

## **Procedures for Shareholders to Propose a Person for Election as a Director of Sinotrans Limited**

In accordance with the Article 94 of the Articles of the Association of Sinotrans Limited (“the Company”), the directors shall be elected at a shareholders' general meeting with a service term of 3 years, and may serve consecutive terms if re-elected. Intentions on the nomination of director candidates and the written notice signed by the nominated candidate indicating his willingness to accept the nomination should be issued to the Company 7 days before the convening of the shareholders general meeting. The period for lodgement of the above notices will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

Pursuant to the Article 60 of the Articles of the Association of the Company, where the Company convenes an annual general meeting, shareholders holding of 5 per cent or more of the total number of the Company's voting shares shall be entitled to submit new motions in writing to the Company. The Company shall put on the meeting agenda all items in the motions, which fall within the authorities of the shareholders' general meeting. Meanwhile, according to the Article 79 of the Articles of the Association of the Company, two or more shareholders holding in aggregate at 10 per cent or more of the shares with voting rights at a meeting may request the Board of Directors to convene an extraordinary general meeting or class meeting by signing and submitting to the Board of Directors one or more counterpart written request(s) to convene such a meeting. The written request must state the matters to be considered at that meeting. The Board of Directors shall convene the extraordinary general meeting or class meeting as soon as possible after receiving such written request(s). The shareholdings referred to above shall be calculated as at the date of delivery of the written request(s) submitted by the shareholders.

Based on the aforesaid provisions of the Articles of the Association of the Company, either (a) Shareholders holding 5 per cent or more of total voting shares who submit new proposals to the Company in writing at the annual general meeting, or (b) two or more shareholders holding in aggregate at 10 per cent or more of total voting shares who request to convene an extraordinary general meeting by signing and submitting to the Board of Directors one or more counterpart written request(s), shall deliver the following documents when submitting the new proposals or requiring the Board of Directors to convene the extraordinary general meeting:

(i) Notice of intentions in respect of the resolution proposed by the shareholders at annual general meeting and extraordinary general meeting ; and

(ii) A notice signed by the nominated director candidate indicating his willingness to accept the nomination of the Company and information of the nominated director candidate to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Listing Rules”); in case of nominating independent directors, save for the aforesaid documents, the information to be disclosed under the Rule 3.13 needs to be provided.

The written proposals and relevant documents shall be delivered to the office of the Securities and Legal Affairs Department of the Company, addressed to the following:

**Address:** 12F, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing, PRC. Post Code: 100044.

**Fax:** (8610) 62296519 (if first served by fax, please provide professional courier's information and reference number for tracing the originals).

Upon receipt of the above-mentioned documents, the Company shall issue an announcement and/or a supplementary circular on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Rule 13.70 of the Listing Rules (if applicable), and submit it to the shareholders' general meeting for approval.

Although the existence of the above rules, if a shareholder submits a proposal which is complied with the Article 103 of the Company Law of PRC to nominate a director candidate, the Company will also follow up the aforesaid procedures.