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**THIS SUPPLEMENTAL 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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**中國外運**

**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**  
**2025 FOURTH EXTRAORDINARY GENERAL MEETING**  
**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**  
**PROCEDURAL RULES FOR MEETINGS OF THE BOARD;**  
**AND**  
**(2) PROPOSED APPOINTMENT OF A DIRECTOR**

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The Company will hold the 2025 Fourth Extraordinary General Meeting as originally scheduled at 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No.5 Anding Road, Chaoyang District, Beijing 100029, the PRC at 10:00 a.m. on 29 December 2025.

This supplemental circular should be read in conjunction with the circular of the Company to its Shareholders dated 8 December 2025 (the “**Circular**”).

A letter from the Board is set out on pages 3 to 7 of this supplemental circular.

12 December 2025

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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:*

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| “A Share(s)”                                 | the domestic listed share(s) of the Company with nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB  |
| “Articles of Association”                    | the articles of association of the Company   |
| “Board”                                      | the board of Directors of the Company  |
| “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                 |
| “Director(s)”                                | the director(s) of the Company   |
| “EGM”  | the 2025 fourth extraordinary general meeting of the Company to be held at 10:00 a.m. on 29 December 2025 at 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the PRC |
| “H Share(s)”                                 | overseas listed foreign invested share(s) with nominal value of RMB1.00 each in the issued share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars  |
| “Hong Kong”                                  | the Hong Kong Special Administrative Region of the PRC   |
| “Hong Kong Stock Exchange”                   | The Stock Exchange of Hong Kong Limited  |
| “Latest Practicable Date”                    | 11 December 2025, 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   |
| “Procedural Rules for Meetings of the Board” | the Procedural Rules for Meetings of the Board of Directors of Sinotrans Limited (《中國外運股份有限公司董事會議事規則》)   |
| “RMB”  | Renminbi, the lawful currency of the PRC   |



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# LETTER FROM THE BOARD

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中國外運

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)**

*Directors:*

Zhang Yi (*Chairman*)  
Gao Xiang  
Yang Guofeng  
Luo Li  
Yu Zhiliang  
Huang Chuanjing  
Jerry Hsu

*Independent non-executive Directors:*

Wang Xiaoli  
Ning Yaping  
Cui Xinjian  
Cui Fan

*Registered Office:*

1101, 11th Floor of 101, 1st to 22nd Floor,  
Building 10,  
No. 5 Anding Road,  
Chaoyang District,  
Beijing, 100029,  
People's Republic of China

*Headquarters:*

China Merchants Plaza Tower B,  
Building 10,  
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

12 December 2025

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR**  
**2025 FOURTH EXTRAORDINARY GENERAL MEETING**  
**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**  
**PROCEDURAL RULES FOR MEETINGS OF THE BOARD;**  
**AND**  
**(2) PROPOSED APPOINTMENT OF A 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 12 December 2025 (the “**Supplemental EGM Notice**”), in relation to the resolutions proposed at the EGM for consideration and approval.

The Company has received a written notice from China Southern Airlines Group Capital Holdings Company Limited, a Shareholder holding approximately 3.69% of the total issued Shares as at the date of its written notice (i.e., 9 December 2025), that it proposed to amend the Articles of Association and Procedural Rules for Meetings of the Board and recommend Mr. Gong Weiguo (“**Mr. Gong**”) to be appointed as a Director. The nomination committee of the Board has reviewed the related information of the above recommended candidate and has made a recommendation to the Board. On 11 December 2025, the Board has considered and approved (i) the proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board, and (ii) the proposed appointment of Mr. Gong as a Director with a term of office from the date of the approval by the Shareholders at the EGM to the date of conclusion of the fourth session of the Board.

The purpose of this supplemental circular is to provide you with all the information necessary to enable you to make informed decisions on voting in respect of the resolutions in relation to the proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board, as well as the appointment of Mr. Gong as a Director to be proposed at the EGM respectively.

### **II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROCEDURAL RULES FOR MEETINGS OF THE BOARD**

Reference is made to the announcement of the Company dated 11 December 2025 in relation to the proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board. 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.

| <b>Original Provision in the Articles of Association</b>   | <b>Revised Provision in the Articles of Association</b>  |
|--|--|
| <p><b>Article 114</b> The Company establishes the Board of Directors, which consists of <del>eleven (11)</del> 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.</p> <p>.....</p> | <p><b>Article 114</b> The Company establishes the Board of Directors, which consists of <u>twelve (12)</u> 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.</p> <p>.....</p> |

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## LETTER FROM THE BOARD

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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.

| <b>Original Provision in the Procedural Rules<br/>for Meetings of the Board</b>  | <b>Revised Provision in the Procedural Rules<br/>for Meetings of the Board</b>   |
|--|--|
| <b>Article 3</b> The Company has a Board of Directors composed of <del>4</del> 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. | <b>Article 3</b> The Company has a Board of Directors composed of <u>twelve (12)</u> 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 Procedural Rules for Meetings of the Board remain unchanged.

