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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)

ANNOUNCEMENT
POTENTIAL CONNECTED TRANSACTION
PROPOSED INCREASE OF SHAREHOLDING IN ANTONG

PROPOSED SHAREHOLDING INCREASE

The Board is pleased to announce that on 31 July 2025, the Board considered and approved the matters in relation to the increase of shareholding in Antong. Accordingly, the Company plans to leverage its own funds to increase its shareholding in Antong within 12 months from 31 July 2025, with the proposed investment amounting to no less than RMB300 million (inclusive) and no more than RMB600 million (inclusive) and at a price of no more than RMB3.2/share (inclusive). Such increase may be conducted by means of (including but not limited to) share transfer by agreement, block trading or centralised bidding transaction, etc.

As at the date of this announcement, the Company has not yet implemented the aforesaid shareholding increase plan, nor has it entered into any agreements or arrangements regarding the Proposed Shareholding Increase. The Company will fulfill further disclosure obligations regarding the Proposed Shareholding Increase in accordance with the applicable requirements of the Hong Kong Listing Rules in due course (if needed).

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, the Company, through its subsidiaries Sinotrans Guangdong Shipping Co., Ltd. (廣東中外運船務有限公司) and Sinotrans Xiamen Greating-Fortune Refrigeration Engineering Co., Ltd. (廈門中外運裕豐冷凍工程有限公司), holds an aggregate of 0.0039% shares in Antong, and China Merchants, the ultimate controlling Shareholder, holds an aggregate of approximately 15.00% shares in Antong through its subsidiaries Sinotrans Container Lines Co., Ltd. (中外運集裝箱運輸有限公司), China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), Zhanjiang Ocean Shipping Tally Co., Ltd. (湛江中理外輪理貨有限公司), China United Tally Co., Ltd. Shantou (汕頭中聯理貨有限公司) and Yingkou Port Group Co., Ltd. (營口港務集團有限公司), among which, the registration for the 7.10% shares of Antong held by Sinotrans Container Lines Co., Ltd. (中外運集裝箱運輸有限公司) by way of share transfer by agreement has not yet been completed as at the date of this announcement. Therefore, the Proposed Shareholding Increase, when materialised, will constitute a connected transaction of the Company under Rule 14A.28(2) of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Shareholding Increase (on an aggregate basis) is more than 0.1% but less than 5%, the Proposed Shareholding Increase is subject to reporting, announcement and annual review requirements but exempt from independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

None of the Directors has any material interests in the Proposed Shareholding Increase, and therefore they are not required under the Hong Kong Listing Rules to abstain from voting on the relevant Board resolution. Nonetheless, as Mr. Yang Guofeng, Ms. Luo Li, Mr. Yu Zhiliang and Mr. Huang Chuanjing, all being Directors, are concurrently holding positions in China Merchants, they have abstained from voting on the relevant Board resolution in accordance with applicable PRC laws and regulations.

PROPOSED SHAREHOLDING INCREASE

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Pursuant to the relevant transaction rules under the Shanghai Stock Exchange, where the shareholding increase is conducted by share transfer by agreement, the purchase price shall not be lower than 90% of the closing price of Antong's shares on the trading day prior to the date of entering into the transfer agreement; where the shareholding increase is conducted by block trading, the purchase price shall be determined by the parties within the limits of price fluctuations of Antong's shares on the trading day. Therefore, when the Company increases its shareholding in Antong by way of share transfer by agreement and/or block trading, the Company and the counterparty(ies) shall determine the consideration based on the aforementioned rules, taking into account Antong's overall financial and operational performance, business quality, expected growth and the prevailing market price of its shares, after arm's length negotiation. The purchase price for the Company's increase of shareholding in Antong's shares through centralised bidding transaction shall be determined based on the market price of Antong's shares in the public market at the time of the transaction, and the Company will also make due enquiries to confirm that to the best knowledge, information and belief of the Company, the sellers of Antong's shares are independent third parties.

As at the date of this announcement, the Company has not yet implemented the aforesaid shareholding increase plan, nor has it entered into any agreements or arrangements regarding the Proposed Shareholding Increase. The Company will fulfill further disclosure obligations regarding the Proposed Shareholding Increase in accordance with the applicable requirements of the Hong Kong Listing Rules in due course (if needed).

RISK MANAGEMENT AND INTERNAL CONTROL MEASURES

To ensure the effective implementation of the Company's strategies, the Company will carry out investment activities centered around its core business. At the same time, for the purpose of reasonable resources allocation, investment risks prevention and investment returns enhancement, the Company has established sound decision-making and risk control mechanisms covering project initiation, feasibility studies, approval and decision-making, and post-investment management in its investment activities.

With the above measures, the Directors are of the view that the Company has established robust risk management and internal control systems to ensure that the Proposed Shareholding Increase is fair and reasonable, conducted on normal commercial terms, and safeguards the interests of the Company and Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Antong is principally engaged in container shipping business, and the Proposed Shareholding Increase will effectively promote resource complementarity between both parties in core resources such as container shipping and self-owned containers, which will facilitate the Company to develop a "new carrier" business model, through actively strengthening and extending the supply chain, ultimately delivering end-to-end solutions and standardized products to customers in target markets, thereby boosting the core competitiveness of the Company.

