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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: 00598)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “AGM”) 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 11:00 a.m. on 7 June 2024 for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT:**

- (a) subject to paragraph 1(c) below and compliance with all applicable laws and regulations of the People’s Republic of China, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional H Shares in the share capital of the Company in each case and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 1(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the number of H Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) in each case by the Directors pursuant to the approval in paragraph 1(a) above shall not exceed 20% of the total number of the issued H Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) 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.”

2. **“THAT:**

(a) subject to (i) paragraph 2(b) below and compliance with all applicable laws and regulations of the People’s Republic of China, the Listing Rules and all other applicable laws and regulations; and (ii) the passing of a special resolution by the holders of H Shares and the holders of A Shares in their respective class meeting to confer the authority to 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 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 2(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.”
3. To consider and approve the resolution in relation to the Updated Mandate of the issue of Debt Financing Instruments.
 4. To consider and approve the resolution in relation to the estimated guarantees of the Company for the year 2024.
 5. To consider and approve the resolution in relation to the proposed amendments to the Articles of Association.

ORDINARY RESOLUTIONS

6. To consider and approve the resolution in relation to the Work Report of the Board for the year 2023.
7. To consider and approve the resolution in relation to the Work Report of the Supervisory Committee for the year 2023.
8. To consider and approve the resolution in relation to the Final Financial Accounts Report of the Company for the year 2023.
9. To consider and approve the resolution in relation to the Annual Report of the Company and its summary for the year 2023.
10. To consider and approve the resolution in relation to the financial budget of the Company for the year 2024.
11. To consider and approve the resolution in relation to the profit distribution plan of the Company for the year 2023.
12. To consider and approve the resolution in relation to the grant of authorization to the Board to decide on the interim profit distribution plan of the Company for the year 2024.
13. To consider and approve the resolution in relation to the re-appointment of auditor for the year 2024.

14. To consider and approve the resolution in relation to the provision of a loan to a holding subsidiary.
15. To consider and approve the resolution in relation to the renewal of Liability Insurance for Directors, Supervisors and senior management members of the Company.
16. To consider and approve the resolution in relation to the proposed amendments to certain internal policies of the Company (including the Procedural Rules for General Meetings, the Procedural Rules for Meetings of the Board of Directors, the Procedural Rules for Meetings of the Supervisory Committee, the Working Manual for the Independent Directors, the Policy for the Management of Connected Transactions and the Policy for the Management of External Guarantees to be Provided by the Company).

ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

17. To consider and approve the resolution in relation to the election of following executive Director and non-executive Directors with a term of office from the approval of the Shareholders at the AGM to the date of conclusion of the fourth session of the Board:
 - 17.1 Mr. Wang Xiufeng be elected as a non-executive director of the Company;
 - 17.2 Mr. Song Rong be elected as an executive director of the Company;
 - 17.3 Mr. Liu Zhenhua be elected as a non-executive director of the Company;
 - 17.4 Ms. Luo Li be elected as a non-executive director of the Company;
 - 17.5 Mr. Yu Zhiliang be elected as a non-executive director of the Company;
 - 17.6 Mr. Tao Wu be elected as a non-executive director of the Company;
 - 17.7 Mr. Jerry Hsu be elected as a non-executive director of the Company.
18. To consider and approve the resolution in relation to the election of following independent non-executive Directors with a term of office from the approval of the Shareholders at the AGM to the date of conclusion of the fourth session of the Board:
 - 18.1 Ms. Wang Xiaoli be elected as an independent non-executive director of the Company;
 - 18.2 Ms. Ning Yaping be elected as an independent non-executive director of the Company;

18.3 Mr. Cui Xinjian be elected as an independent non-executive director of the Company;

18.4 Mr. Cui Fan be elected as an independent non-executive director of the Company.

19. To consider and approve the resolution in relation to the re-appointment of following Supervisors with a term of office for three years commencing from the date of the approval of the Shareholders at the AGM:

19.1 Mr. Fu Bulin be re-appointed as a supervisor of the Company;

19.2 Mr. Zhou Fangsheng be re-appointed as a supervisor of the Company;

19.3 Mr. Fan Zhaoping be re-appointed as a supervisor of the Company.

Shareholders will listen to the 2023 Work Report of the independent non-executive Directors of the Company at the AGM (such report is not subject to voting and resolution).

