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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sinotrans Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

### **2025 ANNUAL GENERAL MEETING AND 2026 FIRST H SHAREHOLDERS' CLASS MEETING**

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A letter from the Board is set out on pages 4 to 14 of this circular.

A notice convening the AGM in the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People's Republic of China at 10:00 a.m. on 29 May 2026 and a form of proxy for use at the AGM are available on the website of the Company and the website of Hong Kong Stock Exchange.

A notice convening the HCM in the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People's Republic of China at 11:00 a.m. on 29 May 2026 or immediately after the conclusion of the AGM or any adjournment thereof to be held at the same place and on the same day and a form of proxy for use at the HCM are available on the website of the Company and the website of Hong Kong Stock Exchange.

Shareholders who intend to appoint a proxy to attend the AGM and/or HCM shall complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon no less than 24 hours before the time fixed for holding the AGM and/or HCM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM and/or HCM or any adjournment of it, if you so wish.

11 May 2026

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Shareholders’ Class Meeting”	the class meeting of holders of A Shares of the Company to be held in the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC at 11:30 a.m. on 29 May 2026 or immediately after the conclusion of the HCM or any adjournment thereof at the same place and on the same day
“AGM”	the 2025 annual general meeting of the Company to be held at 10:00 a.m. on 29 May 2026 in the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“China Merchants”	招商局集團有限公司 (China Merchants Group Limited), a state wholly-owned enterprise established under the laws of the PRC under direct control of the SASAC, the actual controller of the Company which holds in aggregate approximately 60.20% of the issued share capital of the Company as at the Latest Practicable Date
“Class Meetings”	A Shareholders’ Class Meeting and HCM
“Company”	中國外運股份有限公司 (Sinotrans Limited), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange and whose A Shares are listed on the SSE
“Debt Financing Instruments”	the debt financing instruments in domestic or overseas currency issued by the Company or its wholly-owned subsidiary in one or multiple batches (including but not limited to super short-term commercial paper, short-term commercial paper (with a term of one year), medium-term notes, corporate or enterprise bonds, asset trust scheme and asset-backed securitization products and asset-backed notes issued by asset transfer, etc.)

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HCM”	the class meeting of holders of H Shares of the Company to be held in the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC at 11:00 a.m. on 29 May 2026 or immediately after the conclusion of the AGM or any adjournment thereof at the same place and on the same day
“Hong Kong Stock Exchange/SEHK”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	7 May 2026, being the latest practicable date for ascertaining certain information contained in this circular
“Policy for the Management of Remuneration of Directors and Senior Management”	the Policy for the Management of Remuneration of Directors and Senior Management of Sinotrans Limited (《中國外運股份有限公司董事、高級管理人員薪酬管理制度》)
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM, the HCM and the A Shareholders’ Class Meeting to exercise the power of the Company to repurchase H Shares in the manner as set out in the notices of the AGM and the HCM issued by the Company on 11 May 2026
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China
“SEHK Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to issue, allot and deal with H Shares in the manner as set out in the notice of the AGM issued by the Company on 11 May 2026

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## DEFINITIONS

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“Sinotrans & CSC”	中國外運長航集團有限公司 (Sinotrans & CSC Holdings Co., Ltd.), a wholly state-owned company established under the laws of the PRC, a wholly-owned subsidiary of China Merchants, the controlling Shareholder which collectively holds 36.69% of issued share capital of the Company as at the Latest Practicable Date
“SSE”	the Shanghai Stock Exchange
“SSE Listing Rules”	the Rules Governing the Listing of Securities on the Shanghai Stock Exchange
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Updated Mandate”	the updated mandate authorizing the Directors to issue Debt Financing Instruments subject to Shareholders’ approval at the AGM as set out in this circular

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## LETTER FROM THE BOARD

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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)**

*Directors:*

Zhang Yi (*Chairman*)  
Gao Xiang  
Yang Guofeng  
Luo Li  
Yu Zhiliang  
Huang Chuanjing  
Jerry Hsu  
Gong Weiguo

*Independent non-executive Directors:*

Wang Xiaoli  
Ning Yaping  
Cui Xinjian  
Cui Fan

*Registered Office:*

1101, 11th Floor of 101, 1st to 22nd Floor  
Building 10  
No. 5 Anding Road  
Chaoyang District  
Beijing, 100029  
People's Republic of China

*Headquarters:*

China Merchants Plaza Tower B  
Building 10  
No. 5 Anding Road  
Chaoyang District  
Beijing, 100029  
People's Republic of China

*Principal Place of Business in Hong Kong:*

13A, China Merchants Logistics Center  
38 Hong Wan Road  
Tsing Yi  
Hong Kong

11 May 2026

*To the Shareholders*

Dear Sir/Madam,

**2025 ANNUAL GENERAL MEETING AND  
2026 FIRST H SHAREHOLDERS' CLASS MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the notices of the AGM and HCM and to provide you with all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM and the Class Meetings:

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## LETTER FROM THE BOARD

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- (1) the resolution in relation to the Work Report of the Board for the year 2025;
- (2) the resolution in relation to the Annual Report of the Company and its summary for the year 2025;
- (3) the resolution in relation to the profit distribution plan of the Company for the year 2025;
- (4) 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 2026;
- (5) the resolution in relation to the proposed appointment of auditor for the year 2026;
- (6) the resolution on the 2024 Annual Income Settlement and 2025 Remuneration Payment Arrangements for the Directors and Senior Management of the Company;
- (7) the resolution in relation to applying for the general mandates to issue, allot, deal with and repurchase H Shares;
- (8) the resolution in relation to the Updated Mandate of the issue of Debt Financing Instruments;
- (9) the resolution in relation to the estimated guarantees of the Company for the year 2026; and
- (10) the resolution in relation to the formulation of the Policy for the Management of Remuneration of Directors and Senior Management of the Company.

Furthermore, Shareholders will listen to the 2025 Work Report of the independent non-executive Directors at the AGM, which is not subject to Shareholders' approval.

## **II. RESOLUTIONS TO BE CONSIDERED AT THE AGM AND THE CLASS MEETINGS**

### **1. The Resolution in Relation to the Work Report of the Board for the Year 2025**

In accordance with the relevant provisions of the Articles of Association, the Board reported the working status of the Board for the year ended 31 December 2025. The full text of the aforesaid work report is set out in Appendix I to this circular. In the event of any discrepancy between the English translation and the Traditional Chinese version of the document, the Traditional Chinese version shall prevail.

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the Work Report of the Board for the year 2025.

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## LETTER FROM THE BOARD

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### **2. The Resolution in Relation to the Annual Report of the Company and its Summary for the Year 2025**

Details of the Annual Report of the Company for the year 2025 are available at the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>), the SSE (<http://www.sse.com.cn>) and the Company (<http://www.sinotrans.com>).

