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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)

POLL RESULTS OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

Reference is made to the circular of Sinotrans Limited (the “**Company**”) dated 24 November 2023 (the “**Circular**”), in relation to, among other things, the EGM 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 on 15 December 2023. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

The Board of the Company hereby announces that all the resolutions as set out in the notice of the EGM were duly passed by Shareholders by way of poll.

Mr. Wang Xiufeng (the Chairman), Mr. Song Rong (the executive Director), Mr. Yu Zhiliang and Mr. Tao Wu (both being the non-executive Directors), Mr. Song Haiqing and Ms. Li Qian (both being the independent non-executive Directors), attended the EGM. Mr. Deng Weidong, Ms. Luo Li and Mr. Jerry Hsu (all being the non-executive Directors), and Mr. Wang Taiwen and Mr. Meng Yan (both being the independent non-executive Directors) were unable to attend the EGM due to other business arrangements.

The poll results in respect of the resolutions proposed at the EGM are set out as follows:

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.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,115,383	99.9987	4,100	0.0013	0	0
H Shares	1,216,221,487	99.6381	0	0.0000	4,417,000	0.3619
Total ordinary Shares	1,556,336,870	99.7167	4,100	0.0003	4,417,000	0.2830

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.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,115,383	99.9987	4,100	0.0013	0	0.0000
H Shares	1,216,221,487	99.6381	0	0.0000	4,417,000	0.3619
Total ordinary Shares	1,556,336,870	99.7167	4,100	0.0003	4,417,000	0.2830

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.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,115,383	99.9987	4,100	0.0013	0	0.0000
H Shares	1,216,221,487	99.6381	0	0.0000	4,417,000	0.3619
Total ordinary Shares	1,556,336,870	99.7167	4,100	0.0003	4,417,000	0.2830

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.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,115,383	99.9987	4,100	0.0013	0	0.0000
H Shares	1,216,221,487	99.6381	0	0.0000	4,417,000	0.3619
Total ordinary Shares	1,556,336,870	99.7167	4,100	0.0003	4,417,000	0.2830

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.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,101,083	99.9945	18,400	0.0055	0	0.0000
H Shares	1,202,597,700	98.5220	14,689,787	1.2035	3,351,000	0.2745
Total ordinary Shares	1,542,698,783	98.8429	14,708,187	0.9424	3,351,000	0.2147

1.6 To consider and approve the provision of financial services by China Merchants Bank to the Group.

Poll results:

Class of Shareholders	FOR		AGAINST		ABSTAIN	
	Votes	%	Votes	%	Votes	%
A Shares	340,115,383	99.9987	4,100	0.0013	0	0.0000
H Shares	1,214,781,487	99.5202	0	0.0000	5,857,000	0.4798
Total ordinary Shares	1,554,896,870	99.6245	4,100	0.0003	5,857,000	0.3753

As more than half of the votes were cast in favour of each of the above ordinary resolutions, all the above resolutions were duly passed by the Shareholders by way of poll at the EGM.

Notes:

- Both on-site voting and online voting were adopted at the EGM. Online voting was conducted via the trading system of the Shanghai Stock Exchange and was participated by the A Shareholders. Due to work arrangements, Mr. Wang Xiufeng, the Chairman, was unable to preside over the EGM on site but attended the EGM by means of telecommunication. Elected by more than half of the directors, the chairman of the EGM is Mr. Song Rong, the executive director of the Company.
- As at the date of the EGM, the total issued Shares of the Company is 7,294,216,875 Shares, comprising 5,255,916,875 A Shares and 2,038,300,000 H Shares. Except for China Merchants Group Limited and its subsidiaries (collectively holding 4,072,813,639 A Shares and 192,978,000 H Shares as at the equity record date of the EGM) who are required to abstain and have abstained from voting on all of the resolutions at the EGM, there are no other Shareholders of the Company that (i) were required under the Listing Rules to abstain from voting on any resolution at the EGM; or (ii) stated their intention in the Circular to vote against any resolution or to abstain from voting on any resolution at the EGM. Considering that prior to the date of the EGM, 49,280,000 A Shares have been repurchased by the Company (in the special accounts for repurchase of the Company) which are not entitled to the voting, accordingly the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM is 2,979,145,236 Shares (including 1,133,823,236 A Shares and 1,845,322,000 H Shares).
- Attendance of the EGM:

1. Number of Shareholders and their authorised proxies attending the EGM	37
of which: A Shareholders	35
H Shareholders	2
2. Total number of valid voting shares held by the attending Shareholders or their authorised proxies at the EGM	1,560,757,970
of which: A Shares	340,119,483
H Shares	1,220,638,487
3. Percentage of such voting shares of the Company held by such attending Shareholders or their authorised proxies, as compared with the total shares entitling the Shareholders to attend and validly vote at the EGM (%)	52.3895
of which: A Shares	11.4167
H Shares	40.9728

- SHINEWING Certified Public Accountants LLP, the auditor of the Company as at the date of this announcement, has acted as the scrutineer for the vote-taking at the EGM.
- The EGM was witnessed by lawyers from Jia Yuan Law Offices, the legal adviser of the Company, who issued a legal opinion on the EGM considering that the convening of and the procedures for holding the EGM, the voting procedures adopted, the eligibility of the person who convened the EGM and the eligibility of Shareholders (or their proxies) who attended the EGM were in compliance with relevant requirements of relevant laws and the Articles of Association and that the voting results of the EGM were valid.

By Order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, 15 December 2023

As at the date of this announcement, 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.