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中外運航運有限公司
SINOTRANS SHIPPING LTD.

(Incorporated in Hong Kong with limited liability)

(Stock Code: 368)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sinotrans Shipping Limited (the “**Company**”) will be held at Concord Room, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 13 December 2018 at 2:30 p.m. (or so soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have concluded or adjourned), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as a Special Resolution:

SPECIAL RESOLUTION

“THAT:

- (A) the proposed scheme of arrangement (the “**Scheme**”) between the Company and registered holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the High Court of the Hong Kong Special Administrative Region (the “**High Court**”), be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Effective Date**”):
 - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;

- (ii) the Company shall apply the credit arising in its books of account as a result of the said reduction of capital in paying up such number of new shares of the Company as is equal to the number of Scheme Shares cancelled (the “**New Shares**”), which shall be allotted and issued, credited as fully paid, to Sinotrans Shipping (Holdings) Limited (the “**Offeror**”); and
- (iii) subject to and forthwith upon the said reduction of capital taking effect and the issuance of the New Shares, the issued share capital of the Company shall be increased to its former amount by the creation the New Shares;
- (C) the directors of the Company be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect; and
- (D) the directors of the Company be and are hereby unconditionally authorised to allot and issue the shares referred to in paragraph (B)(iii) above and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital, including (without limitation) the giving, on behalf of the Company, of consent to any modifications of, or additions to, the Scheme, which the High Court may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the Proposal (as defined in the document of which the notice of this resolution forms part) as a whole.”

By order of the Board
Sinotrans Shipping Limited
Li Hua
Executive Director

Hong Kong, 20 November 2018

Notes:

- (i) At the Meeting, the above resolution will be voted on by way of poll.
- (ii) A white form of proxy for use at the Meeting is enclosed to the scheme document.
- (iii) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (iv) In order to be valid, the white form of proxy, together with power of attorney under which it is signed (if any) or a notarially certified copy thereof (in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised) if any, must be lodged at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by 2:30 p.m. on 11 December 2018. Completion and return of the white form of proxy will not preclude a member from attending the Meeting or any adjournment thereof and voting in person. In such event, his form of proxy shall be deemed to be revoked.

- (v) In the case of joint holders of a share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
- (vi) For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 10 December 2018 to 13 December 2018, both days inclusive, and during such period, no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the Meeting, all transfer of Share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on 7 December 2018.
- (vii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify members of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the directors of the Company are Mr. Li Hua as the executive Director; Mr. Su Xingang (Chairman) and Mr. Liu Weiwu as the non-executive Directors; and Mr. Lee Peter Yip Wah, Mr. Zhou Qifang, Mr. Xu Zhengjun and Mr. Wu Tak Lung as the independent non-executive Directors.