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the Annual Report of the Company and its summary for the year 2025.

### **3. The Resolution in Relation to the Profit Distribution Plan of the Company for the Year 2025**

The proposed 2025 final dividend is RMB0.155 per Share (tax included) based on the total share capital of the Company registered on the record date of equity distribution. The residual profits are recognized as retained earnings and the Company will not distribute Shares or convert any reserve into Shares. As at the Latest Practicable Date, the total share capital of the Company was 7,173,751,227 Shares, based on which, the 2025 final dividend allotment is RMB1,111,931,440.19 (tax included). Considering the 2025 interim dividend of RMB0.145 per Share (tax included), 2025 final dividend of RMB0.155 per Share (tax included) and the cash used for A Share and H Share repurchases in the year 2025, the total cash dividend of the Company for the year 2025 accounts for 65.45% of the net profit attributable to Shareholders in the consolidated statements for the year 2025. For details of distribution of 2025 final dividend, please refer to the notice of AGM of the Company dated 11 May 2026.

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the resolution in relation to the profit distribution plan of the Company for the year 2025.

### **4. 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 2026**

In accordance with the Articles of Associations, subject to the satisfaction of certain conditions for cash dividend payment, the Company shall distribute dividend in cash once each year in principle, and the Board may propose interim cash dividend payment based on the profitability and capital needs of the Company.

To facilitate the efficiency of the decision-making process, the Company proposes that the Shareholders authorize the Board to deal with all matters relating to the declaration and payment of the interim dividend for the year 2026 (including, but not limited to, determining whether to distribute interim dividend for the year 2026) in its absolute discretion based on the profitability for the first half of 2026 and capital needs of the Company and with reference to the previous dividend payout ratios.

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## LETTER FROM THE BOARD

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The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, 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 2026.

### **5. The Resolution in Relation to the Proposed Appointment of Auditor for the Year 2026**

Reference is made to the announcement of the Company dated 7 May 2026 in relation to the proposed appointment of auditor of the Company. The Company proposes to appoint BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) as the auditor of the Company for financial reports and internal control for the year 2026, with a term of office ended at the conclusion of the next annual general meeting of the Company. The total audit fee is estimated to be RMB13.10 million, which was determined after taking into account, among others, the complexity of the Group's business and its business plans, the expected scope of audit, the audit timetable, the proposed auditor's qualifications and experience, audit resources and expected workload, as well as market rates for related services. Meanwhile, it is proposed that the Shareholders authorize the Board and its authorized person (i.e., the chairman of the Board) to adjust the estimated fee within the range of -5% to 5% in accordance to the scope of audit services and actual workload.

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the resolution in relation to the proposed appointment of auditor for the year 2026.

### **6. The Resolution on the 2024 Annual Income Settlement and 2025 Remuneration Payment Arrangements for the Directors and Senior Management of the Company**

In accordance with the Company Law of the PRC, the Code of Corporate Governance for Listed Companies, the Articles of Association and other relevant regulations, on 30 March 2026, the twenty-third meeting of the fourth session of the Board considered and approved the Resolution on the 2024 Annual Income Settlement and 2025 Remuneration Payment Arrangements for the Directors and Senior Management of the Company.

For details of the remuneration for the Company's Directors and senior management for the year 2025, please refer to the Chapter 5 "Corporate Governance, Environmental and Social Responsibility (Corporate Governance Report)" of the Annual Report of the Company for the year 2025 published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>), the SSE (<http://www.sse.com.cn>) and the Company (<http://www.sinotrans.com>).

The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the resolution on the 2024 Annual Income Settlement and 2025 Remuneration Payment Arrangements for the Directors and Senior Management of the Company.

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## LETTER FROM THE BOARD

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### **7. The Resolution in Relation to Applying for the General Mandates to Issue, Allot, Deal with and Repurchase H Shares**

#### ***(1) General mandate to issue, allot and deal with H Shares***

In order to provide flexibility to the Directors to issue Shares in the event that it is desirable to do so quickly, approval will be sought at the AGM to grant to the Directors a general mandate (details are set out in the notice of AGM) to allot, issue and deal with new Shares not exceeding 20% of the number of H Shares in issue of the Company (excluding treasury H Shares, if any) as at the date of passing of the relevant special resolution. Such Share Issue Mandate, if approved, will lapse at the earliest of: (i) the conclusion of the Company's next annual general meeting; or (ii) the expiration of the 12-month period following the passing of the resolution approving the Share Issue Mandate; or (iii) the revocation or variation of the Share Issue Mandate by a special resolution of the Shareholders at the general meeting.

The Company has proposed a special resolution at the AGM for the Shareholders to consider and, if thought fit, approve the resolution in relation to the Share Issue Mandate.

#### ***(2) General mandate to repurchase H Shares***

In order to provide flexibility to the Directors to repurchase H Shares in the event that it is desirable to do so quickly, approval will be sought at the AGM and the Class Meetings to grant to the Directors a general mandate to repurchase H Shares not exceeding 10% of the total H Shares in issue (excluding the treasury H Shares, if any) as at the date of passing the special resolutions in the respective meetings. The Repurchase Mandate will be conditional upon the special resolutions for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings. Such Repurchase Mandate, if approved, will lapse at the earliest of: (i) the conclusion of the Company's next annual general meeting; or (ii) the expiration of the 12-month period following the passing of the resolution approving the Repurchase Mandate; or (iii) the revocation or variation of the Repurchase Mandate by a special resolution of the Shareholders at the general meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix II to this circular.

The Company has proposed a special resolution at the AGM and the Class Meetings for the Shareholders to consider and, if thought fit, approve the resolution in relation to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### **8. The Resolution in Relation to the Updated Mandate of the Issue of Debt Financing Instruments**

References are made to the circular of the Company dated 15 May 2025 and the poll results announcement of the Company dated 5 June 2025 in relation to, among other things, the proposed update of the mandate of the issue of debt financing instruments. The mandate approved to be updated at the 2024 annual general meeting held on 5 June 2025 will expire on date of 2025 annual general meeting of the Company. The Board has resolved to obtain an Updated Mandate to issue Debt Financing Instruments, which shall be subject to the Shareholders' approval by way of a special resolution at the AGM. The Updated Mandate will commence from the date of approval by the Shareholders at the 2025 AGM to the date of the next annual general meeting of the Company and shall include (but not limited to) the following:

- (1) to issue Debt Financing Instruments with a single issue period not more than ten years;
- (2) that the Company may provide credit promotion measures such as guarantees to abovementioned issue of Debt Financing Instruments and specific credit promotion measures will be determined by the Board and its authorized person (i.e., the Chairman of the Board) within the authorization period according to the market condition then;
- (3) to authorize the Board and its authorized person (i.e., the Chairman of the Board), for a period commencing from the date of approval of special resolution at the AGM to the date of the next annual general meeting of the Company and within the effective period of the registration of the Debt Financing Instruments, to deal with all matters relating to the issue of the Debt Financing Instruments according to the market condition, including but not limited to the following:
  - (a) to decide the terms of the issue of Debt Financing Instruments, including but not limited to the type, amount, interest rate, issue period, credit rating, credit promotion measures such as guarantees, whether or not to set repurchase or redemption terms, whether or not to set options to adjust coupon rate, allotment arrangements and the use of the proceeds, etc.;
  - (b) to select and engage qualified professional intermediaries, including but not limited to selecting and engaging the underwriting institutions, credit rating authority and legal counsel;
  - (c) to undergo all necessary negotiations, and to amend and execute all relevant agreements and other necessary documents (including but not limited to the applications for approval of the issue of the Debt Financing Instrument, registration report, offering document, trust contract, asset transfer agreement, underwriting agreement, related announcements and documents for necessary disclosures);

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## LETTER FROM THE BOARD

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- (d) to apply for all necessary approvals and make all necessary filings and registrations in connection with the Debt Financing Instruments, including but not limited to submitting application for registration to the relevant authorities in the PRC in relation to the issue of the Debt Financing Instruments and obtaining the permission from the relevant authorities (if needed) and making necessary amendments to the applications for the issue of the Debt Financing Instruments in response to any request from the relevant authorities in the PRC;
- (e) to take all necessary actions and deal with or make decisions on all matters relevant to the issue of the Debt Financing Instruments, including but not limited to signing all the necessary documents and disclosing information in accordance with the applicable laws and regulations;
- (f) if there is a change in the issuance policy regulated by the regulatory authorities or a change in the market conditions, except for matters requiring re-voting by the Shareholders at the general meeting of the Company as stipulated in the relevant laws and regulations and Articles of Association, within the scope authorized by the Shareholders at the AGM, to adjust the specific issuance plan according to the opinions of the regulatory authorities or the prevailing market conditions, or to decide whether to continue the issuance according to the actual situation.

The Board believes that obtaining the Updated Mandate to issue the Debt Financing Instruments will provide greater flexibility to the Group's source of funding with different maturity date for the Company and its subsidiaries and help improve the Company's debt structure and reduce its financing costs.

The Board is of the view that the Updated Mandate is in the interest of the Company and its Shareholders as a whole.

According to the SSE Listing Rules and the Company Law of the PRC, the abovementioned Updated Mandate shall be submitted to the AGM for Shareholders' approval. The issue of the abovementioned Debt Financing Instruments will be carried out strictly in compliance with the SEHK Listing Rules and the SSE Listing Rules and the Articles of Association. The Company will comply with relevant applicable requirements under Chapter 14 and Chapter 14A of the SEHK Listing Rules and fulfill its information disclosure obligations (if required).

The Company has proposed a special resolution at the AGM for the Shareholders to consider and, if thought fit, approve the abovementioned Updated Mandate of the issue of Debt Financing Instruments.

**The issue of Debt Financing Instruments may or may not proceed. Shareholders and investors should therefore exercise caution in dealing in the Shares.**

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## LETTER FROM THE BOARD

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### **9. The Resolution in Relation to the Estimated Guarantees of the Company for the Year 2026**

In order to meet the Company's business and operation needs and improve the efficiency of operation and decision-making, in accordance with relevant laws and regulations and the Policy for the Management of External Guarantees of the Company, the estimated guarantees of the Company for the year 2026 are set out as follows:

#### ***(1) Financial credit guarantees***

The Company and its subsidiaries proposed to provide financial credit guarantees (including credit guarantees and financing guarantees, the same below) with an amount of no more than RMB10.745 billion for the Company and its controlling subsidiaries, of which the total amount of financial credit guarantees granted to the parties whose asset-liability ratio exceeds 70% is estimated to be no more than RMB4.312 billion.

The Company and its subsidiaries proposed to provide financial credit guarantees with an amount of no more than RMB1.072 billion for their joint ventures and associates, of which the total amount of financial credit guarantees granted to the parties whose asset-liability ratio exceeds 70% is estimated to be no more than RMB200 million.

The above guarantees limits can be used on a revolving basis within the valid period.

#### ***(2) Business guarantees***

The Company and its subsidiaries proposed to provide business guarantees for (i) their controlling subsidiaries with fixed amounts of no more than RMB400 million, of which the total amount of business guarantees granted to the parties whose asset-liability ratio exceeds 70% is estimated to be no more than RMB350 million; and (ii) their joint ventures and associates with amounts of no more than RMB150 million.

Except for the abovementioned, the Company and its subsidiaries proposed to provide business guarantees for five of their wholly-owned subsidiaries in yards, warehouse or house leasing and other businesses with no fixed amount.

#### ***(3) Qualification guarantees***

The Company and its subsidiaries proposed to provide guarantees for the group delivery business and futures delivery warehouse business of the nine wholly-owned subsidiaries of the Company (including Sinotrans Central China Co., Ltd., Sinotrans Eastern Company Limited, Sinotrans South China Co., Ltd., Sinotrans North China Co., Ltd., Sinotrans Northeast China Co., Ltd., Qingdao Sinotrans Supply Chain Co., Ltd., Qingdao Sinotrans Smart Logistics Co., Ltd., Sinotrans Logistics Guangxi Co., Ltd. and Sinotrans Logistics (Yunnan) Co., Ltd.) and the one holding subsidiary of the Company (Sinotrans Chemical International Logistics Co., Ltd.) in Shanghai Futures Exchange and its subsidiaries (including but not limited to Shanghai International Energy Exchange Corporation), Zhengzhou Commodity Exchange, Dalian

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## LETTER FROM THE BOARD

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Commodity Exchange, Guangzhou Futures Exchange and other futures exchanges, under which the Company and its subsidiaries will undertake the irrevocable full joint guarantee liabilities with no fixed amount for all liabilities arising from the loading, storage, unloading, delivery or group delivery and other businesses of futures commodities as carried out by the guaranteed parties mentioned above. The guarantee period is the term (including the automatically extended term provided that there is no disagreement from the parties) of the corresponding group delivery business and futures delivery warehouse business agreement between the guaranteed parties and the abovementioned future exchanges and two or three years from the expiration date (subject to the requirements from such future exchanges). Where the Company provides the aforesaid guarantees for Sinotrans Chemical International Logistics Co., Ltd., the other shareholders of such company shall provide corresponding counter-guarantees in proportion to their respective shareholdings.

