



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)

Form of proxy for use at the Annual General Meeting (or at any adjournment thereof)

I/We¹ _____ of _____ being the registered holder(s) of² _____ shares of RMB1.00 each in the capital of Sinotrans Limited (the "Company"), **HEREBY APPOINT³** the chairman of the Annual General Meeting, or _____ of _____ as my/our proxy to attend for me/us at the Annual General Meeting (and at any adjournment thereof) to be held at the Meeting Room, 13th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the People's Republic of China on 7 June 2013 at 9: 30 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. To review and approve the report of the board of directors for the year ended 31 December 2012.		
2. To review and approve the report of the supervisory committee for the year ended 31 December 2012.		
3. To review and approve the audited accounts of the Company and the auditors' report for the year ended 31 December 2012.		
4. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2012.		
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 2013.		
6. To re-appoint Deloitte Touche Tohmatsu CPA LLP. and Deloitte Touche Tohmatsu as the PRC and the international auditors of the Company for the year 2013, and to authorise the board of directors of the Company to fix their remuneration.		

SPECIAL RESOLUTIONS	FOR ⁴	AGAINST ⁴
7. To approve a general mandate to issue shares.		
8. To approve a general mandate to repurchase H shares in the capital of the Company.		

Signature(s)⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITAL**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, strike out "the chairman of the Annual General Meeting, or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
5. A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of a person authorised by the appointor in writing or if the appointor is a legal person, under its seal or under the hand of its directors or its duly appointed agent.
7. 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.