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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 supplemental 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 supplemental 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)**

**SUPPLEMENTAL CIRCULAR**  
**2022 THIRD EXTRAORDINARY GENERAL MEETING**  
**PROPOSED APPOINTMENT OF DIRECTOR**

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The Company will hold the 2022 Third Extraordinary General Meeting as originally scheduled 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 28 September 2022.

This supplemental circular should be read in conjunction with the circular of the Company to its Shareholders dated 8 September 2022 (the “**Circular**”).

A letter from the Board containing information on, among other things, the proposed appointment of Director of the Company is set out on pages 2 to 5 of this supplemental circular.

13 September 2022

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## DEFINITIONS

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*In this supplemental 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 third extraordinary general meeting of the Company to be held at 2 p.m. on 28 September 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”	9 September 2022, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained in this supplemental 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)

*Chairman:*  
Feng Boming

*Vice Chairman:*  
Song Dexing

*Executive Director:*  
Song Rong

*Non-executive Directors:*  
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

13 September 2022

*To the Shareholders*

Dear Sir/Madam:

**SUPPLEMENTAL CIRCULAR**  
**2022 THIRD EXTRAORDINARY GENERAL MEETING**  
**PROPOSED APPOINTMENT OF DIRECTOR**

**I. INTRODUCTION**

Reference is made to the Circular in relation to the resolutions to be proposed at the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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Reference is also made to the supplemental notice of EGM of the Company dated 13 September 2022 (the “**Supplemental EGM Notice**”), in relation to the resolution proposed at the EGM for consideration and approval.

The purpose of this supplemental 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 Ms. Luo Li (“**Ms. Luo**”) as a non-executive director of the Company to be proposed at the EGM.

### II. PROPOSED APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 9 September 2022 in relation to the proposed appointment of Ms. Luo 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 Ms. Luo are set out as follows:

Ms. Luo, aged 39, is a member of the American Institute of Certified Public Accountants and a Senior Practitioner of the Hong Kong Securities and Investment Institute. Ms. Luo graduated from school of economics in Central University of Finance and Economics with a master degree in economics. She currently serves as the Deputy of the Finance Department (Property Rights Department) of China Merchants Group Limited. Ms. Luo successively served as the Chief of Fund of the Financial Department of Sinotrans & CSC Holdings Co., Ltd., General Manager of Settlement Department, Assistant to General Manager, the member of the Party Committee of the Sinotrans & CSC Finance Co., Ltd. (now known as China Merchants Group Finance Co., Ltd.), Assistant to General Manager of the Finance Department (Property Rights Department) of China Merchants Group Limited and Deputy General Manager of China Merchants International Finance Co., Ltd.

Ms. Luo has confirmed that, save as disclosed in this supplemental circular, as at the Latest Practicable Date (i) she 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) she is not related to any director, senior management or substantial or controlling shareholders of the Company; (iii) she does not hold any position in the Company or any of its subsidiaries; and (iv) she 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 Ms. Luo, which shall become effective upon approval of her appointment at the EGM, while Ms. Luo will not be entitled to receive any emoluments as a director of the Company.

Save as disclosed in this supplemental circular, there is no other information relating to the appointment of Ms. Luo 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.

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

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## LETTER FROM THE BOARD

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### III. THE EGM

A notice concerning the EGM to be held at 2 p.m. on 28 September 2022 at the 1st Meeting Room, 11th Floor, Building 10/Sinotrans Tower B, No.5 Anding Road, Chaoyang District, Beijing 100029, the PRC (the “**Original EGM Notice**”) has been despatched to the Shareholders on 8 September 2022. The Supplemental EGM Notice dated 13 September 2022 is enclosed with this supplemental circular, for the purpose of informing the Shareholders of the new resolution to be submitted to the EGM for consideration and approval. The resolutions, which were originally scheduled to be submitted to the EGM for approval as contained in the Original EGM Notice, remained unchanged. A supplemental form of proxy for the EGM (the “**Supplemental Proxy Form**”) which is enclosed with the Supplemental EGM Notice has been despatched to the Shareholders on 13 September 2022.

