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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Sinotrans Limited (the “Company”) will be held at 13F Meeting Room, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing, the People's Republic of China (Post Code 100082) on 1 September 2014 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (A) the transactions contemplated under the framework acquisition agreement dated 8 July 2014 (the “Framework Acquisition Agreement”, a copy of which is produced to the meeting marked “A” and initialled by the chairman for the purpose of identification) between the Company (as purchaser) and SINOTRANS & CSC Holdings Corporation Limited (as seller) in respect of the acquisition of:- (1) 100% equity interests in: (a) 福建寧德中外運有限公司 (Fujian Ningde Sinotrans Company Limited*); (b) 宏光發展有限公司 Wide Shine Development Limited (“Wide Shine”) and 國際集裝箱租賃有限公司 (International Cargo Rental Company Limited*, 45% equity interest of which is being held through Wide Shine); (c) 江蘇富昌中外運物流有限公司 (Jiangsu Fuchang Sinotrans Logistics Company Limited*); (d) 江蘇金茂儲運有限公司 (Jiangsu Jinmao Storage Company Limited*); (e) 中國外運(日本)有限公司 (Sinotrans Japan Company Limited*) and (f) 中國外運韓國船務有限公司 (Sinotrans Korea Shipping Company Limited*), (2) 70% equity interest in 廣西梧州中外運倉碼有限公司 (Guangxi Wuzhou Sinotrans Storage Company Limited*), (3) 50% equity interests in: (x) 中外運日新國際貨運有限公司 (Sinotrans-Nissin International Transportation Company Limited*); (y) 山東烟臺中外運報關有限公司 (Shandong Yantai Sinotrans Customs Company Limited*); and (4) 32%

equity interest in 中聯理貨有限公司 (Zhonglian Cargo Company Limited*), for a total consideration of RMB901,041,300, subject to adjustment in accordance with the Framework Acquisition Agreement, be and are hereby approved; and

- (B) the directors of the Company be and are hereby authorized to do all such acts and things, to sign and execute all documents and to take such steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Framework Acquisition Agreement.”

By Order of the Board of
Sinotrans Limited
Gao Wei
Company Secretary

Beijing, 11 July 2014

* *For identification purposes only.*

Notes:

1. The register of members of the Company will be closed from 2 August to 1 September 2014, both days inclusive, during which period no share transfers will be registered. The purpose of the book closure is to allow the Company to determine who shall qualify to attend and vote at the EGM. The record date for the purpose of such determination shall be 2 August 2014. To qualify for attendance at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 1 August 2014, for registration.
2. Shareholders intending to attend the EGM 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 11 August 2014.
3. Shareholders entitled to attend and vote at the EGM 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 notarized 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 EGM.
5. As at the date of this notice, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Guanpeng are executive directors of the Company; Wang Lin, Yu Jianmin and Jerry Hsu are non-executive directors of the Company; and Guo Minjie, Lu Zhengfei and Liu Junhai are independent non-executive directors of the Company.