The abovementioned resolution in relation to the estimated guarantees shall be valid from the approval of the AGM until the convening of the next annual general meeting of the Company. The abovementioned respective amount of guarantees can be adjusted and used according to the relevant requirements of the SSE, and guarantee limit to be adjusted to the guaranteed parties whose asset-liability ratio exceeds 70% can only be adjusted from other guaranteed party(ies) whose asset-liability ratio exceeds 70%, and the Board and its authorized person (i.e., the Chairman of the Board) shall be authorized to approve relevant adjustments. The Company will no longer hold separate Board meetings or general meetings for each guarantee granted within the abovementioned guarantee limits.

According to the SSE Listing Rules, the abovementioned estimated guarantees of the Company for the year 2026 shall be submitted to the AGM for Shareholders' approval. The provision of the abovementioned guarantees will be carried out strictly in compliance with the SEHK Listing Rules and the SSE Listing Rules and the Articles of Association. The Company will comply with relevant applicable requirements under Chapter 14 and Chapter 14A of the SEHK Listing Rules and fulfill its information disclosure obligations (if required).

The Company has proposed a special resolution at the AGM for the Shareholders to consider and, if thought fit, approve the abovementioned estimated guarantees of the Company for the year 2026.

### **10. Resolution in relation to the Proposed Adoption of the Policy for the Management of Remuneration of Directors and Senior Management of the Company**

In accordance with the requirements of the Corporate Governance Code and other provisions under the SEHK Listing Rules, as well as the Code of Corporate Governance for Listed Companies issued by the CSRC on 16 October 2025, a listed company shall establish a remuneration management system, which includes the determination mechanism for total payroll, the remuneration structure for directors and senior management, performance appraisal, remuneration payment, and payment suspension and clawback mechanisms, etc.. In light of the Company's actual circumstances, the Company has formulated the Policy for the Management of Remuneration of Directors and Senior Management. Further details are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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The Company has proposed an ordinary resolution at the AGM for the Shareholders to consider and, if thought fit, approve the proposed adoption of the Policy for the Management of Remuneration of Directors and Senior Management of the Company.

### III. AGM AND THE CLASS MEETINGS

The H Share register of members of the Company will be closed from 26 May 2026 to 29 May 2026 (both days inclusive), during which no transfer of H Shares will be registered. In order for the H Shareholders to be entitled to attend and vote at the AGM and/or the HCM, persons holding H Shares shall lodge share transfer documents and the relevant H Share certificates with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 22 May 2026. Any holders of H Shares whose names appear on the H Share register of members of the Company on 29 May 2026, are entitled to attend and vote at the AGM and/or the HCM of the Company after completing the registration procedures for attending the meeting.

The AGM will be convened and held at the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC at 10:00 a.m. on 29 May 2026 to consider and, if thought fit, approve the resolutions as set out in the notice of the AGM.

The HCM will be convened and held at the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC at 11:00 a.m. on 29 May 2026 or immediately after the conclusion of the AGM or any adjournment thereof to be held at the same place and on the same day to consider and, if thought fit, approve the resolution as set out in the notice of the HCM.

Notice of the AGM and the notice of HCM, together with the proxy form for use at the respective meetings, are to be despatched to Shareholders on 11 May 2026 and available on the website of the Company and the website of Hong Kong Stock Exchange. Shareholders who intend to appoint a proxy to attend the AGM and/or the HCM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM and/or the HCM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and/or the HCM or any adjournment thereof, if you so wish.

As at the Latest Practicable Date, none of the Shareholders is required to abstain from voting on the proposed resolutions at the AGM and the Class Meetings to the best knowledge, information and belief of the Directors after having made all reasonable enquiries.

Pursuant to Rule 13.39(4) of the SEHK Listing Rules, all votes at the AGM and the HCM will be taken by poll. The Company will announce the results of the poll in accordance with the SEHK Listing Rules after the AGM and the HCM.

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## LETTER FROM THE BOARD

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### IV. DIRECTORS' RECOMMENDATION

In order to pass an ordinary resolution and a special resolution of the Company at its general meeting and relevant class meetings, there requires at least a simple majority and a two-thirds majority, respectively, of the votes held by Shareholders attending the relevant general meeting or class meetings in person or by proxy (and entitled to vote) being voted in favour of the relevant resolution.

The Board (including independent non-executive Directors) considers that the resolutions as set out in the notice of the AGM and the notice of the HCM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (including independent non-executive Directors) recommends the Shareholders and the H Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and the HCM.

### V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the SEHK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

In 2025, the Board of Directors (the “Board”) of Sinotrans Limited (the “Company”) earnestly performed its duties and obligations conferred by the Company Law, the Articles of Association and relevant laws and regulations, highlighted its role in enhancing corporate governance, providing strategic guidance, exercising decision-making oversight, and implementing risk prevention measures under the principle of “determining strategies, making decisions and preventing risks”, and actively promoted high-quality development of the Company. The main work of the Board in 2025 is hereby reported as follows:

## **I. ENHANCING GOVERNANCE MECHANISMS TO ENSURE THE STANDARDIZED OPERATION OF THE BOARD**

In 2025, the Board performed its duties and powers conferred by the Articles of Association in accordance with laws and regulations, and continuously improved the corporate governance mechanisms characterized by “legal rights and responsibilities, transparent rights and responsibilities, coordinated operation and effective control and balance” to ensure the standardized operation of corporate governance. The Board and relevant meetings convened are as follows:

**In terms of Board meetings:** In 2025, a total of 16 Board meetings were organized and convened (including 4 regular meetings and 12 extraordinary meetings), considering and approving as well as receiving 71 resolutions and reporting matters, covering significant matters including the Company’s 15th Five-Year Plan Framework, periodic reports, fulfillment of exercise conditions for share incentive, appointment of senior management, external investment and related party transactions, amendment to the Articles of Association and abolishment of the supervisory committee, partial disposal of equity interests in a joint venture, and estimated guarantees for the year 2025, etc. The Board effectively fulfilled its responsibilities and all resolutions have been effectively implemented.

**In terms of meetings of the special committees of the Board:** In 2025, a total of 17 meetings of the special committees of the Board were organized and convened (including 6 meetings of the audit committee, 6 meetings of the nomination committee, 4 meetings of the remuneration committee, and 1 meeting of the strategy and sustainable development Committee), considering and approving 32 resolutions such as the Company’s financial reports, internal control evaluation reports, and election of directors, providing effective support for the Board to make decisions.

**In terms of special meetings of independent Directors:** In 2025, a total of 4 special meetings of independent Directors were organized and convened, considering and approving 4 resolutions such as related party transactions.

**In terms of general meetings:** In 2025, a total of 9 general meetings were proposed and held (including 1 annual general meeting, 4 extraordinary general meetings and 4 class meetings), with all 30 proposed resolutions being approved.

