

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction.*

**Sinotrans Shipping (Holdings) Limited**



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

*(incorporated under the laws of British Virgin Islands)*

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 368)**

## **JOINT ANNOUNCEMENT**

**(1) PROPOSAL TO PRIVATISE SINOTRANS SHIPPING LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES ORDINANCE**

**(2) WITHDRAWAL OF LISTING OF SINOTRANS SHIPPING LIMITED**

**(3) EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



## **INTRODUCTION**

References are made to (i) the scheme document jointly issued by Sinotrans Shipping Limited (the “**Company**”) and Sinotrans Shipping (Holdings) Limited (the “**Offeror**”) dated 20 November 2018 (the “**Scheme Document**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under sections 670, 671, 673 and 674 of the Companies Ordinance and the proposed withdrawal of listing of the Company; (ii) the joint announcement dated 13 December 2018 issued by the Company and the Offeror in relation to, among other things, the results of the Court Meeting and the EGM; (iii) the joint announcement dated 10 January 2019 issued by the Company and the Offeror in relation to, among other things, the sanction of the Scheme of Arrangement by the High Court; and (iv) the joint announcement dated 11 January 2019 issued by the Company and the Offeror, in relation to, among other things, the postponement of the Effective Date of the Scheme of Arrangement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

## **EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT**

The Scheme of Arrangement was sanctioned without modification by the High Court on Thursday, 10 January 2019. The capital reduction of the Company (the “**Capital Reduction**”) contemplated under the Scheme of Arrangement was also confirmed by the High Court on the same day.

An office copy of the order of the High Court sanctioning the Scheme of Arrangement and confirming the Capital Reduction under section 229 of the Companies Ordinance, and the minute and the return containing particulars required by section 230 of the Companies Ordinance, were registered by the Registrar of Companies of Hong Kong on Tuesday, 15 January 2019.

All the Conditions of the Scheme of Arrangement as set out in the Scheme Document were fulfilled and the Scheme of Arrangement became effective on Tuesday, 15 January 2019.

## **PAYMENT UNDER THE SCHEME OF ARRANGEMENT**

Cheques for payment of the Cancellation Consideration under the Proposal will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Tuesday, 22 January 2019.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn at 9:00 a.m. on Wednesday, 16 January 2019.

By order of the Board  
**Sinotrans Shipping (Holdings) Limited**  
**Xu Tinghui and Zhang Jinti**  
*Directors*

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

Hong Kong, 15 January 2019

*As at the date of this announcement, the board of directors of the Offeror comprises Mr. Xu Tinghui and Mr. Zhang Jinti.*

*As at the date of this announcement, the board of directors of Sinomarine Limited comprises Mr. Xu Tinghui.*

*The directors of the Offeror and Sinomarine Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to the Company, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those expressed by the Company, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Company, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Company, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*