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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sinotrans Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**2022 SECOND EXTRAORDINARY GENERAL MEETING**  
**PROPOSED APPOINTMENT OF DIRECTOR**

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A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening 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 PRC at 2 p.m. on 23 August 2022, a notice of attendance and a form of proxy for use at the EGM are available on the website of the Company and the website of the Hong Kong Stock Exchange.

Shareholders who intend to attend the EGM shall complete and return the notice of attendance in accordance with the instruction printed thereon on or before 19 August 2022. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it, if you so wish.

3 August 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Share(s)”	the domestic share(s) of the Company with nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Board”	the board of Directors of the Company
“Company”	Sinotrans Limited (中國外運股份有限公司), 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
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 second extraordinary general meeting of the Company to be held at 2 p.m. on 23 August 2022 at 1st Meeting Room, 11th Floor, Building 10/Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	28 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Share(s)”	H Share(s) and A Share(s)
“Shareholder(s)”	holder(s) of the Shares

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## LETTER FROM THE BOARD

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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)

*Vice Chairman:*  
Song Dexing

*Executive Director:*  
Song Rong

*Non-executive Directors:*  
Liu Weiwu  
Deng Weidong  
Jiang Jian  
Jerry Hsu

*Independent non-executive Directors:*  
Wang Taiwen  
Meng Yan  
Song Haiqing  
Li Qian

*Registered Office:*  
Sinotrans Plaza A  
A43, Xizhimen Beidajie  
Haidian District  
Beijing, 100082  
People's Republic of China

*Headquarters:*  
Building 10/Sinotrans Tower B  
No. 5 Anding Road  
Chaoyang District  
Beijing, 100029  
People's Republic of China

*Principal Place of Business in Hong Kong*  
Units F & G, 20/F., MG Tower  
133 Hoi Bun Road  
Kwun Tong, Kowloon  
Hong Kong

3 August 2022

*To the Shareholders*

Dear Sir/Madam:

### **2022 SECOND EXTRAORDINARY GENERAL MEETING PROPOSED APPOINTMENT OF DIRECTOR**

#### **I. INTRODUCTION**

The purpose of this circular is to provide Shareholders with all the information reasonably necessary so as to make an informed decision on voting in respect of the resolution in relation to the election of Mr. Feng Boming (“**Mr. Feng**”) as a non-executive director of the Company to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 27 July 2022 in relation to the proposed appointment of Mr. Feng as a non-executive director of the Company, with a term of office from the approval of the Shareholders at the EGM to the date of conclusion of the third session of the Board.

The biographical details of Mr. Feng are set out as follows:

Mr. Feng, aged 52, currently serves as Executive Vice President of China Merchants Group Limited. Mr. Feng previously held various positions including Manager of Commercial Section of COSCO Container Lines Co., Ltd., General Manager of COSCO Container Hong Kong Mercury Co., Ltd., General Manager of Management and Administration Department of COSCO Holdings (Hong Kong) Co., Ltd., General Manager of COSCO International Freight (Wuhan) Co., Ltd./COSCO Logistics (Wuhan) Co., Ltd., Supervisor of Strategic Management Implementation Office of China Ocean Shipping (Group) Company and General Manager of Strategic and Corporate Management Department of China COSCO SHIPPING Corporation Limited. Mr. Feng also served as Executive Director and the Chairman of the board of directors of COSCO SHIPPING Ports Limited (stock code: HK1199), Executive Director of COSCO SHIPPING Holdings Co., Ltd. (stock code: SH601919 and HK1919) and Orient Overseas (International) Limited (stock code: HK316), Non-executive Director of COSCO SHIPPING Energy Transportation Co., Ltd. (stock code: SH600026 and HK1138), COSCO SHIPPING Development Co., Ltd. (stock code: SH601866 and HK2866), COSCO SHIPPING International (Hong Kong) Co., Ltd. (stock code: HK517), Qingdao Port International Co., Ltd. (stock code: SH601298 and HK6198) and Piraeus Port Authority S.A., and all of which are listed companies. Mr. Feng also served as Director of each of COSCO SHIPPING (Hong Kong) Co., Limited, COSCO SHIPPING Investment Holdings Co., Limited, Hainan Harbour & Shipping Holding Co., Ltd. and COSCO SHIPPING Bulk Co., Ltd. Mr. Feng has nearly 30 years of work experience in the shipping industry and has extensive experience in corporate governance and enterprise strategy management, investment and merger and acquisitions, ports management and operation, container shipping and supply chain management. Mr. Feng graduated from The University of Hong Kong with a Master of Business Administration degree and is an economist.

Mr. Feng has confirmed that, save as disclosed in this circular, as at the Latest Practicable Date (i) he did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) he is not related to any director, senior management or substantial or controlling shareholders of the Company; (iii) he does not hold any position in the Company or any of its subsidiaries; and (iv) he does not have nor is deemed to have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). The Company will enter into a director contract with Mr. Feng, which shall become effective upon approval of his appointment at the EGM, while Mr. Feng will not be entitled to receive any emoluments as a director of the Company.