## II. STRENGTHENING STRATEGIC COORDINATION TO CONSOLIDATE THE FOUNDATION FOR HIGH-QUALITY DEVELOPMENT

The Board of the Company played a key role in strategic decision-making, and engaged in discussions and reviews of the Company's strategic plans and development directions. In 2025, the Board of the Company received the "Report on Sinotrans' 15th Five-Year Plan Framework" and conducted in-depth discussions, providing opinions and recommendations on difficult issues facing the strategy implementation and measures in response to the complex external environment. The key achievements of 2025 are as follows:

### 1. Continuous advancement of the strategic marketing system

In 2025, the Company established a penetration-oriented virtual team for key industries led by the headquarters and extending to subsidiaries at all levels, forming a collaborative mechanism where "physical organizations provide strategic coordination while virtual teams address specialized challenges". During the year, revenue from core direct clients grew by 6.5% year-on-year, with the customer structure further optimized.

### 2. Steady construction of the product system

In 2025, the Company developed five industry-level solutions targeting key industries. Standardized/modular products were developed around major transportation corridors, including the "Southeast Asia Express (東南亞捷運通)" product, the "GBA River-Sea Express Port-Shipping-Cargo Integration (大灣區江海達港航貨一體化)" product, and the "GBA Cross-border Green Express (灣區跨境綠運通)" product, etc., with a standardized product matrix gradually constructed.

### 3. Intensive operations yielding results

In terms of customer management, the CRM (Customer Relationship Management) system covered over 70% of business organizations, essentially realizing online sales management. In terms of resource management, the proportion of internal procurement of warehouse resources exceeded 60%, representing a year-on-year increase of 29 percentage points, with initial results emerging from resource-intensive operations. In terms of cost control, operating costs in 2025 decreased by 8.77%, higher than the decrease in revenue, with significant results achieved in intensive control.

### 4. Continuous growth of overseas business

In 2025, the Company's revenue from overseas business increased by 7.3% year-on-year, and total profit increased by 39.3% year-on-year; especially in Southeast Asia, total profit increased by 12.3% year-on-year, with the Phase II of the logistics center in Thailand being operated at full capacity, and the cross-border trucking products between China and Vietnam, as well as China and Thailand, being optimized and upgraded, and the Company signed a purchase agreement for land-use-right situated in

Malaysia. In Europe, the Company jointly established a joint venture with China Nanshan to acquire a warehouse in Hungary in January 2026, further strengthening its resource deployment at key European hubs. Driven by contract logistics and project logistics, total profit in the Middle East increased by over 10% year-on-year. In Africa, incremental business from Chinese customers drove a year-on-year increase of over 20% in total profit.

#### **5. Empowerment and efficiency enhancement through technological innovation**

In terms of smart logistics, the Company was fully committed to advancing “AI + Logistics” initiatives, promoting the commercial application and implementation of scenarios such as smart ports and smart warehousing. Six new smart warehouses were constructed, and Level 4 autonomous driving accumulated over 3.5 million kilometers of operational mileage. In terms of green logistics, the Company maintained industry leadership by updating and releasing the “Sinotrans Green Logistics White Paper” (2025 Edition), and participated in the formulation of 4 national and industry standards cumulatively. A total of over 10 carbon-neutral logistics parks, stations, and terminals have been built, and the carbon calculator achieved GLEC 3.2 and ISO 14083: 2023 double certification, covering all logistics scenarios.

### **III. FORTIFYING THE RISK DEFENSE LINE TO SAFEGUARD THE COMPANY’S STEADY DEVELOPMENT**

The Board of the Company strengthened its bottom-line awareness, continuously improved the level of risk management, internal control development, and compliance management, and guided the management to coordinate development and security to provide robust support for the Company’s high-quality sustainable development. In 2025, the Board of the Company considered the “Resolution on the Internal Control Evaluation Report for 2024, Risk and Compliance Work Summary and Plan for 2025”, gained in-depth understanding and provided guidance on areas such as the development of the compliance management system and the prevention of core business risks, emphasizing the need for the Company to adhere to a bottom-line mindset and continuously strengthen comprehensive risk control of financial assets and day-to-day operations amidst the complex and challenging external environment.

In 2025, under the guidance of the Board, the Company advanced the implementation of penetrating management, providing solid safeguards for the sustainable high-quality development of the Company. In terms of financial control, 100% of overseas institutions achieved online financial sharing, and a monitoring platform for the governance of low-efficiency businesses at all levels was established to effectively release funds. In terms of risk prevention and control, the Company conducted day-to-day control and digital intelligence upgrades in key areas, significantly enhancing the effectiveness of risk control and compliance management. In terms of production safety, the smart fire protection system had been extended to all self-owned parks already in operation, while the whole-chain rectification in key areas was further deepened, maintaining an overall stable production safety situation.

#### IV. DEEPENING SHAREHOLDER COMMUNICATION MECHANISMS TO ENHANCE SHAREHOLDERS' RETURNS

The Board of the Company well recognizes the importance of strengthening communication with Shareholders and delivering returns to Shareholders for the long-term development of the Company. Effective communication with Shareholders and providing stable and sustainable Shareholders' returns not only enhance Shareholders' confidence in the Company but also provide a necessary guarantee for the Company's long-term and positive growth.

**In terms of communication with Shareholders**, the Company continued to conduct investor communication in accordance with laws and regulations through multi-channel, multi-level and multi-dimensional communication methods such as information disclosure, general meetings, management roadshows and reverse roadshow activities, timely responding to investor concerns, conveying company value, and enhancing capital market recognition. In 2025, the Company issued more than 570 announcements; it organized and held 5 meetings, including periodic performance briefings and participating in the collective performance presentation for listed companies under the China Merchants Group, with relevant Directors and management attending in person; conducted and participated in approximately 20 management roadshows; and held reverse roadshow activities in Guangzhou and other places to enhance investor understanding of the Company's business and development strategies.

**In terms of Shareholders' returns**, the Company distributed dividends according to operating results and taking into account the interests of Shareholders, future development needs of the Company and the cash flow. On 20 October 2025, the Company distributed the 2025 interim dividend of RMB0.145 per Share (tax inclusive), amounting to approximately RMB1,041 million (tax inclusive). The Board has proposed to the general meeting to distribute the 2025 annual dividend of RMB0.155 per Share (tax inclusive), with an estimated total cash dividend of approximately RMB1,112 million (tax inclusive). If the proposed profit distribution plan for 2025 is approved by the Shareholders at the general meeting, the Company's annual cash dividends for 2025 are expected to be approximately RMB2,153 million (tax inclusive) in aggregate, which, together with the cumulative share repurchase amount of approximately RMB480 million in 2025, accounts for approximately 65.45% of the net profit attributable to shareholders of the listed company in the 2025 annual consolidated statement.

