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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 THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 second extraordinary general meeting (the “**Extraordinary General Meeting**”) of Sinotrans Limited (the “**Company**”) will 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 2:00 p.m. on 16 September 2019 for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** the proposed increase of estimated guarantees of the Company for 2019 and is hereby approved.”
2. “**THAT** the proposed update of the mandate of the issue of Debt Financing Instruments and is hereby approved.”

By order of the Board
Sinotrans Limited
Li Shichu
Joint Company Secretary

Beijing, China
2 August 2019

As at the date of this notice, the board of directors of the Company comprises Li Guanpeng (Chairman), Song Dexing (Vice Chairman), Song Rong (executive director), Su Jian (non-executive director), Xiong Xianliang (non-executive director), Jiang Jian (non-executive director), Jerry Hsu (non-executive director), and four independent non-executive directors, namely Wang Taiwen, Meng Yan, Song Haiqing and Li Qian.

Notes:

1. Unless otherwise specified, details of the resolutions are set out in the circular of the Company dated 2 August 2019 (the “**Circular**”). Terms defined in the Circular shall have the same meanings when used in this notice unless the context otherwise requires.
2. The H Share register of members of the Company will be closed from 17 August 2019 to 16 September 2019 (both days inclusive), during which no transfer of H Shares will be registered. Any holders of H Shares whose names appear on the H Share register of members of the Company at 4:30 p.m. on 16 August 2019, are entitled to attend and vote at the Extraordinary General Meeting of the Company after completing the registration procedures for attending the meeting. In order for the H Shareholders to be entitled to attend and vote at the Extraordinary General Meeting, persons holding H Shares shall lodge share transfer documents and the relevant H Share certificates with the Company’s 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 16 August 2019, for registration.
3. Shareholders intending to attend the Extraordinary General Meeting shall give written notice of the same to the Company, which shall be lodged at the office of the Company, at 10th Floor, Building 10/ Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing (Tel: (8610) 5229 5721) (for A Shareholders), or 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 (for H Shareholders), on or before 26 August 2019.
4. Shareholders entitled to attend and vote at the Extraordinary 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.
5. 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 office of the Company, at 10th Floor, Building 10/Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing (Tel: (8610) 5229 5721) (for A Shareholders), or 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 (for H Shareholders), not later than 24 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
6. A proxy attends the Extraordinary General Meeting on behalf of a Shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the Extraordinary General Meeting, such representative should produce his/her ID card and the notarised copy of the resolution passed by the board or other authorities or other notarised copy of the authorisation issued by such legal person Shareholder.
7. Shareholders attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.