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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 2022 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**EGM**”) 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 p.m. on 24 January 2022 for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the Share Option Scheme (draft) and a summary thereof;
2. To consider and approve the Appraisal Measures for Implementation of the Share Option Scheme; and
3. To consider and approve the grant of a mandate to the board of directors to deal with matters regarding the Share Option Scheme.

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

Beijing, China  
30 December 2021

*As at the date of this announcement, the board of directors of the Company comprises Wang Hong (Chairman), Song Dexing (Vice Chairman), Song Rong (executive director), Liu Weiwu (non-executive director), Deng Weidong (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 in relation to the EGM dated 30 December 2021 (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 20 January 2022 to 24 January 2022 (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 19 January 2022 are entitled to attend and vote at the EGM 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 EGM, persons holding H Shares shall lodge share transfer documents and the relevant H Share certificates with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 19 January 2022, for registration.
3. Shareholders intending to attend the EGM shall give written notice 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 5720) (for A Shareholders), or Computershare Hong Kong Investor Services Limited, the Company’s H Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders), on or before 20 January 2022.
4. 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.
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 5720) (for A Shareholders), or Computershare Hong Kong Investor Services Limited, the Company’s H Share Registrar, 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 EGM or any adjournment thereof.
6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her ID card and the instrument signed by the appointer or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the EGM, 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. Pursuant to the Measures for the Administration of Equity Incentive Plans of Listed Companies (《上市公司股權激勵管理辦法》) issued by the China Securities Regulatory Commission, and as appointed by other independent non-executive directors of the Company, Ms. Li Qian, an independent non-executive

director of the Company (the “INED”), will serve as the soliciting party to solicit votes from all shareholders of the Company in relation to the relevant matters of the Share Option Scheme, being the Resolutions No. 1 to No. 3 at the EGM of the Company to be held on 24 January 2022.

The INED has for the abovementioned purpose prepared the proxy form for appointing the INED as a proxy at the EGM (the “**INED Proxy Form**”). Should you wish to appoint the INED as your proxy to vote for you on the resolutions in relation to the Share Option Scheme and its related matters at the EGM, please complete and return the INED Proxy Form in accordance with the instructions printed thereon to the office of the Company, at 10th Floor, Building 10/Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing (Tel: (8610) 5229 5720) (for A Shareholders), or Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar, 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 EGM or any adjournment thereof (as the case maybe). A Shareholder may attend the meeting in person or by proxy notwithstanding the appointment of the INED as his/her proxy in respect of the matters under solicitation. Should you wish to appoint any person other than the INED as your proxy to vote for you on the resolutions in relation to the Share Option Scheme and its related matters at the EGM, you may simply disregard the INED Proxy Form and complete and return the form of proxy instead in accordance with the instructions printed thereon. If a Shareholder appoints the INED repetitively in relation to the matters under solicitation while the contents of the appointments are inconsistent, the last INED Proxy Form executed by the Shareholder shall be treated as valid; if it is unable to determine the timing of execution, the last INED Proxy Form received shall be treated as valid.

If an INED Proxy Form verified to be valid falls under any of the following circumstances, the INED may treat the INED Proxy Form in accordance with the following:

- (1) After appointing the INED as the proxy in relation to the voting rights for matters under solicitation, a Shareholder may expressly revoke in writing the appointment of the INED as the proxy prior to the close of registration for the on-site meeting, in which case the appointment of the INED shall be deemed invalid automatically;
  - (2) If a Shareholder has appointed someone other than the INED as the proxy to exercise the voting rights for matters under solicitation and to attend the meeting, and expressly revokes in writing the appointment of the INED prior to the close of registration of the on-site meeting, the appointment of the INED shall be deemed invalid automatically;
  - (3) A Shareholder shall specify the voting instruction for matters under solicitation in the submitted INED Proxy Form and shall choose either “For” or “Against” or “Abstain” as appropriate. If more than one option have been made, or no option has been indicated, the appointment of the INED shall be deemed invalid;
  - (4) Only one vote should be cast to the same resolution. For those resolutions voted with more than one vote, the first vote shall prevail. If it is unable to determine the timing of vote, and if there is inconsistency between the voting instructions for the same resolution on the form of proxy used for the EGM or other voting methods and the INED Proxy Form, the voting instruction on the INED Proxy Form shall prevail.
8. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.