#### V. STRENGTHENING THE SELF-BUILDING OF THE BOARD TO ENSURE SCIENTIFIC AND EFFECTIVE DECISION-MAKING

The Board strictly complied with the relevant laws, regulations, rules and the Articles of Association to carry out its work, and established a decision-making mechanism of "pre-meeting communication, in-meeting discussion, and post-meeting follow-up". The Board conducted diligent analysis and research on material matters such as the operation of the Company and made decisions in a prudent manner, satisfactorily fulfilling the duties and responsibilities of the Board authorized by the Company Law, the Articles of Association and

relevant laws and regulations. In 2025, the Board strengthened front-line business research and conducted a total of 9 Director research activities focusing on river-sea intermodal transport, air freight business, smart and green logistics, logistics e-commerce platforms, and key projects of the Company, gaining profound insights into the Company's front-line operation and management and business scenarios, and providing constructive opinions on the Company's development strategy, internal synergy, innovative development, and core competitiveness development. Additionally, the Board actively participated in relevant training organized by regulatory agencies to continuously enhance its performance capabilities.

## VI. WORK PLAN OF THE BOARD FOR 2026

In 2026, the Board of the Company will adhere to its regulated operation and scientific decision-making process, and therefore focus on the following key tasks: **Firstly**, guiding management to continue adhering to the general principle of “pursuing progress while ensuring stability” under the complex and challenging economic situation, to fully achieve a good start for the 15th Five-Year Plan. **Secondly**, focusing on the Company's key businesses, conducting in-depth special research, and reinforcing the Board's core responsibility orientation of “determining strategies, making decisions and preventing risks” to further improve the quality and efficiency of Board decision-making. **Thirdly**, further strengthening the Board's internal development, optimizing corporate governance systems and mechanisms, strengthening the closed-loop supervision of decision execution, and continuously enhancing the standardization and professionalism of the Board's operation.

*The Board of Directors of*  
**Sinotrans Limited**

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## **APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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*This appendix includes an explanatory statement required by the Hong Kong Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.*

### **1. SEHK LISTING RULES FOR REPURCHASES OF SHARES**

The SEHK Listing Rules permit companies with a primary listing on the Main Board of Hong Kong Stock Exchange to repurchase their shares on the Main Board of Hong Kong Stock Exchange subject to certain restrictions.

### **2. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the laws of PRC. As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the proposed repurchases were to be exercised in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. NUMBER OF THE H SHARES PROPOSED TO BE REPURCHASED**

As at the Latest Practicable Date, the issued share capital of the Company was 7,173,751,227 Shares comprising 5,157,470,227 A Shares and 2,016,281,000 H Shares. If the aggregate number of H Shares in issue and having not been repurchased as at the date of the approval of the resolution in relation to the H Share Repurchase Mandate is 2,016,281,000, then the maximum number of H Shares proposed to be repurchased shall not exceed 201,628,100.

### **4. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general mandate from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. All H Shares repurchased are planned to be held as treasury Shares or cancelled.

**5. PRICE OF REPURCHASES AND DISPOSITION**

Pursuant to the SEHK Listing Rules, the price for repurchasing H shares shall not be higher by 5% or more than the average closing market price for the five trading days preceding the date on which the H shares are actually repurchased. The Company will determine the specific repurchase price based on market conditions and actual situation of the Company.

**6. GENERAL**

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the Repurchase Mandate in accordance with the SEHK Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC. Neither the explanatory statement nor the proposed share repurchase has any unusual features.

**7. EFFECT OF THE TAKEOVERS CODE**

If, as a result of the Directors exercising the powers of the Company to repurchase H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, China Merchants, through its subsidiaries, held in aggregate approximately 60.20% of the issued share capital, including 4,125,937,270 A Shares and 192,478,000 H Shares.

As the shareholdings of China Merchants in the Company is more than 50%, an exercise of the Repurchase Mandate in full will not trigger an offer obligation for China Merchants and its concert parties (including Sinotrans & CSC) under Rule 26 of the Takeovers Code. In any event, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Board will endeavor to ensure that the exercise of the Repurchase Mandate will not result in less than 25% of the Shares being held by the public.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable laws of which the Directors are aware, as a result of any repurchase of Shares made under the proposed resolution.

**8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the SEHK Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any of the H Shares to the Company.

No core connected person (as defined in the SEHK Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of the H Shares to the Company nor has he/she/it undertaken not to sell any of the H Shares held by him/her/it to the Company in the event that the Company is authorized to make repurchases of H Shares.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares of the Company (whether on the Hong Kong Stock Exchange or otherwise) has been made by the Company in the preceding six month ending on the Latest Practicable Date.

**10. H SHARE PRICE**

The highest and lowest prices at which the H Shares were traded on the Hong Kong Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	<b>H Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
May	3.85	3.29
June	4.04	3.66
July	4.57	4.01
August	4.71	4.22
September	5.42	4.51
October	5.48	4.74
November	5.38	5.00
December	5.51	4.76
<b>2026</b>		
January	5.33	4.75
February	5.48	5.01
March	5.40	4.63
April	5.32	4.74
May (up to the Latest Practicable Date)	5.38	4.98

## CHAPTER 1 GENERAL

**Article 1** In order to further regulate the management of remuneration of directors and senior management of Sinotrans Limited (the “Company”), establish and improve an effective incentive and restraint mechanism, strengthen the diligence and responsibility of directors and senior management, improve the corporate governance structure, and enhance the quality of operation and management and the capability for sustainable high-quality development of the Company, the Company has formulated this policy in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies and other laws, administrative regulations, and normative documents as well as the Articles of Association of Sinotrans Limited (the “Articles of Association”) and the Working Manual for the Independent Directors of Sinotrans Limited, after taking into account the actual situation of the Company.

**Article 2** This policy applies to the directors of the Company and the senior management as stipulated in the Articles of Association.

**Article 3** Directors referred to in this policy mean all directors in office during the implementation of this policy, including independent directors, external directors, and internal directors.

- (I) Independent directors refer to directors who are appointed by the Company in accordance with the Administrative Measures for Independent Directors of Listed Companies, do not hold any other positions in the Company other than the directorship, and have no direct or indirect interest in the Company and its major shareholders (referring to shareholders who individually or collectively hold more than 5% of the total number of voting shares of the Company) or *de facto* controller, or any other relationship that may affect their independent and objective judgment, and who comply with the independence requirements of the rules of the stock exchanges in the places where the Company is listed;
- (II) External directors refer to non-independent directors who do not receive remuneration from the Company and do not hold any other positions in the Company other than the directorship;
- (III) Internal directors refer to non-independent directors who receive remuneration from the Company and serve as the senior management in the Company, as well as full-time non-independent directors who do not concurrently hold other administrative positions in the Company.

**Article 4** Senior management referred to in this policy means the president, vice president, chief financial officer, chief digital officer, secretary of the Board, general counsel (chief compliance officer) and other senior management appointed by the Board.

