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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: 0598)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 28 DECEMBER, 2012, APPOINTMENT AND CESSATION OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board of the directors (the “Board”) of the Company is pleased to announce that all the resolutions as set out in the Notice of the Extraordinary General Meeting dated 13 November, 2012 were duly passed by way of poll at the Extraordinary General Meeting held on 28 December, 2012.

Mr. Liu Junhai (劉俊海) (“Mr. Liu”) has been appointed as an independent non-executive director of the Company, and Mr. Mok Chi Ming Victor(莫志明) (“Mr. Mok”) ceases to be the non-executive director of the Company, both with effect from 28 December, 2012.

Mr. Liu has also been appointed as a member of the audit committee, remuneration committee, nomination committee and corporate governance committee of the Board with effect from 28 December, 2012.

The extraordinary general meeting of the Company held at 9:30 am. on 28 December 2012 (“EGM”)

Sinotrans Limited (“the Company”) is pleased to announce the poll results in respect of the resolutions proposed at the EGM as follows:

	Number of Votes (% of total number of votes present and voted at the EGM)	
	For	Against
Ordinary Resolution		

To elect Mr. Liu Junhai as an independent non-executive director of the Company and to authorise the board of directors of the Company to determine his remuneration.	3,314,574,479 (99.968%)	1,069,000 (0.032%)
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company.		
Special Resolution	For	Against
To approve the proposed amendment of the articles of association of the Company.	3,315,523,479 (99.996%)	120,000 (0.004%)
As more than two-thirds of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution of the Company.		

Notes:

- (1) The total number of shares of the Company entitling the holders to attend and vote for or against any resolution at the EGM: 4,249,002,200. Every member present in person or by proxy has one vote for every share of which he is the holder.
- (2) The total number of shares entitling the shareholder of the Company to attend and vote only against any resolution at the EGM: Nil.
- (3) None of the shareholders of the Company have stated their intention in the Company's notice dated 13 November, 2012 to vote against any of the resolutions at the EGM or to abstain from voting on any of the resolutions at the EGM.
- (4) Deloitte Touche Tohmatsu CPA Ltd. acted as the scrutineer for the vote-taking at the EGM.

Appointment of Mr. Liu Junhai (劉俊海) as an independent non-executive director of the Company

Mr. Liu Junhai (劉俊海) ("Mr. Liu") has been appointed as an independent non-executive director of the Company for a term of three years with effect from Shareholders' approval at the EGM held on 28 December, 2012.

Liu Junhai, age 43, holds a doctorate degree in civil law and commercial law. As at the date of this announcement, Mr. Liu is a professor and an academic supervisor for LL.D. candidates in the Law School of Renmin University of China, and also a post-doctoral supervisor of its post-doctoral program. Mr. Liu is the Director of the Business Law Center, Renmin University of China. Mr. Liu also holds several academic and social positions such as Vice Chairman of China Consumers' Association, Member of the Legal Affairs Advisory Council of All-China Federation of Trade Unions, Supervisor of Post-Doctoral program of Shenzhen Stock Exchange, and adjunct Professor in China University of Political Science & Law and other universities in China. Mr. Liu obtained his Bachelor degree in Law from Hebei University in 1989, and obtained his Master degree in economic law from China University of Political Science and Law in 1992 and his doctorate degree in civil and commercial law from Graduate School of Chinese Academy of Social Sciences in 1995. In the past three years, Mr. Liu also

served as an independent director in the First-trust Fund Management Co., Ltd, Hong Yuan Securities Co., Ltd, Hunan Zhuye torch metals Co., Ltd. and HIT. Shouchuang Technology Co., Ltd, respectively.

Mr. Liu is not related to any Director, senior management or substantial or controlling Shareholders of the Company. As at the date of this announcement, he was not interested in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The Company will not enter into any service contract with Mr. Liu. Mr. Liu will not be entitled to any bonus payments, and he will be entitled to a director's fee based on actual service provided by him to the Company. Save as disclosed above, there is no other matters relating to the appointment of Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Rules Governing the Listing of Securities on the Stock Exchange and there are no other matters that need to be brought to the attention of the Shareholders in respect of his election.

Mr. Mok Chi Ming Victor(莫志明) ceases to be the non-executive director of the Company

In accordance with the Rule 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange, the independent non-executive directors must represent at least one-third of the board of the directors. In order to comply with the aforesaid proportion requirement and meet the needs of the structure adjustment of the Board, Mr. Mok ceases to act as an non-executive director with effect from 28 December, 2012. Mr. Mok has confirmed that he does not have any disagreement with the Board and that there are no matters which need to be brought to the attention of the Company's shareholders in relation to the aforesaid change.

The Board would like to take this opportunity to extend its appreciation to Mr. Mok for his contribution to the Company during his tenure of office.

Change in composition of Board committees

The Board also wishes to announce that Mr. Liu has been appointed as a member of the audit committee, remuneration committee, nomination committee and corporate governance committee of the Board with effect from 28 December, 2012 pursuant to the rules procedures of the aforesaid Board committees.

By order of the Board
Sinotrans Limited
Gao Wei
Company Secretary

Beijing, 28 December, 2012

As at the date of this announcement, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Jianzhang are executive directors of the Company; Wu Dongming, Liu Jinghua, and Jerry Hsu are non-executive directors of the Company; and Guo Minjie, Lu Zhengfei, Liu Kegou and Liu Junhai are independent non-executive directors of the Company.