Save as disclosed in this circular, there is no other information relating to the appointment of Mr. Feng as a director of the Company that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

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## LETTER FROM THE BOARD

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The Company has proposed an ordinary resolution at the EGM for the Shareholders to consider and, if thought fit, approve the election of Mr. Feng as a non-executive director of the Company.

### III. THE EGM

The H Share register of members of the Company will be closed from 18 August 2022 to 23 August 2022 (both days inclusive), during which no transfer of H Shares will be registered. Any holders of H Shares whose names appear on the H Share register of members of the Company at 4:30 p.m. on 17 August 2022 are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order for the H Shareholders to be entitled to attend and vote at the EGM, persons holding H Shares shall lodge share transfer documents and the relevant H Share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 17 August 2022, for registration.

The EGM will be held at 2 p.m. on 23 August 2022 at the 1st Meeting Room, 11th Floor, Building 10/Sinotrans Tower B, No.5 Anding Road, Chaoyang District, Beijing 100029, the PRC to consider and, if thought fit, approve the resolution as set out in the notice of the EGM.

Notice of the EGM enclosed in this circular, together with the notice of attendance and proxy form, has been despatched to the Shareholders on 3 August 2022 and is available on the website of the Company and the website of the Hong Kong Stock Exchange. Shareholders who intend to attend the EGM shall complete and return the notice of attendance in accordance with the instruction printed thereon on or before 19 August 2022. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof, if you so wish.

As at the Latest Practicable Date, none of the Shareholders had any material interest in the proposed resolution and would be required to abstain from voting on the proposed resolution at the EGM to the best knowledge, information and belief of the Directors after having made all reasonable enquiries.

According to Rule 13.39(4) of the Listing Rules, all votes of the EGM shall be taken by poll. An announcement on the poll results will be made by the Company after the EGM in accordance with the Listing Rules.

### VI. RECOMMENDATION

As disclosed above, an ordinary resolution will be proposed at the EGM, to approve the appointment of Mr. Feng as a non-executive director of the Company as set out in the notice of the EGM.

In order to pass an ordinary resolution of the Company at the EGM, it requires at least a simple majority of the votes held by Shareholders attending the EGM in person or by proxy (and entitled to vote) being voted in favour of the relevant resolution.

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## LETTER FROM THE BOARD

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The Directors consider that the resolution as set out in this circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,  
By order of the Board of  
**Sinotrans Limited**  
**Li Shichu**  
*Company Secretary*

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## NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

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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)

## NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 second extraordinary general meeting (the “EGM”) of Sinotrans Limited (the “Company”) will 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 2 p.m. on 23 August 2022 for the purpose of considering and, if thought fit, approving, with or without modifications, the following resolution:

### ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Feng Boming as a non-executive director of the Company with a term of office from the approval of the Shareholders at the EGM to the date of conclusion of the third session of the Board.

Yours faithfully,  
By order of the Board of  
**Sinotrans Limited**  
**Li Shichu**  
Company Secretary

Beijing, China  
3 August 2022

*As at the date of this announcement, the board of directors of the Company comprises Song Dexing (Vice Chairman), Song Rong (executive director), Liu Weiwu (non-executive director), Deng Weidong (non-executive director), Jiang Jian (non-executive director), Jerry Hsu (non-executive director), and four independent non-executive directors, namely Wang Taiwen, Meng Yan, Song Haiqing and Li Qian.*

*Notes:*

1. Unless otherwise specified, details of the resolution are set out in the circular of the Company in relation to the EGM dated 3 August 2022 (the “Circular”). Terms defined in the Circular shall have the same meanings when used in this notice unless the context otherwise requires.



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## NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

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2. The H Share register of members of the Company will be closed from 18 August 2022 to 23 August 2022 (both days inclusive), during which no transfer of H Shares will be registered. Any holders of H Shares whose names appear on the H Share register of members of the Company at 4:30 p.m. on 17 August 2022 are entitled to attend and vote at the EGM of the Company after completing the registration procedures for attending the meeting. In order for the H Shareholders to be entitled to attend and vote at the EGM, persons holding H Shares shall lodge share transfer documents and the relevant H Share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 17 August 2022, for registration.
3. Shareholders intending to attend the EGM shall give written notice to the Company, which shall be lodged at the office of the Company, at 10th Floor, Building 10/Sinotrans Tower B, No. 5 Anding Road, Chaoyang District, Beijing (Tel: (8610) 5229 5721) (for A Shareholders), or 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 (for H Shareholders), on or before 19 August 2022.
4. Shareholders entitled to attend and vote at the EGM are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy to attend and vote on behalf of themselves.
5. In order to be valid, 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 5721) (for A Shareholders), or 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 (for H Shareholders), not later than 24 hours before the time for holding the EGM or any adjournment thereof.
6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her ID card and the instrument signed by the appointer or his/her legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the EGM, such representative should produce his/her ID card and the notarised copy of the resolution passed by the board or other authorities or other notarised copy of the authorisation issued by such legal person Shareholder.
7. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.