**Article 5** Remuneration management referred to in this policy means the regulated management of the remuneration structure, performance assessment, remuneration payment, suspension of payment, clawback and other matters for directors and senior management of the Company.

**Article 6** The remuneration of directors and senior management of the Company shall be adapted to market development, aligned with the Company's operating performance and individual performance, and coordinated with the sustainable development of the Company.

## CHAPTER 2 MANAGEMENT AUTHORITY AND DUTIES

**Article 7** The remuneration proposals for directors and senior management of the Company shall be formulated by the remuneration committee of the Board, which shall clarify the basis for determining remuneration and the specific composition.

The remuneration proposals for directors shall be determined by the general meeting and disclosed.

When the Board or the remuneration committee evaluates an individual director or discusses his/her remuneration, such director shall abstain from voting.

**Article 8** The remuneration proposals for senior management shall be approved by the Board, explained to the general meeting, and fully disclosed.

**Article 9** For the specific duties and authorities of the remuneration committee of the Board, please refer to the Rules of Procedure of the Remuneration Committee of the Board of Sinotrans Limited.

## CHAPTER 3 REMUNERATION COMPOSITION AND STANDARDS

**Article 10** The remuneration of the directors and senior management of the Company shall be determined according to the following standards:

- (I) Independent directors: independent directors shall be entitled to allowances given by the Company commensurate with their responsibilities, except as otherwise provided by laws, regulations and policies. The standards for allowances shall be formulated by the Board, considered and approved by the general meeting, and disclosed in the annual report of the Company;
- (II) External directors: external directors of the Company are not entitled to receive remuneration, allowances or any other form of salary from the Company, unless otherwise approved by the general meeting;

- (III) Internal directors and senior management: the remuneration of internal directors and senior management of the Company shall be paid by the Company. Internal directors who concurrently serve as senior management shall have their remuneration determined with reference to their duties and responsibilities in the Company and shall no longer receive separate remuneration as directors; full-time internal directors shall have their remuneration determined after the remuneration plan for directors proposed by the Remuneration Committee is agreed upon by the Board and submitted to the general meeting for consideration and approval.

**Article 11** The remuneration of internal directors and senior management of the Company consists of basic remuneration, performance-based remuneration and mid-to-long-term incentive income, among which the performance-based remuneration shall in principle account for no less than 60% of the aggregate amount of basic remuneration and performance-based remuneration.

**Article 12** The Company shall reasonably determine the remuneration distribution ratio among directors, senior management and general employees after taking into consideration factors such as industry levels, development strategies and position values, and steer the remuneration distribution towards key positions, the production front line, and high-level and high-skill talents in short supply and urgent need, so as to raise the remuneration level of general employees.

#### CHAPTER 4 REMUNERATION PAYMENT AND CLAWBACK

**Article 13** The allowances for independent directors of the Company shall be implemented from the month following the passing of the resolution regarding their appointment or remuneration by the general meeting and paid on a monthly basis. For internal directors and senior management of the Company, their remuneration payment shall be made in accordance with the internal remuneration management policy and relevant procedures of the Company.

The determination and payment of performance-based remuneration and mid-to-long-term incentive income for internal directors and senior management of the Company shall take performance assessment as an important basis. The Company shall determine a certain proportion of the performance-based remuneration of internal directors and senior management to be paid after the disclosure of the annual report and performance assessment, and the performance assessment shall be conducted based on audited financial data.

**Article 14** The remuneration to be paid by the Company to directors and senior management is the amounts before tax. In accordance with national laws and regulations and relevant provisions of the Company, the Company shall deduct or withhold and pay the following items as permitted by law, and the remaining portion shall be paid to the individuals:

- (I) Individual income tax;

- (II) Various social insurance, housing provident fund, corporate annuity and other items that should be borne by the individuals;
- (III) Other items that should be borne by the individuals as stipulated by the government or the Company.

**Article 15** Where directors and senior management of the Company leave office due to reasons such as change of term, re-election, resignation during the term of office, dismissal, removal or retirement, their remuneration shall be settled according to their actual term of office, actual performance of duties and performance assessment results, which also shall be implemented in accordance with this policy and relevant provisions of the Company.

**Article 16** During their term of office, if the directors and senior management of the Company violate laws, regulations, regulatory provisions, the Articles of Association or internal management policies of the Company, causing serious damage to the interests of the Company, the rights and interests of shareholders or major economic losses to the Company, the Company may propose a resolution to reduce, suspend or cancel their remuneration and allowances based on the nature of the responsibility, the severity of the circumstances and the extent of loss, and submit the same to the Board or the general meeting for consideration and decision according to the decision-making authority.

**Article 17** In any of the following circumstances during the term of office of the directors and senior management of the Company, the Company may not pay the performance-based remuneration or allowances for the current period, and may claw back all or part of the performance-based remuneration, allowances and other amounts already paid for the relevant period:

- (I) Being subject to administrative penalties by the China Securities Regulatory Commission and its local branch offices;
- (II) Being publicly censured by the stock exchanges in the places where the Company is listed, identified as an inappropriate person or restricted from holding relevant positions;
- (III) Seriously damaging the interests of the Company, the reputation of the Company or the legitimate rights and interests of shareholders;
- (IV) Other circumstances identified by regulatory authorities, the general meeting or the Board as serious violations of laws, regulations or the Company's provisions.

**Article 18** Where the Company retrospectively restates its financial reports due to misstatements such as financial fraud, false records, misleading statements or material omissions, the performance-based remuneration and mid-to-long-term incentive income of the relevant directors and senior management shall be re-evaluated, and the excess portion paid

shall be clawed back accordingly. Where the directors and senior management of the Company violate their obligations and cause losses to the Company, or are at fault for illegal and non-compliant acts such as financial fraud, capital occupation and non-compliant guarantees, the Company shall reduce or stop the payment of unpaid performance-based remuneration and mid-to-long-term incentive income according to the severity of the circumstances, and claw back all or part of the performance-based remuneration and mid-to-long-term incentive income already paid during the period when the relevant acts occurred.

#### CHAPTER 5 REMUNERATION ADJUSTMENT

**Article 19** The remuneration system of the Company serves the development strategy of the Company and shall be optimized and adjusted in a timely manner according to the Company's operating conditions, industry development, market remuneration levels and regulatory requirements to ensure the rationality and competitiveness of the remuneration system.

**Article 20** The adjustment to remuneration for directors and senior management of the Company mainly refers to the following bases:

- (I) Remuneration levels and growth of similar positions in comparable companies in the same region and industry;
- (II) Inflation level and actual purchasing power of remuneration;
- (III) Operating performance, financial position and sustainable development capability of the Company;
- (IV) Adjustments to the Company's development strategy, organizational structure and position responsibilities;
- (V) Changes in individual duties, position adjustments and performance assessment results.

