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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 24 OCTOBER 2014 AND  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The board of directors (the “Board”) of the Sinotrans Limited (the “Company”) is pleased to announce that all the resolutions as set out in the notice of the extraordinary general meeting dated 4 September 2014 was duly passed by way of poll at the EGM held on 24 October 2014.

**The extraordinary general meeting of the Company held at 9:30 a.m. on 24 October 2014 (“EGM”)**

The Company is pleased to announce the poll results in respect of the resolutions proposed at the EGM as follows:

|   | Number of Votes<br>(% of total number of votes<br>present and voted at the EGM) |                        |
|---|---|------------------------|
|   | For   | Against                |
| <b>Ordinary Resolutions</b>   |   |                        |
| 1. To approve each of the following resolutions in relation to re-appointment and/or appointment of directors and/or supervisor of the Company. |   |                        |
| (A) to approve the re-appointment of Mr. Zhang Jianwei as executive director of the Company;  | 3,489,794,226<br>(99.18%)   | 28,872,564<br>(0.82%)  |
| (B) to approve the re-appointment of Ms. Tao Suyun as executive director of the Company;  | 3,262,101,127<br>(92.71%)   | 256,565,663<br>(7.29%) |
| (C) to approve the appointment of Mr. Han Xiaojing as independent non-executive director of the Company;  | 3,518,666,790<br>(100%)   | 0<br>(0%)              |

|  |                         |                |
|--|-------------------------|----------------|
| (D) to approve the re-appointment of Mr. Zhou Fangsheng as supervisor of the Company.  | 3,518,666,790<br>(100%) | 0<br>(0%)      |
| 2. To authorise the board of directors of the Company to determine the remuneration of the directors and the supervisor of the Company.                            | 3,498,474,555<br>(100%) | 0<br>(0%)      |
| As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions of the Company. |                         |                |
| <b>Special Resolution</b>  | <b>For</b>              | <b>Against</b> |
| 3. To approve the amendment to the articles of association of the Company as set out in the notice of the EGM.   | 3,453,292,790<br>(100%) | 0<br>(0%)      |
| As more than 2/3 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: 4,606,483,200. 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 of the Company entitling the holders to attend and abstain from voting in favour of any resolution at the EGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"): Nil.
- (3) None of the shareholders of the Company has stated his/her intention in the notice of EGM to vote against any of the resolutions at the EGM or to abstain from voting on any of the resolutions at the EGM.
- (4) No shareholders of the Company were required under the Listing Rules to abstain from voting at the EGM.
- (5) Deloitte Touche Tohmatsu CPA LLP. acted as the scrutineer for the vote-taking at the EGM.

**Appointment of Mr. Han Xiaojing as independent non-executive director of the Company**

Mr. Han Xiaojing ("Mr. Han") has been appointed as an independent non-executive director of the Company. In accordance with the Articles of Association of the Company, Mr Han's appointment will be a term of three years with effect from 24 October 2014. Mr. Han was also appointed as the member of the audit committee, the remuneration committee, the nomination committee and corporate governance committee of the Company on the same day.

Han Xiaojing, age 59. Mr. Han holds a master degree in law and is a practicing lawyer in PRC. Mr. Han is one of the founding partners of the Commerce & Finance Law Office of Beijing. Mr. Han Xiaojing obtained a bachelor degree in law from Zhongnan University of Economics and Law in 1982. Mr. Han obtained a master degree in law from the China University of Political Science and Law in 1985. From 1985 to 1986, Mr. Han served as an instructor in the China University of Political Science and Law. From 1986 to 1992, Mr. Han served as a lawyer for the China Legal Services Centre. Mr. Han has been a partner of the Commerce & Finance Law Office since 1992, mainly engages in

providing legal services in banking, project financing, securities, companies, foreign investments and real estate business. Mr. Han also served as an independent non-executive director in Sino-ocean Land Holdings Limited, Far East Horizon Limited, PingAn Bank Co. Limited and Beijing Sanju Environmental Protection & New Materials Co., Ltd. in the last three years. Save as disclosed above, Mr. Han does not hold any other position in the Company or any other member of the Group, nor any directorship in listed public companies.

Mr. Han 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. Han, and he will be entitled to receive emolument annually during his tenure of office, the amount of which will be determined by the Board. Save as disclosed above, there is no other information relating to the appointment of Mr. Han that is required to be disclosed pursuant to Rule 13.51(2) (h) to (w) of the Listing Rules. There are no other matters that need to be brought to the attention of the shareholder of the Company.

By order of the Board  
**Sinotrans Limited**  
**Gao Wei**  
*Company Secretary*

Beijing, 24 October, 2014

*As at the date of this announcement, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Guanpeng are executive directors of the Company; Wang Lin, Yu Jianmin and Jerry Hsu are non-executive directors of the Company; and Guo Minjie, Lu Zhengfei, Han Xiaojing and Liu Junhai are independent non-executive directors of the Company.*