



**中外運航運有限公司**  
**SINOTRANS SHIPPING LTD.**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 368)

**PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING  
OF SINOTRANS SHIPPING LIMITED (THE “COMPANY”)  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We (note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of (note 2) \_\_\_\_\_

shares of the Company, HEREBY APPOINT the Chairman of the Meeting or (notes 3 & 4) \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy at the extraordinary general meeting of the Company (and any adjournment thereof) (the “**Extraordinary General Meeting**”) to 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 as soon thereafter as the meeting of certain shareholders of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned) and on a poll to vote on my/our behalf in respect of the resolution proposed under the numbered items in the notice of Extraordinary General Meeting dated 20 November 2018 as indicated below or if no such indication is given, as my/our proxy thinks fit.

	<b>SPECIAL RESOLUTION<sup>#</sup></b>	<b>FOR (note 5)</b>	<b>AGAINST (note 5)</b>
1.	To approve, among other things, a scheme of arrangement (“ <b>Scheme</b> ”) referred to in the notice convening the EGM, reduction of the share capital of the Company by cancelling and extinguishing shares of the Company that are subject to the Scheme (the “ <b>Scheme Shares</b> ”), an increase in the share capital of the Company by the creation of such number of new shares (recorded as fully paid) in the Company as is equal to the number of Scheme Shares cancelled and issued to Sinotrans Shipping (Holdings) Limited, application to The Stock Exchange of Hong Kong Limited (“ <b>Stock Exchange</b> ”) for the withdrawal of listing of the Company’s shares on the Stock Exchange subject to the Scheme taking effect, and to authorise the directors of the Company to allot and issue such new shares as aforesaid and to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital.		

<sup>#</sup> The full text of the resolution is set out in the Notice of the EGM dated 20 November 2018.

Dated \_\_\_\_\_ 2018 Signature (note 6) \_\_\_\_\_

Notes:–

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s). If a smaller number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in your name(s).
3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” and insert the full name and address of the proxy desired in **BLOCK CAPITALS**. **IF YOU DO NOT STRIKE OUT “THE CHAIRMAN OF THE MEETING OR” AND YOUR PROXY HAS NOT ATTENDED THE MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. To be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company at 21st Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.