The Company has proposed a special resolution at the EGM for the Shareholders to consider and, if thought fit, approve the abovementioned proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board.

### III. PROPOSED APPOINTMENT OF A DIRECTOR

Reference is made to the announcement of the Company dated 11 December 2025 in relation to the proposed appointment of Mr. Gong as a Director with a term of office from the date of the approval by the Shareholders at the EGM to the date of conclusion of the fourth session of the Board, which is conditional upon the approval of the proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board by Shareholders at the EGM.

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

Mr. Gong, male, born in 1971, a member of the Chinese Communist Party, Economist, is currently the President and Deputy Secretary of the Party Committee of China Southern Air Logistics Co., Ltd. Mr. Gong obtained a bachelor's degree of science in applied chemistry from the Chemistry Department of Sun Yat-sen University. He served as the Vice President and a member of the Party Committee at the Cargo Department of China Southern Airlines Co., Ltd., and as the Vice President and a member of the Party Committee at China Southern Air Logistics (Guangzhou) Co., Ltd. Since April 2022, he has served as the President and Deputy Secretary of the Party Committee at China Southern Air Logistics Co., Ltd. (which was renamed in November 2022 and formerly known as China Southern Air Logistics Company Limited).

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## LETTER FROM THE BOARD

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Mr. Gong has confirmed that, save as disclosed in this supplemental 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 service contract with Mr. Gong, after his appointment becomes effective upon the approval by the Shareholders at the EGM, while he will not be entitled to any emoluments as a Director.

Save as disclosed in this supplemental circular, there is no other information relating to the proposed appointment of Mr. Gong 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.

The Company has proposed an ordinary resolution at the EGM for the Shareholders to consider and, if thought fit, approve the proposed appointment of Mr. Gong as a Director.

#### IV. THE EGM

A notice concerning the EGM to be held at 10:00 a.m. on 29 December 2025 at the 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No.5 Anding Road, Chaoyang District, Beijing 100029, the PRC (the “**Original EGM Notice**”) has been published and/ or despatched to the Shareholders on 8 December 2025. The Supplemental EGM Notice dated 12 December 2025 is enclosed with this supplemental circular, for the purpose of informing the Shareholders of the new resolutions 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 published and/ or despatched to the Shareholders on 12 December 2025.

**Important Notice: The Supplemental Proxy Form of EGM will not affect the validity of the form of proxy dated 8 December 2025 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 resolutions 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.**

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## LETTER FROM THE BOARD

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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.

### V. DIRECTORS' RECOMMENDATION

The Directors consider that the resolutions as set out in this supplemental circular are 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 resolutions contained in the Original EGM Notice dated 8 December 2025 and the Supplemental EGM Notice dated 12 December 2025.

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

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## SUPPLEMENTAL NOTICE OF 2025 FOURTH EXTRAORDINARY GENERAL MEETING

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中國外運

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 2025 FOURTH EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the 2025 fourth extraordinary general meeting (the “**Original EGM Notice**”) dated 8 December 2025 which sets out details of the 2025 fourth extraordinary general meeting (the “**EGM**”) of Sinotrans Limited (the “**Company**”) to be held at 1st Meeting Room, 11th Floor, China Merchants Plaza Tower B, Building 10, No. 5 Anding Road, Chaoyang District, Beijing 100029, the People’s Republic of China at 10:00 a.m. on 29 December 2025, 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 12 December 2025.

Details of special resolutions 1 and 2 to be considered at the EGM are stated in the Original EGM Notice. Apart from the additional resolutions 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 resolutions as a special resolution and an ordinary resolution of the Company, in addition to the resolutions set out in the Original EGM Notice:

#### **SPECIAL RESOLUTION**

3. To consider and approve the proposed amendments to the Articles of Association and Procedural Rules for Meetings of the Board for the increase of Board seat.

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# SUPPLEMENTAL NOTICE OF 2025 FOURTH EXTRAORDINARY GENERAL MEETING

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## ORDINARY RESOLUTION

4. To consider and approve the proposed appointment of Mr. Gong Weiguo as a Director with a term of office from the date of approval by the Shareholders at the EGM to the date of conclusion of the fourth session of the Board.

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

Beijing, China  
12 December 2025

*As at the date of this notice, 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.*

*Notes:*

1. Save for the inclusion of the additional proposed special resolution and ordinary resolution set out in this Supplemental EGM Notice, there are no other changes to the Original EGM Notice. For details of Special Resolutions 1 and 2 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 December 2025 (the “**Original Proxy Form**”) sent together with the Original EGM Notice does not contain the additional special resolution and ordinary resolution set out in this Supplemental EGM Notice, a supplemental form of proxy (the “**Supplemental Proxy Form**”) has been published on the website of the Hong Kong Stock Exchange on 12 December 2025 and will be despatched to the shareholders of the Company together with this Supplemental EGM Notice.
3. Shareholders 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.