In view of the above reasons, the Directors (including the independent non-executive Directors) consider that the Proposed Shareholding Increase is fair and reasonable and are on normal commercial terms. Although the Shareholding Increase, by reason of its nature, is not conducted in the usual or ordinary course of business of the Group, it is in the interest of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, the Company, through its subsidiaries Sinotrans Guangdong Shipping Co., Ltd. (廣東中外運船務有限公司) and Sinotrans Xiamen Greating-Fortune Refrigeration Engineering Co., Ltd. (廈門中外運裕豐冷凍工程有限公司), holds an aggregate of 0.0039% shares in Antong, and China Merchants, the ultimate controlling Shareholder, holds an aggregate of approximately 15.00% shares in Antong through its subsidiaries Sinotrans Container Lines Co., Ltd. (中外運集裝箱運輸有限公司), China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), Zhanjiang Ocean Shipping Tally Co., Ltd. (湛江中理外輪理貨有限公司), China United Tally Co., Ltd. Shantou (汕頭中聯理貨有限公司) and Yingkou Port Group Co., Ltd. (營口港務集團有限公司), among which, the registration for the 7.10% shares of Antong held by Sinotrans Container Lines Co., Ltd. (中外運集裝箱運輸有限公司) by way of share transfer by agreement has not yet been completed as at the date of this announcement. Therefore, the Proposed Shareholding Increase, when materialised, will constitute a connected transaction of the Company under Rule 14A.28(2) of the Hong Kong Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Shareholding Increase (on an aggregate basis) is more than 0.1% but less than 5%, the Proposed Shareholding Increase is subject to reporting, announcement and annual review requirements but exempt from independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

None of the Directors has any material interests in the Proposed Shareholding Increase and therefore they are not required under the Hong Kong Listing Rules to abstain from voting on the relevant Board resolution. Nonetheless, as Mr. Yang Guofeng, Ms. Luo Li, Mr. Yu Zhiliang and Mr. Huang Chuanjing, all being Directors, are concurrently holding positions in China Merchants, they have abstained from voting on the relevant Board resolution in accordance with applicable PRC laws and regulations.

INFORMATION OF ANTONG

Antong is a joint stock limited company incorporated in the PRC, whose A shares are listed on the Shanghai Stock Exchange (stock code: 600179). Antong is an end-to-end logistics enterprise centered on domestic container shipping logistics, which is dedicated to meeting market demands with a focus on container shipping logistics. By integrating resources across waterways, highways, and railways, and utilizing advanced digital technology, Antong is committed to delivering green, cost-effective, efficient, and secure end-to-end container logistics solutions in order to advance collaborative development and sharing within the industrial and supply chain ecosystem as well as to foster mutual benefits, facilitate effective communication, and promote the high-quality and orderly growth of the industry. Antong has developed a comprehensive business network that spans "along the river, along the coast, and deep inland". In 2024, Antong's total container throughput at ports nationwide surpassed 15.8012 million TEUs, with its domestic container throughput ranking among the top three at dozens of domestic ports.

Set out below is the audited financial information of Antong for the two financial years ended 31 December 2024 (extracted from its annual report):

Unit: RMB100 million

	For the year ended 31 December 2024	**For the year ended 31 December 2023**
Revenue	75.49	73.44
Proft before taxation	7.63	7.35
Profit after taxation	6.10	5.68
	As at 31 December 2024	**As at 31 December 2023**
Total assets	136.36	138.66
Net assets	107.73	101.62

INFORMATION OF THE COMPANY

The principal businesses of the Group include logistics, forwarding and related business and e-commerce business. China Merchants is the ultimate controlling Shareholder, and a wholly state-owned enterprise established under the laws of the PRC and under direct control of the State-owned Assets Supervision and Administration Commission of the State Council, which directly and indirectly holds approximately 59.38% of the issued share capital of the Company as at the date of this announcement. China Merchants is an integrated enterprise with diversified businesses. Currently, China Merchants' principal businesses are focused on transportation and logistics, comprehensive finance, real estate and industrial parks, technology and innovation industry, etc.

Shareholders and potential investors of the Company should exercise cautions when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"Antong"	安通控股股份有限公司(Antong Holdings Co., Ltd.), a joint stock limited company incorporated in the PRC with limited liability, whose A shares are listed on the Shanghai Stock Exchange (stock code: 600179). As at the date of this announcement, the Company indirectly held approximately 0.0039% shares in Antong
"Board"	the board of Directors of the Company
"China Merchants"	招商局集團有限公司(China Merchants Group Limited), a wholly state-owned enterprise established under the laws of the PRC and under direct control of the State-owned Assets Supervision and Administration Commission of the State Council, the ultimate controlling Shareholder, which directly and indirectly holds approximately 59.38% of the issued share capital of the Company as at the date of this announcement
"Company"	中國外運股份有限公司(Sinotrans Limited), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange and whose A Shares are listed on the Shanghai Stock Exchange

"connected person(s)"	has the meaning ascribed thereto under the Hong Kong Listing Rules
"controlling shareholder"	has the meaning ascribed thereto under the Hong Kong Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Proposed Shareholding Increase"	the Company plans to leverage its own funds to increase its shareholding in Antong within 12 months from 31 July 2025, with the investment amounting to no less than RMB300 million (inclusive) and no more than RMB600 million (inclusive) and at a price of no more than RMB3.2/share (inclusive), which will be conducted by means of (including but not limited to) share transfer by agreement, block trading or centralised bidding transaction, etc.
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company
"%"	per cent

By Order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, 1 August 2025

As at the date of this announcement, the board of directors of the Company comprises Zhang Yi (Chairman), Gao Xiang, Yang Guofeng, Luo Li, Yu Zhiliang, Huang Chuanjing, Jerry Hsu, and four independent non-executive directors, namely Wang Xiaoli, Ning Yaping, Cui Xinjian and Cui Fan.