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## **SINOTRANS SHIPPING LIMITED**

**中外運航運有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 368)**

### **SUPPLEMENTAL AGREEMENT IN RELATION TO (1) VERY SUBSTANTIAL ACQUISITION (2) CONNECTED TRANSACTIONS AND (3) CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the circular of Sinotrans Shipping Limited (the “**Company**”) dated 22 April 2014 (the “**Circular**”) and the poll results announcement of the EGM dated 16 May 2014 (the “**Poll Results Announcement**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

As disclosed in the Poll Results Announcement, an ordinary resolution (resolution (2) of the Poll Results Announcement) was passed to approve, among others, the Sinotrans Tianze Acquisition Agreement and the transactions contemplated thereunder. As part of the internal restructuring plan, on 20 May 2014, the Company entered into a supplemental agreement with Marine Peace, pursuant to which Marine Peace shall transfer all its rights and obligations under the Sinotrans Tianze Acquisition Agreement and the Company shall undertake to assume and perform all the rights and obligations thereof at a consideration of HK\$1 to be payable by the Company to Marine Peace (the “**Supplemental Agreement**”) with the consent of the Parent Company. Accordingly, the Company shall replace Marine Peace and become the purchaser for the acquisition of the Target Sinotrans Tianze Equity Interests.

The Directors (including the independent non-executive Directors) are of the view that the amendments on the Sinotrans Tianze Acquisition Agreement by way of the Supplemental Agreement are not material in nature given that Marine Peace is an indirect wholly-owned subsidiary of the Company and the Target Sinotrans Tianze Equity Interests will still be acquired by the Group. The Directors (including the independent non-executive Directors) are also of the view that the Supplemental Agreement and the transactions contemplated thereunder are entered into on normal commercial terms, fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, there are no other changes to the Acquisition Agreements and all other matters as disclosed in the Circular.

By Order of the Board  
**Sinotrans Shipping Limited**  
**HUEN Po Wah**  
*Company Secretary*

Hong Kong, 20 May 2014

*As at the date of this announcement, the Directors of the Company are Mr. Li Hua and Ms. Feng Guoying as the executive Directors; Mr. Li Zhen (Chairman) and Mr. Tian Zhongshan as the non-executive Directors; and Mr. Hu Hanxiang, Mr. Tsang Hing Lun, Mr. Lee Peter Yip Wah and Mr. Zhou Qifang as the independent non-executive Directors.*