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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 2022 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 first H shareholders' class meeting (the "**HCM**") 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 3:00 p.m. on 31 May 2022 or immediately following the conclusion of the annual general meeting or any adjournment thereof to be held at the same place and on the same day for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolution:

SPECIAL RESOLUTION

1. **"THAT:**

- (a) subject to (i) paragraph 1(b) below and compliance with all applicable laws and regulations of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws and regulations; and (ii) the passing of a special resolution by the shareholders of the Company at the annual general meeting and the passing of a special resolution by the A shareholders of the Company at the A shareholders' class meeting to confer the authority to the Directors contemplated in this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its H shares in the capital of the Company be and is hereby generally and unconditionally approved;

- (b) the number of H shares in the share capital of the Company to be repurchased pursuant to the approval in paragraph 1(a) above shall not exceed 10% of the number of the issued H shares in the share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the revocation or variation of this resolution by a special resolution of the shareholders of the Company at the general meeting.”

By Order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, China
28 April 2022

As at the date of this notice, 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. Details of the abovementioned special resolution are set out in the circular of the Company in relation to the annual general meeting dated 28 April 2022 (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 26 May 2022 to 31 May 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 25 May 2022 are entitled to attend and vote at the HCM 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 HCM, persons holding H Shares shall lodge share transfer documents accompanied by 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 25 May 2022, for registration.

3. Shareholders intending to attend the HCM shall give written notice of the same to the Company, which shall be lodged at 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 on or before 27 May 2022.
4. Shareholders entitled to attend and vote at the HCM 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 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 not later than 24 hours before the time for holding the HCM or any adjournment thereof.
6. If a proxy attends the HCM 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 HCM, 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 HCM are responsible for their own transportation and accommodation expenses.