**Article 21** Where the Company turns from profit to loss or the loss expands compared with the previous accounting year, and the average performance-based remuneration of directors and senior management does not decrease accordingly, the reasons shall be disclosed. In the event of a loss, the Company shall specifically explain in each stage of the review of the remuneration for directors and senior management whether adjustment to the remuneration of such directors and senior management is consistent with the requirements linked to performance.

**CHAPTER 6 SUPPLEMENTARY PROVISIONS**

**Article 22** The mechanism for determining the total remuneration of the Company is determined by the Regulations for the Management of Remuneration of Sinotrans Limited.

**Article 23** Any matter that has not been covered in this policy shall be dealt with according to relevant national laws, administrative regulations, departmental rules, normative documents and the Articles of Association. In case of any conflict between the provisions of this policy and national laws, regulations, regulatory provisions or the Articles of Association, the national laws, regulations, regulatory provisions and the Articles of Association shall prevail.

**Article 24** The Board of the Company shall be responsible for the interpretation of this policy.

**Article 25** This policy shall take effect from the date of consideration and approval by the general meeting of the Company, and the same applies to its amendments.

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## NOTICE OF 2025 ANNUAL GENERAL MEETING

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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)**

### NOTICE OF 2025 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 annual general meeting (the “**AGM**”) of Sinotrans Limited (the “**Company**”) will be held at 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People’s Republic of China at 10:00 a.m. on 29 May 2026 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 authorize 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 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 (excluding the treasury H Shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF 2025 ANNUAL GENERAL MEETING

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(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 SEHK 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 (excluding the treasury H Shares, if any) 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.

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## NOTICE OF 2025 ANNUAL GENERAL MEETING

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4. To consider and approve the resolution in relation to the estimated guarantees of the Company for the year 2026.

### ORDINARY RESOLUTIONS

5. To consider and approve the resolution in relation to the Work Report of the Board for the year 2025.
6. To consider and approve the resolution in relation to the Annual Report of the Company and its summary for the year 2025.
7. To consider and approve the resolution in relation to the profit distribution plan of the Company for the year 2025.
8. 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 2026.
9. To consider and approve the resolution in relation to the proposed appointment of auditor for the year 2026.
10. To consider and approve the resolution on the 2024 Annual Income Settlement and 2025 Remuneration Payment Arrangements for the Directors and Senior Management of the Company.
11. To consider and approve the resolution in relation to the proposed adoption of the Policy for the Management of Remuneration of Directors and Senior Management of the Company.

**Shareholders will listen to the 2025 Work Report of the independent non-executive Directors of the Company at the AGM (such reports are not subject to voting of shareholders).**

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

Beijing, China  
11 May 2026

*As at the date of this announcement, the board of directors of the Company comprises Zhang Yi (Chairman), Gao Xiang, Yang Guofeng, Luo Li, Yu Zhiliang, Huang Chuanjing, Jerry Hsu, Gong Weiguo, and four independent non-executive directors, namely Wang Xiaoli, Ning Yaping, Cui Xinjian and Cui Fan.*

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## NOTICE OF 2025 ANNUAL GENERAL MEETING

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*Notes:*

1. Unless otherwise specified, details of the resolutions are set out in the circular of the Company in relation to the AGM dated 11 May 2026 (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 2026 to 29 May 2026 (both days inclusive), during which no transfer of H Shares will be registered. 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 22 May 2026, for registration. Any Shareholders whose names appear on the H Share register of members of the Company on 29 May 2026, are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting.
3. 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.
4. In order to be valid, the form of proxy, together with a duly notarized 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, China Merchants Plaza Tower B, Building 10, 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, Wan Chai, Hong Kong (for H Shareholders), not later than 24 hours before the time for holding the AGM or any adjournment thereof.
5. 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 notarized copy of the resolution passed by the board or other authorities or other notarized copy of the authorization issued by such legal person Shareholder.
6. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.
7. The board of directors of the Company has recommended the payment of an annual dividend of RMB0.155 per Share (tax inclusive), subject to passing of the resolution to declare and pay the annual dividend for 2025 by shareholders at the AGM. The recommended annual dividend will be paid on or before 29 June 2026 to the Shareholders as registered at the close of business on 9 June 2026. The record date for the recommended annual dividend is at the close of business on 9 June 2026. For determining the entitlement to the recommended annual dividend, the register of members of the Company will be closed from 4 June 2026 to 9 June 2026 (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, Wan Chai, Hong Kong, not later than 4:30 p.m. on 3 June 2026, for registration.

Pursuant to the Articles of Association of the Company, dividends payable to the holders of A Shares will be paid in Renminbi (“**RMB**”), and dividends payable to the holders of H Shares will be paid in Hong Kong dollars (“**HK\$**”). The exchange rate for dividends payable in HK\$ is the central parity rate of RMB to HK\$ published by the People’s Bank of China on the trading day (27 March 2026) preceding the date of declaration of the proposed 2025 annual dividend by the Board, namely RMB1=HK\$1.1317. Accordingly, the amount of the proposed final dividend for each H Share is approximately HK\$0.1754.

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 organizations 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.

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## NOTICE OF 2025 ANNUAL GENERAL MEETING

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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.

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## NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

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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)**

### NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 first H shareholders' class meeting (the "HCM") of Sinotrans Limited (the "Company") will be held at 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People's Republic of China at 11:00 a.m. on 29 May 2026 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 SEHK Listing Rules 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;

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## NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

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- (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 (excluding the treasury H Shares, if any) 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  
11 May 2026

*As at the date of this announcement, the board of directors of the Company comprises Zhang Yi (Chairman), Gao Xiang, Yang Guofeng, Luo Li, Yu Zhiliang, Huang Chuanjing, Jerry Hsu, Gong Weiguo, and four independent non-executive directors, namely Wang Xiaoli, Ning Yaping, Cui Xinjian and Cui Fan.*

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## NOTICE OF 2026 FIRST H SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. Details of the abovementioned special resolutions are set out in the circular of the Company in relation to the annual general meeting dated 11 May 2026 (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 2026 to 29 May 2026 (both days inclusive), during which no transfer of H Shares will be registered. 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on 22 May 2026, for registration. Any holders of H Shares whose names appear on the H Share register of members of the Company on 29 May 2026, are entitled to attend and vote at the HCM of the Company after completing the registration procedures for attending the meeting.
3. 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.
4. In order to be valid, the form of proxy, together with a duly notarized 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, Wan Chai, Hong Kong not later than 24 hours before the time for holding the HCM or any adjournment thereof.
5. 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 notarized copy of the resolution passed by the board or other authorities or other notarized copy of the authorization issued by such legal person Shareholder.
6. Shareholders attending the HCM are responsible for their own transportation and accommodation expenses.