

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinotrans Limited (the “Company”) for the year 2003 will be held at Room 1609, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the People’s Republic of China on Wednesday, 2 June 2004 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To review and approve the report of the board of directors for the year ended 31 December 2003.
2. To review and approve the report of the supervisory committee for the year ended 31 December 2003.
3. To review and approve the audited accounts of the Company and the auditors’ report for the year ended 31 December 2003.
4. To re-appoint Messrs. PricewaterhouseCoopers as the international auditors of the Company and PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the PRC auditors of the Company, and to authorise the directors of the Company to fix their remuneration.
5. To authorise the directors of the Company to decide on matters relating to the declaration, payment and recommendation of interim dividends for the year 2004.
6. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2003.

SPECIAL RESOLUTION

7. To consider and, if thought fit, approve the following by way of special resolution:

“That the articles of association of the Company be and is hereby amended as follows:

- A. By deleting article 13 in its entirety and replacing it with the following:

“The business scope of the Company shall be subject to such items as approved by the company registry.

The business scope of the Company includes: international transportation agency services by sea, land and air, in respect of import and export cargo, international exhibition articles, personal articles and goods in transit, which includes cargo

canvassing, cargo space booking, cargo storage, cargo transshipping, containers assembling and disassembling, freights and miscellaneous costs and expenses calculation and settling, customs declaration, commodity inspection assistance service, insurance assistance service, related short-distance transport service and transport consultancy service; international multimodal transport service; international courier service (except mail and articles of mail nature); vessels leasing; general cargo transportation; transportation of frozen goods or goods to be kept warm and international containers; logistics service; freight forwarding agency service; and warehouse service.”

- B. By deleting the following words in article 65:

“by the Securities and Futures (Clearing Houses) Ordinance (Cap 420 of the Laws of Hong Kong)”

and

replacing them with the following words:

“by the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)”

- C. By inserting into article 78, the following sentence after the first paragraph:

“Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

- D. By inserting into article 94, the following new paragraph after the second paragraph:

“The period for lodgement of the above notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

- E. By deleting in article 109, the words:

“nominated by the chairman and”

- F. By deleting the second paragraph of article 130 and replacing it with the following new paragraph:

“A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting. Associate has the meaning as ascribed to it under the Listing Rules.”

By Order of the Board

Gao Wei

Company Secretary

Beijing, China

29 March 2004

Registered Office

Sinotrans Plaza A

A43, Xizhimen Beidajie

Beijing 100044, China

Notes:

1. The Register of Members of the Company will be closed from 1 May 2004 to 1 June 2004, both days inclusive, during which period no share transfers will be registered. To qualify for attendance at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Rooms 1901–1905, 19/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 30 April 2004, for registration.

2. Shareholders intending to attend the Annual General Meeting shall give written notice of the same to the Company, which shall be lodged at the registered office of the Company on or before 4:00 p.m. on 12 May 2004.
3. Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy to attend and vote on behalf of themselves.
4. In order to be valid, the form of proxy, together with a duly notarised power of attorney or other document of authority, if any, under which the form is signed must be deposited at the registered office of the Company not later than 24 hours before the time for holding the Annual General Meeting.
5. Amendment to articles of association of the Company

The purpose of the proposed amendments to the articles of association of the Company is for compliance with new applicable listing rules and relevant legislation.