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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 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “EGM”) of Sinotrans Limited (the “**Company**”) will be held at 1st Meeting Room, 11th Floor, Building 10/ Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People’s Republic of China at 10:00 a.m. on 15 December 2023 for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve each of the following sub-resolutions in relation the (i) the Non-exempt Continuing Connected Transactions subject to the New Caps and (ii) the related party transaction subject to the Shareholders’ approval pursuant to the SSE Listing Rules:
 - 1.1 To consider and approve the entering into of the Master Services Agreement (China Merchants) dated 26 October 2023 between the Company and China Merchants, the transactions contemplated thereunder and the proposed annual caps.
 - 1.2 To consider and approve the entering into of the Master Services Agreement (Sinotrans Shandong Hongzhi) dated 26 October 2023 between the Company and Sinotrans Shandong Hongzhi, the transactions contemplated thereunder and the proposed annual caps.
 - 1.3 To consider and approve the entering into of the Purchase and Sales Framework Agreement dated 26 October 2023 between the Company and Y2T, the transactions contemplated thereunder and the proposed annual caps.

- 1.4 To consider and approve the entering into of the Master Lease Agreement dated 26 October 2023 between the Company and China Merchants, the transactions contemplated thereunder and the proposed annual caps.
- 1.5 To consider and approve the entering into of the Financial Services Agreement dated 26 October 2023 between the Company and the Finance Company, the transactions contemplated thereunder and the proposed annual caps in respect of deposit services.
- 1.6 To consider and approve the provision of financial services by China Merchants Bank to the Group.

By order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, China
24 November 2023

As at the date of this notice, the board of directors of the Company comprises Wang Xiufeng (Chairman), Song Rong (executive director), Deng Weidong (non-executive director), Luo Li (non-executive director), Yu Zhiliang (non-executive director), Tao Wu (non-executive director), Jerry Hsu (non-executive director), and four independent non-executive directors, namely Wang Taiwen, Meng Yan, Song Haiqing and Li Qian.

Notes:

1. Unless otherwise specified, details of the resolutions are set out in the circular of the Company in relation to the EGM dated 24 November 2023 (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 11 December 2023 to 15 December 2023 (both days inclusive), during which no transfer of H Shares will be registered. Any holders of H Shares whose names appear on the H Share register of members of the Company at 4:30 p.m. on 8 December 2023, are entitled to attend and vote at the EGM of the Company after completing the registration procedures for attending the meeting. In order for the H Shareholders to be entitled to attend and vote at the EGM, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on 8 December 2023, for registration.

3. Shareholders intending to attend the EGM shall give written notice to the Company, which shall be lodged at the office of the Company, at 10th Floor, Building 10/Sinotrans Tower B, 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, Wanchai, Hong Kong (for H Shareholders), on or before 13 December 2023.
4. Shareholders entitled to attend and vote at the EGM 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.

In order to be valid, the form of proxy, together with a duly notarised 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, Building 10/Sinotrans Tower B, 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, Wanchai, Hong Kong (for H Shareholders), not later than 24 hours before the time for holding the EGM or any adjournment thereof.

5. If a proxy attends the EGM 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 EGM, such representative should produce his/her ID card and the notarised copy of the resolution passed by the board or other authorities or other notarised copy of the authorisation issued by such legal person Shareholder.
6. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.