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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Sinotrans Limited (the "**Company**") held the meeting of the board of directors (the "**Board**") on 11 December 2025, which has considered and approved, among others, the resolution in relation to the amendments to the articles of association of Sinotrans Limited (the "**Articles of Association**") and Procedural Rules for Meetings of the Board of Directors of Sinotrans Limited (the "**Procedural Rules for Meetings of the Board**") for the increase of Board seat (collectively, the "**Proposed Amendments**").

Based on the actual circumstances, the Company proposed to increase the number of Board members from eleven to twelve, comprising eight non-independent Directors and four independent non-executive Directors. Accordingly, the Company proposed to make the following amendments to the Articles of Association.

Original Provision in the Articles of Association	Revised Provision in the Articles of Association
Article 114 The Company establishes the Board of Directors, which consists of ~~eleven (11)~~ directors, of which external directors shall account for over half of the total directors and there shall be at least 3 independent directors which shall account for no less than one third of the total directors. ……	**Article 114** The Company establishes the Board of Directors, which consists of twelve (12) directors, of which external directors shall account for over half of the total directors and there shall be at least 3 independent directors which shall account for no less than one third of the total directors. ……

In order to keep in line with the abovementioned proposed amendments to the Articles of Association, the Company proposed to make the following amendments to the Procedural Rules for Meetings of the Board accordingly.

Original Provision in the Procedural Rules for Meetings of the Board	Revised Provision in the Procedural Rules for Meetings of the Board
Article 3 The Company has a Board of Directors composed of ~~11~~ directors, where the external directors (i.e., the directors not taking office in the Company) shall account for more than half of the total membership of the Board, and there shall be at least 3 independent directors which shall account for no less than one third of the total directors. The Board of Directors shall have one chairman and may have one vice chairman.	**Article 3** The Company has a Board of Directors composed of twelve (12) directors, where the external directors (i.e., the directors not taking office in the Company) shall account for more than half of the total membership of the Board, and there shall be at least 3 independent directors which shall account for no less than one third of the total directors. The Board of Directors shall have one chairman and may have one vice chairman.

Save for the amendments set out above, other provisions in the Articles of Association and the Procedural Rules for Meetings of the Board remain unchanged. The Proposed Amendments are subject to the approval of the Company's shareholders at the upcoming 2025 fourth extraordinary general meeting by way of a special resolution, and shall be subject to the final approval of the market supervision and administration department. A circular containing detailed information of the Proposed Amendments will be published and/or despatched to the shareholders of the Company in due course.

By order of the Board
Sinotrans Limited
Li Shichu
Company Secretary

Beijing, 11 December 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.