By order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, China
17 May 2024

As at the date of this notice, the board of directors of the Company comprises Wang Xiufeng (Chairman), Song Rong (executive director), Luo Li (non-executive director), Yu Zhiliang (non-executive director), Tao Wu (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 AGM dated 17 May 2024 (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 4 June 2024 to 7 June 2024 (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 3 June 2024, are entitled to attend and vote at the AGM 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 AGM, 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, Wan chai, Hong Kong, not later than 4:30 p.m. on 3 June 2024, for registration.
3. Shareholders intending to attend the AGM 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 5 June 2024.
4. Shareholders entitled to attend and vote at the AGM 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 AGM or any adjournment thereof.
6. If a proxy attends the AGM 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 AGM, 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 AGM are responsible for their own transportation and accommodation expenses.
8. The board of directors of the Company has recommended the payment of an annual dividend of RMB0.145 per share (tax inclusive), subject to passing of the resolution to declare and pay the annual dividend for 2023 by shareholders at the AGM. The recommended annual dividend will be paid on or before 22 July 2024 to the shareholders as registered at the close of business on 20 June 2024. The record date for the recommended annual dividend is at the close of business on 20 June 2024. For determining the entitlement to the recommended annual dividend, the register of members of the Company will be closed from 14 June 2024 to 20 June 2024, both days inclusive. In order for the H Shareholders to qualify for the recommended annual dividend, all share transfers accompanied by the relevant share certificates must be lodged 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 13 June 2024, for registration.

Pursuant to the Articles of Association of the Company, dividends payable to the holders of A Shares of the Company will be paid in Renminbi (“RMB”), and dividends payable to the holders of H Shares of the Company will be paid in Hong Kong dollars (“HK\$”). The exchange rate for dividends payable in HK\$ is the average of selling rates of RMB to HK\$ published by the People’s Bank of China during the week (16 March 2024 to 22 March 2024) preceding the date of recommendation of the annual dividend by the board of directors of the Company. The average exchange rate of RMB to HK\$ for the said week was HK\$1=RMB0.9224. Accordingly, the amount of annual dividend for each H Share of the Company is HK\$0.1572.

In accordance to the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations which took effect on 1 January 2008, the Company is obliged to withhold and pay enterprise income tax at a tax rate of 10% on behalf of non-resident corporate shareholders on its H share register when making payments of dividend to these shareholders. Shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees or trustees or other organisations or bodies shall be deemed as shares held by non-resident corporate shareholders. Such shareholders will receive their dividend net of the enterprise income tax.

The Company will withhold and pay on behalf of the individual holders of H Share the income tax in accordance with the tax regulations of the PRC. Pursuant to the letter titled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” issued by the Hong Kong Stock Exchange to the issuers on 4 July 2011, for nonforeign investment companies of the Mainland which are listed in Hong Kong distributing dividends to their shareholders, the individual shareholders in general will be subject to a withholding tax rate of 10%. They do not have to make any applications for entitlement to the above-mentioned tax rate. However, for shareholders who are residents of other countries and whose home countries have reached an agreement with China on an applicable withholding tax rate higher or lower than 10%, they have to follow the bilateral tax agreement in paying tax in connection with dividends paid by Mainland companies listed in Hong Kong. When making payments of dividend, the Company acting like a withholding agent in general will withhold 10% of the dividend on behalf of the individual H shareholders as individual income tax. If the relevant tax regulations and tax agreements have otherwise provisions, the Company will withhold individual income tax of such dividend in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

In addition, the Company signed the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading (港股通H股股票現金紅利派發協議) with China Securities Depository and Clearing Corporation Limited, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system. The cash dividends for investors of H shares of Southbound Trading will be paid in RMB.

The record date and the date of distribution of annual dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares of the Company. Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of Shenzhen-Hong Kong Stock Market (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2016] No.127), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

9. The cumulative voting method shall be adopted for the voting of Resolutions No. 17 to No. 19. The cumulative voting method refers to the voting for the election of directors, independent non-executive directors or supervisors at the general meetings where each share is entitled to the same number of votes which equals to the total number of directors, independent non-executive directors or supervisors to be elected, and shareholders may consolidate their voting rights when casting a vote or disperse the votes among several candidates.