**Important Notice: The Supplemental Proxy Form of EGM will not affect the validity of the form of proxy dated 8 September 2022 in relation to the EGM (the “Original Proxy Form”) in respect of the resolutions set out in the Original EGM Notice. If you have already validly appointed a proxy to act for you at the EGM under the Original Proxy Form but have not completed and returned the Supplemental Proxy Form of EGM, your proxy will have the right to vote at his/her discretion with respect to the additional resolution set out in the Supplemental EGM Notice. If you do not duly complete and deliver the Original Proxy Form but have duly completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the EGM, your proxy will be entitled to vote at his/her discretion on resolutions set out in the Original Proxy Form.**

The notice of attendance for use at the EGM, together with the Original EGM Notice, has been despatched to the Shareholders and the notice of attendance is also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Shareholders who are qualified and intend to attend the EGM should have completed and returned the notice of attendance in accordance with the instructions printed thereon on or before 26 September 2022. Shareholders who intend to appoint a proxy to attend the EGM and to vote on the resolutions set out in the Original EGM Notice and/or the Supplemental EGM Notice are requested to complete and return the Original Proxy Form and/or Supplemental Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the Original Proxy Form and/or Supplemental Proxy Form will not prevent you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

For particulars of other resolutions proposed at the EGM, closure of the register of members of the Company, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters, please refer to the Original EGM Notice and the Circular.

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## LETTER FROM THE BOARD

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### VI. RECOMMENDATION

The Board consider that the resolution as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the relevant resolutions contained in the Original EGM Notice dated 8 September 2022 and the Supplemental EGM Notice dated 13 September 2022.

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

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**SUPPLEMENTAL NOTICE OF 2022 THIRD 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)**

**SUPPLEMENTAL NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL  
MEETING**

Reference is made to the notice of the 2022 third extraordinary general meeting (the “**Original EGM Notice**”) dated 8 September 2022 which sets out details of the 2022 third extraordinary general meeting (the “**EGM**”) of Sinotrans Limited (the “**Company**”) 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 2 p.m. on 28 September 2022, and the resolutions to be proposed at the EGM for the Shareholders’ approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the supplemental circular of the Company dated 13 September 2022.

Details of Resolutions 1 to 3 to be considered at the EGM are stated in the Original EGM Notice. Apart from the additional resolution set out below, all information contained in the Original EGM Notice remains valid and unchanged.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held, as originally scheduled, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company, in addition to the resolutions set out in the Original EGM Notice:

**ORDINARY RESOLUTION**

4. To consider and approve the appointment of Ms. Luo Li 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  
13 September 2022



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## SUPPLEMENTAL NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING

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*As at the date of this announcement, the board of directors of the Company comprises Feng Boming (Chairman), Song Dexing (Vice Chairman), Song Rong (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. Save for the inclusion of the additional proposed ordinary resolution set out in this Supplemental EGM Notice, there are no other changes to the Original EGM Notice. For details of Resolutions 1 to 3 to be considered at the EGM, closure of the register of members of the Company, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters, please refer to the Original EGM Notice.
2. As the form of proxy published by the Company on the website of the Hong Kong Stock Exchange on 8 September 2022 (the “**Original Proxy Form**”) sent together with the Original EGM Notice does not contain the additional ordinary resolution set out in this Supplemental EGM Notice, a supplemental form of proxy (the “**Supplemental Proxy Form**”) has been uploaded on the website of the Hong Kong Stock Exchange on 13 September 2022 and will be despatched to the shareholders of the Company together with this Supplemental EGM Notice.
3. Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude a shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.
4. The notice of attendance published by the Company on the website of the Hong Kong Stock Exchange and despatched to the shareholders on 8 September 2022 will remain as a valid notice of attendance for the EGM.