



**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 H SHARES CLASS MEETING  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of RMB1.00 each  
in the share capital of Sinotrans Limited (the “Company”), **HEREBY APPOINT**<sup>3</sup> the chairman of the H  
Shares Class Meeting (and at any adjournment thereof), or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us at the H Shares Class Meeting (and at any adjournment thereof) to be  
held at 1st Meeting Room, 11th Floor, Building 10/Sinotrans Tower B, No.5 Anding Road, Chaoyang  
District, Beijing 100029, the People's Republic of China at 10:30 a.m. on 31 May 2018 or immediately after  
the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at the same  
place and on the same day for the purpose of considering and, if thought fit, passing the resolutions as set  
out in the Notice of H Shares Class 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.

| <b>SPECIAL RESOLUTIONS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>FOR<sup>4</sup></b> | <b>AGAINST<sup>4</sup></b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------------|
| 1. To approve a general mandate to repurchase H shares in the capital of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                        |                            |
| 2. To approve the terms of and transactions contemplated under the Merger Agreement entered into between the Company and Sinotrans Air Transportation Development Corporation Limited (“Sinoair”), including (a) the proposed merger of Sinoair by the Company by way of share exchange which involves the issue of not more than 1,371,191,329 A Shares of the Company with nominal value of RMB1.00 each to be listed on the Shanghai Stock Exchange Limited in the PRC in exchange for the shares of Sinoair held by shareholders of Sinoair (including, if applicable, the cash alternative provider contemplated under the Merger Agreement); and (b) the conversion of all domestic shares of the Company then in issue into A Shares and to be listed on the Shanghai Stock Exchange Limited on the date of listing of the A Shares. |                        |                            |

Signature(s)<sup>5</sup> \_\_\_\_\_ Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address (es) must be inserted in **BLOCK CAPITAL**.
2. Please insert the number of H 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 H Shares Class Meeting (and at any adjournment thereof), 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 H Shares Class 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 his attorney duly 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 senior officer or its duly appointed attorney.
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 Computershare Hong Kong Investor Services Limited, the Company’s Share Registrar in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 24 hours before the time for holding the H Shares Class Meeting.