executive director of Sinotrans Shipping Limited, a non-wholly owned subsidiary of SINOTRANS & CSC and which is listed on the main board of the Stock Exchange, and the chairman of DHL-Sinotrans. Mr. Zhao was elected as the chairman of China International Freight Forwarders Association in February 2007, and was appointed vice chairman of International Federation of Freight Forwarders Association (FIATA) in October 2007. In March 2006, Mr. Zhao was appointed Executive Director and the Chairman of the Company. Save as disclosed above, he has not held any directorship in any other listed companies in the last three years.

In accordance with the Articles of Association of the Company, Mr. Zhao’s appointment will be for a term of three years with effect from 11 June 2012 subject to Shareholders’ approval being obtained at the AGM. Mr. Zhao is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was not interested in shares of the Company within the meaning of Part XV of the SFO. Mr. Zhao will enter into a service contract with the Company for a term of three years. He has not received any remuneration nor bonus payments as a director of the Company for the year ended 31 December 2011 and he is not entitled to receive any remuneration or bonus payments as a director of the Company. Save as disclosed above, there is no other information relating to the re-appointment of Mr. Zhao that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

Li Jianzhang, age 56. During Mr. Li’s career, he has worked in various governmental departments. Mr. Li started working for Sinotrans Group Company in May 2001. In July 2001, Mr. Li was promoted to become a director of Sinotrans Group Company. He was appointed as a supervisor of the Company from November 2002 to June 2003. Mr. Li graduated from Beijing Normal University in 1981. Mr. Li was appointed Executive Director of the Company in June 2003. Mr. Li is also the Chairman of Hong Kong Solar Company Limited. Save as disclosed above, he has not held any directorship in any other listed companies in the last three years.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISOR
PROPOSED TO BE ELECTED AND/OR RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

In accordance with the Articles of Association of the Company, Mr. Li's appointment will be for a term of three years with effect from 11 June 2012 subject to Shareholders' approval being obtained at the AGM. Mr. Li is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was not interested in shares of the Company within the meaning of Part XV of the SFO. Mr. Li will enter into a service contract with the Company for a term of three years. Mr. Li is an eligible participant under the Company's share appreciation rights plan which entitles him to cash payment in the event of an exercise of the rights. Mr. Li currently holds a total of 480,000 rights under the Company's share appreciation rights plan. He has not received any remuneration nor bonus payments as a director of the Company for the year ended 31 December 2011 and he is not entitled to receive any remuneration or bonus payments as a director of the Company. Save as disclosed above, there is no other information relating to the reappointment of Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

Liu Jinghua, age 49. Ms. Liu joined Sinotrans Group Company in 1989 and worked in the Finance Department and Liner Department before she was seconded to DHL-Sinotrans Beijing to be its Finance Manager in 1992. Soon afterwards, she was promoted to be DHL-Sinotrans' National Chief Financial Officer and in 1999 became National Director of HR. Ms. Liu was appointed General Manager of the Finance Department of Sinotrans Group Company in October 2002. From January 2009, Ms. Liu became the General Manager of the Finance Department of SINOTRANS & CSC. Ms. Liu graduated from the Central University of Finance and Economics in 1987 and obtained her EMBA in the Buffalo School of Management of State University of New York in December 2000. Ms. Liu was appointed non-executive Director of the Company in June 2003. Save as disclosed above, she has not held any directorship in any other listed companies in the last three years.

In accordance with the Articles of Association of the Company, Ms. Liu's appointment will be for a term of three years with effect from 11 June 2012 subject to Shareholders' approval being obtained at the AGM. Ms. Liu is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, she was not interested in shares of the Company within the meaning of Part XV of the SFO. The Company does not intend to enter into a service contract with Ms. Liu. She has not received any remuneration nor bonus payments as a director of the Company for the year ended 31 December 2011 and she is not entitled to receive any remuneration or bonus payments as a director of the Company. Save as disclosed above, there is no other information relating to the reappointment of Ms. Liu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

Jerry Hsu*, age 61. Mr. Hsu is Chief Executive Officer of DHL Express Asia Pacific and a member of the DHL Express Global Management Board. Based in Hong Kong, Mr. Hsu is responsible for China, Hong Kong, Taiwan, Japan, Korea, South East Asia, India and South Asia, Oceania and other markets and regions. Mr. Hsu's previous role in DHL

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISOR
PROPOSED TO BE ELECTED AND/OR RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

Express was the Area Director responsible for Hong Kong, Singapore, Taiwan, South Korea, Mongolia and North Korea, a position he held until September 2002. Prior to joining DHL in January 2001, Mr. Hsu held various senior management positions in DaimlerChrysler Corporation. Mr. Hsu holds BA/MA degree in International Economics and Politics. Mr. Hsu also holds directorships in various companies within the DPWN Group. Mr. Hsu was appointed non-executive Director of the Company in June 2003. Save as disclosed above, he has not held any directorship in any other listed companies in the last three years.

