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中國外運

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)**

**VOLUNTARY ANNOUNCEMENT  
UPDATE ON THE PROPOSED SPIN-OFF AND SEPARATE  
LISTING ON SHANGHAI STOCK EXCHANGE OF A PUBLICLY  
TRADED REAL ESTATE INVESTMENT TRUST FUND FOR  
INFRASTRUCTURE ASSETS**

This announcement is made by Sinotrans Limited (the “**Company**”) on a voluntary basis.

References are made to the announcements of the Company dated 15 June 2022 and 11 June 2024, respectively (the “**Announcements**”), in relation to the proposed spin-off and separate listing on Shanghai Stock Exchange (the “**SSE**”) of a publicly traded real estate investment trust fund for infrastructure assets (the “**Proposed Transaction**”). Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

**I. PROGRESS**

The Company was informed that on 27 December 2024, BOC Investment Management \* (中銀基金管理有限公司) and BOC Asset Management Co., Ltd.\* (中銀資產管理有限公司) submitted, among others, the application materials on the registration and listing of BOC Sinotrans Warehousing and Logistics Closed-end Infrastructure Securities Investment Fund and the transfer of the asset-backed securities of BOC Sinotrans Warehousing and Logistics Infrastructure Phase 1 Asset-Backed Special Scheme by way of public tender (the “**Infrastructure REITs**”) to CSRC and the SSE, respectively, and such application materials were respectively accepted by the CSRC and the SSE recently.

The underlying infrastructure assets under the Infrastructure REITs comprise warehouse logistics infrastructure assets owned by certain subsidiaries of the Company. For more details of the structure of the Proposed Transaction and product elements for the Infrastructure REITs, please refer to the Announcements.

The Company has submitted the PN15 Application to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) in relation to the Proposed Transaction. The Hong Kong Stock Exchange has confirmed that the Company may proceed with the Proposed Transaction under PN15 of the Listing Rules.

The terms of the offering, including the size and price range of the offering, and the timetable of the Proposed Transaction have not yet been determined as at the date of this announcement. The Company will closely follow the progress of the Proposed Transaction and further announcements in respect of the Proposed Transaction will be made by the Company as and when appropriate.

## **II. WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(f) OF PN15**

Paragraph 3(f) of PN15 requires a listed company contemplating a spin-off to have due regard to the interests of its existing shareholders by providing them with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares in the spun-off entity or by way of preferred application in any offering of existing or new shares in the spun-off entity.

As advised by the PRC legal counsel of the Company in respect of the Proposed Transaction (the “**PRC Counsel**”), according to relevant laws and regulations of the PRC, the units (the “**Units**”) of public funds listed on the SSE can be traded through a securities account or off-exchange account which can only be opened by (i) PRC citizens; (ii) foreigners with PRC permanent resident status; (iii) general domestic institutional investors; (iv) residents of Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan region working and residing in Mainland China; (v) other special institutions and products set up thereby, such as securities companies, fund management companies and their subsidiaries, insurance companies, trust companies, securities investment funds, social security funds, etc.; (vi) qualified foreign institutional investors approved by CSRC; and (vii) Renminbi qualified foreign institutional investors approved by CSRC ((i) to (vii) are collectively referred to as “**Qualified Investors**”). As at 30 September 2024, approximately 27.43% of the shares of the Company were held by the shareholders of the Company (the “**Shareholders**”) through HKSCC Nominees Limited according to the register of members of the Company. The Company is unable to ascertain the identifications of the Shareholders or further assess whether such Shareholders are Qualified Investors. Accordingly, not all, if any, of the existing Shareholders will be entitled to hold the Units following the Proposed Transaction, and thus compliance with paragraph 3(f) of PN15 in relation to the Proposed Transaction will not be feasible.

Further, the PRC Counsel also advised that according to the requirements of relevant laws and regulations such as the Guidance on Public Offering of Infrastructure Securities

Investment Funds (Trial) (《公開募集基礎設施證券投資基金指引（試行）》，the “Guidance”), Infrastructure REITs can only raise funds from investors (including through means such as strategic placement, offline subscription and public offering) after registration with the relevant CSRC authority. The PRC Counsel also advised that: (a) in respect of an offline subscription, only off-line investors who have provided valid quotations at the pricing enquiry stage can participate in such offline subscription, and the requirements in respect of such offline investors, conditions in respect of valid quotations, rules and method of allotment are determined by the manager of the Infrastructure REITs and its financial adviser; (b) in respect of a strategic placement by professional institutional investors, the proportion for such strategic placement shall be reasonably determined by the manager of the Infrastructure REITs; and (c) in respect of the public offering, the Infrastructure REITs are prohibited from being provided with a preferential allocation of the Units on the ground that all investors shall be treated equally. Therefore, pursuant to the existing PRC laws and regulations, it is impractical to preferentially allocate the Units to the Shareholders.

In addition, according to relevant requirements of the Guidance, the aggregate proportion of the Infrastructure REITs Units held by the original stakeholder(s) of the underlying infrastructure project or its related parties under common control via strategic placement shall not be less than 20% of the total number of Units issued in its offering, among which, the proportion of 20% of the Units must be held by such original stakeholder(s) or its related parties under common control for at least 60 months from the listing date of the Infrastructure REITs, and the proportion in excess of the 20% threshold must be held by such original stakeholder(s) or its related parties under common control for at least 36 months from the listing date of the Infrastructure REITs. The Infrastructure REITs Units held by the original stakeholder(s) during the relevant holding period shall not be pledged. Therefore, pursuant to abovementioned regulations, it is impractical for the Company to transfer or distribute the Units to the Shareholders.

After due and careful consideration of the Proposed Transaction and having taken into account the advice from the PRC Counsel on the legal impediments in fulfilling such requirements, the Board considers that it is not feasible for the Company to comply with paragraph 3(f) of PN15 of the Listing Rules in connection with the Proposed Transaction. Accordingly, the Board has resolved not to provide assured entitlement to the Shareholders under the Proposed Transaction and has confirmed that the Proposed Transaction and the waiver in respect of the assured entitlement requirement in relation to the Proposed Transaction are fair and reasonable, and in the interest of the Company and its Shareholders as a whole. The Company has also applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirement of paragraph 3(f) of PN15 of the Listing Rules.

**Shareholders and potential investors of the Company should note that the Proposed Transaction is subject to, among other things, obtaining approval(s) from the relevant PRC regulatory authorities in accordance with all applicable regulations and the prevailing market conditions. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the public offering of the Infrastructure REITs will take place or as to when it may take place. Shareholders and**

**potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Beijing, 7 January 2025

*As at the date of this announcement, the board of directors of the Company comprises Wang Xiufeng (Chairman), Song Rong (executive director), Yang Guofeng (non-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 Xiaoli, Ning Yaping, Cui Xinjian and Cui Fan.*

*\* For identification purpose only*