



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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

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 AGM (or at any adjournment thereof), or _____ of _____ as my/our proxy to attend for me/us at the 2023 annual general meeting of the Company (or at any adjournment thereof) (the "AGM") 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 11:00 a.m. on 7 June 2024 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the AGM dated 17 May 2024 (the "Notice") and at the AGM (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.

SPECIAL RESOLUTIONS		FOR ⁵	AGAINST ⁵	ABSTAIN ⁵
1.	To consider and approve the general mandate to issue, allot and deal with H Shares.			
2.	To consider and approve the general mandate to repurchase H Shares.			
3.	To consider and approve the resolution in relation to the Updated Mandate of the issue of Debt Financing Instruments.			
4.	To consider and approve the resolution in relation to the estimated guarantees of the Company for the year 2024.			
5.	To consider and approve the resolution in relation to the proposed amendments to the Articles of Association.			
ORDINARY RESOLUTIONS		FOR ⁵	AGAINST ⁵	ABSTAIN ⁵
6.	To consider and approve the resolution in relation to the Work Report of the Board for the year 2023.			
7.	To consider and approve the resolution in relation to the Work Report of the Supervisory Committee for the year 2023.			
8.	To consider and approve the resolution in relation to the Final Financial Accounts Report of the Company for the year 2023.			
9.	To consider and approve the resolution in relation to the Annual Report of the Company and its summary for the year 2023.			
10.	To consider and approve the resolution in relation to the financial budget of the Company for the year 2024.			
11.	To consider and approve the resolution in relation to the profit distribution plan of the Company for the year 2023.			
12.	To consider and approve the resolution in relation to the grant of authorization to the Board to decide on the interim profit distribution plan of the Company for the year 2024.			
13.	To consider and approve the resolution in relation to the re-appointment of auditor for the year 2024.			
14.	To consider and approve the resolution in relation to the provision of a loan to a holding subsidiary.			
15.	To consider and approve the resolution in relation to the renewal of Liability Insurance for Directors, Supervisors and senior management members of the Company.			
16.	To consider and approve the resolution in relation to the proposed amendments to certain internal policies of the Company (including the Procedural Rules for General Meetings, the Procedural Rules for Meetings of the Board of Directors, the Procedural Rules for Meetings of the Supervisory Committee, the Working Manual for the Independent Directors, the Policy for the Management of Connected Transactions and the Policy for the Management of External Guarantees to be Provided by the Company).			

ORDINARY RESOLUTIONS (CUMULATIVE VOTING) ⁹		FOR ⁵	AGAINST ⁵	ABSTAIN ⁵
17.	To consider and approve the resolution in relation to the election of following executive Director and non-executive Directors with a term of office from the approval of the Shareholders at the AGM to the date of conclusion of the fourth session of the Board:	/		
17.1	Mr. Wang Xiufeng be elected as a non-executive director of the Company;			
17.2	Mr. Song Rong be elected as an executive director of the Company;			
17.3	Mr. Liu Zhenhua be elected as a non-executive director of the Company;			
17.4	Ms. Luo Li be elected as a non-executive director of the Company;			
17.5	Mr. Yu Zhiliang be elected as a non-executive director of the Company;			
17.6	Mr. Tao Wu be elected as a non-executive director of the Company;			
17.7	Mr. Jerry Hsu be elected as a non-executive director of the Company.			
18	To consider and approve the resolution in relation to the election of following independent non-executive Directors with a term of office from the approval of the Shareholders at the AGM to the date of conclusion of the fourth session of the Board:	/		
18.1	Ms. Wang Xiaoli be elected as an independent non-executive director of the Company;			
18.2	Ms. Ning Yaping be elected as an independent non-executive director of the Company;			
18.3	Mr. Cui Xinjian be elected as an independent non-executive director of the Company;			
18.4	Mr. Cui Fan be elected as an independent non-executive director of the Company.			
19.	To consider and approve the resolution in relation to the re-appointment of following Supervisors with a term of office for three years commencing from the date of the approval of the Shareholders at the AGM:	/		
19.1	Mr. Fu Bulin be re-appointed as a supervisor of the Company;			
19.2	Mr. Zhou Fangsheng be re-appointed as a supervisor of the Company;			
19.3	Mr. Fan Zhaoping be re-appointed as a supervisor of the Company.			

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 AGM (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 AGM 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 AGM other than those referred to in the Notice.
- A member of the Company entitled to attend and vote at the AGM 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 AGM, 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 AGM, 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 AGM. 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.
- The cumulative voting method shall be adopted for the voting of Resolutions No. 17 to No. 19. The cumulative voting method refers to the voting for the election of directors, independent non-executive directors or supervisors at the general meetings where each share is entitled to the same number of votes which equals to the total number of directors, independent non-executive directors or supervisors to be elected. Your voting shall be confined to the number of votes to which you are entitled in respect of each group of resolutions. You may cast your votes on one candidate or on different candidates in any combination. Failure to mark numbers in any relevant boxes will entitle your proxy to cast your vote at his/her discretion.
 - With SEVEN directors (excluding independent non-executive directors) to be elected under Resolution No. 17, you shall be entitled to a total of SEVEN votes for each Share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to SEVEN for one Share held by yourself.
 - With FOUR independent non-executive directors to be elected under Resolution No. 18, you shall be entitled to a total of FOUR votes for each Share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to FOUR for one Share held by yourself.
 - With THREE supervisors to be elected under Resolution No. 19, you shall be entitled to a total of THREE votes for each Share held by yourself. You may cast your votes in favour of one candidate or several candidates at your discretion, subject to the situation where the number of votes to be cast shall be confined to THREE for one Share held by yourself.