In accordance with the Articles of Association of the Company, Mr. Hsu's appointment will be for a term of three years with effect from 11 June 2012 subject to Shareholders' approval being obtained at the AGM. Mr. Hsu is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was not interested in shares of the Company within the meaning of Part XV of the SFO. The Company does not intend to enter into a service contract with Mr. Hsu. He has not received any remuneration nor bonus payments as a director of the Company for the year ended 31 December 2011 and he is not entitled to receive any remuneration or bonus payments as a director of the Company. Save as disclosed above, there is no other information relating to the reappointment of Mr. Hsu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

* *For details of Mr. Hsu's interests in competing businesses of the Company, please refer to the section headed "Directors, Supervisors & Senior Management" in the 2011 annual report of the Company.*

Wu Dongming, age 48. Mr. Wu began his career in the Sinotrans Group Company in 1986. From 1988 to 1990, he served in TNT Skypak-Sinotrans Company as the National Operation Manager and the General Assistant to General Manager. In 1990, Mr. Wu served as department manager at Sinoair and later became General Manager of Associated International Freight Forwarding Co., Ltd. in 1995. In 1997, Mr. Wu was appointed the Deputy Managing Director and then the Managing Director of DHL-Sinotrans Air Courier Co., Ltd. Mr. Wu was appointed Vice President of the Company in November 2002. Save as disclosed above, he has not held any directorship in any other listed companies in the last three years.

In accordance with the Articles of Association of the Company, Mr. Wu's appointment will be for a term of three years with effect from the date subject to Shareholders' approval being obtained at the AGM. Mr. Wu is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was not interested in shares of the Company within the meaning of Part XV of the SFO. Mr. Wu is an eligible participant under the Company's share appreciation rights plan which entitles him to cash payment in the event of an exercise of the rights. Mr. Wu currently holds a total of 420,000 rights of the Company's share appreciation rights plan. The Company does not intend to enter into a service contract with Mr. Wu and he is not entitled to receive any remuneration or bonus payments as a director of the Company. Save as

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISOR
PROPOSED TO BE ELECTED AND/OR RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

disclosed above, there is no other information relating to the appointment of Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

SUPERVISOR

Jiang Jian, age 46, Mr. Jiang joined Sinotrans Group Company in 1988, serving in Liaoning Shipping Agency Company. From June 1995 to May 1998, Mr. Jiang acted as Deputy Manager and General Manager of Liaoning Container Shipping Company. Mr. Jiang was appointed Deputy General Manager of Sinotrans Liaoning Company in June 1998. Mr. Jiang was promoted General Manager of Sinotrans Liaoning Company in September 2001 and General Manager of Sinotrans Liaoning Limited Company in December 2002. In October 2008, Mr. Jiang was appointed president assistant and General Manager of Human Resources Department of Sinotrans Group Company. From December 2008, Mr. Jiang became the President Assistant and General Manager of Human Resources Department of SINOTRANS & CSC. Mr. Jiang graduated from Dalian Maritime University in 1988 and got a doctorate degree from Dalian Maritime University in October 2007. Mr. Jiang was appointed supervisor of the Company in April 2009. Save as disclosed above, he has not held any directorship in any other listed companies in the last three years.

In accordance with the Articles of Association of the Company, Mr. Jiang's appointment will be for a term of three years with effect from 30th April 2012 subject to Shareholders' approval being obtained at the AGM. Mr. Jiang is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he was not interested in shares of the Company within the meaning of Part XV of the SFO. Mr. Jiang is an eligible participant of the Company's share appreciation rights plan which entitles him to cash payment in the event of an exercise of the rights. Mr. Jiang currently holds a total of 240,000 rights under the Company's share appreciation rights plan. The Company does not intend to enter into a service contract with Mr. Jiang. Mr. Jiang has not received any remuneration or bonus payments as a supervisor of the Company for the year ended 31 December, 2011 and he is not entitled to receive any remuneration or bonus payments as a supervisor of the Company. Save as disclosed above, there is no other information relating to the reappointment of Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Annual General Meeting”) of Sinotrans Limited (the “Company”) for the year 2011 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, 7 June 2012 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To review and approve the report of the board of directors for the year ended 31 December 2011.
2. To review and approve the report of the supervisory committee for the year ended 31 December 2011.
3. To review and approve the audited accounts of the Company and the auditors' report for the year ended 31 December 2011.
4. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2011.
5. To authorise the Board of directors of the Company to decide on matters relating to the declaration, payment and recommendation of interim or special dividends for the year 2012.
6. To Re-appoint Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the RRC auditor and International auditor of the Company for the year 2012, and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve, by way of separate ordinary resolution, each of the following resolutions in relation to re-election and appointment of directors and/or supervisor of the Company:

“(A) **THAT** the re-election of Mr. Zhao Huxiang as executive director of the Company be and is hereby approved;”

“(B) **THAT** the re-election of Mr. Li Jianzhang as executive director of the Company be and is hereby approved;”

“(C) **THAT** the re-election of Ms. Liu Jinghua as non-executive director of the Company be and is hereby approved;”

“(D) **THAT** the appointment of Mr. Wu Dongming as non-executive director of the Company be and is hereby approved;”

“(E) **THAT** the re-election of Mr. Jiang Jian as supervisor of the Company be and is hereby approved.”

8. To authorize the board of directors of the Company to determine the remuneration of the directors and the supervisor of the Company.

SPECIAL RESOLUTIONS

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

9. **“THAT:**

- (a) subject to paragraph 9(c) below and compliance with all applicable laws and regulations of the People’s Republic of China, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional H shares (“H Shares”) or domestic shares (“Domestic Shares”) in the capital of the Company in each case and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 9(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of H Share or domestic share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) in each case by the Directors pursuant to the approval in paragraph 9(a) above shall not exceed 20 per cent. of the

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aggregate nominal amount of each of the H Share or domestic share capital of the Company in issue in each case as at the date of this resolution and the said approval shall be limited accordingly; and

(d) 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.”

10. **“THAT:**

- (a) subject to (i) paragraph 10(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 holders of H Shares in a class meeting (“H Shares Class Meeting”) and the passing of a special resolution by the holders of Domestic Shares in a class meeting (“Domestic 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 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 10(a) above shall not exceed 10 percent. 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

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- (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
Sinotrans Limited
Gao Wei
Company Secretary

Beijing, China
29 March, 2012

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, 7 May, 2012 to Thursday, 7 June, 2012, both days inclusive, during which period no share transfers will be registered. To qualify for any of attendance at the Annual General Meeting, the H Shares Class Meeting and/or the Domestic Shares 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, 4 May 2012, for registration.
2. Shareholders intending to attend the Annual General 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 4:30 p.m. on Friday, 18 May 2012.
3. Shareholders entitled to attend and vote at the Annual General 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 Annual General Meeting.
5. The board of directors of the Company has recommended the payment of a final dividend of RMB0.01 per share, subject to passing of the resolution authorizing the board of directors to propose, declare or pay the final dividend for 2011 by shareholders at the Annual General Meeting to be held in 2012. The recommended final dividend will be paid on or before 27 July, 2012 to the shareholders as registered at the close of business on 15 June, 2012. The record date for the recommended final dividend is at the close of business on 15 June, 2012. For determining the entitlement

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to the recommended final dividend, the register of members of the Company will be closed from 13 June, 2012 to 15 June, 2012, both days inclusive. In order to qualify for the recommended final dividend, all share 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 at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 12 June, 2012, for registration.

6. Pursuant to the Articles 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 (14 March 2012 to 21 March 2012) preceding the date of declaration of the dividend. The average exchange rate of RMB to HK\$ for the said week was HK\$1 = RMB0.814190. Accordingly, the amount of final dividend for each H Share of the Company is HK\$0.012282.
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 organizations or bodies shall be deemed as shares held by non-resident corporate shareholders. Such shareholders will receive their dividend net of the enterprise income tax.

The Company will withhold and pay on behalf of the Individual H Shareholders the income tax in accordance with the tax regulations of the People's Republic of China. Pursuant to the letter titled "Tax arrangements on dividends paid to Hong Kong residents by Mainland companies" issued by The Stock Exchange of Hong Kong Limited to the issuers on 4 July 2011, for non-foreign investment companies of the Mainland which are listed in Hong Kong distributing dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax rate of 10%. They do not have to make any applications for entitlement to the above-mentioned tax rate. However, for shareholders who are residents of other countries and whose home countries have reached an agreement with China on an applicable withholding tax rate higher or lower than 10%, they have to follow the bilateral tax agreement in paying tax in connection with dividends paid by Mainland companies listed in Hong Kong. When making payments of dividend, the Company acting like a withholding agent in general will withhold 10% of the dividend on behalf of the individual H shareholders as individual income tax. Unless otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividend in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

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8. As at the date of this notice, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Jianzhang are executive directors of the Company; Yang Yuntao, Liu Jinghua, Jerry Hsu and Mok Chi Ming Victor are non-executive directors of the Company; and Sun Shuyi, Lu Zhengfei and Liu Keguo are independent non-executive directors of the Company.