



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)

FORM OF PROXY FOR USE AT THE 2023 SECOND EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

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| No. of Shares to which this form of proxy relates ¹ | |
| Type of Shares (A Shares or H Shares) to which this form of proxy relates ² | |

I/We³ _____
of _____
being the registered holder(s) of _____ A/H shares¹
of RMB1.00 each in the share capital of Sinotrans Limited (the "Company"), **HEREBY APPOINT**⁴ the chairman of the EGM (or at any adjournment thereof), or _____
of _____
as my/our proxy to attend for me/us at the 2023 second extraordinary general meeting of the Company (the "EGM") (or at any adjournment thereof) to 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, passing the resolutions as set out in the notice of the EGM dated 24 November 2023 (the "Notice") and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

| ORDINARY RESOLUTIONS | | FOR ⁵ | AGAINST ⁵ | ABSTAIN ⁵ |
|----------------------|--|------------------|----------------------|----------------------|
| 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. | | | |

Signature(s)⁶ _____

Date _____

Notes:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the issued share capital of the Company registered in your name(s).
- Please also insert the type of Shares (A Shares or H Shares) to which this form of proxy relates.
- Please insert the full name(s) (in Chinese or in English, as shown in the register of members of the Company) and address(es) in **BLOCK CAPITAL**.
- If any proxy other than the chairman is preferred, strike out "the chairman of the EGM (or at any adjournment thereof), or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend the EGM and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, TICK THE BOX MARKED "ABSTAIN".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- A member of the Company entitled to attend and vote at the EGM convened by the above Notice is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 are present at the EGM, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized by the appointer in writing or if the appointer is a legal person, either under its seal or under the hand of its director or its senior officer or its duly authorized attorney.
- In order to be valid, for A shareholders, 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) not later than 24 hours before the time for holding the EGM. In order to be valid, for H shareholders, the above documents must be deposited at 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 within the same period.