

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinotrans Limited (the “Company”) for the year 2004 will be held at Room 1609, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the People’s Republic of China on Monday, 6 June 2005 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 2004.
2. To review and approve the report of the supervisory committee for the year ended 31 December 2004.
3. To review and consider the audited accounts of the Company and the auditors’ report for the year ended 31 December 2004.
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 recommendation, declaration, and payment of interim or special dividends for the year 2005.
6. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2004.

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:

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.

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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; warehouse service; inland water transportation vessels agency; transportation of goods agency services; and international vessels transportation services."

By order of the Board

Gao Wei

Company Secretary

Beijing, China

4 April 2005

Registered Office

Sinotrans Plaza A

A43, Xizhimen Beidajie

Beijing 100044, China

Notes:

1. The Register of Members of the Company will be closed from 5 May 2005 to 3 June 2005, 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 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 4 May 2005, 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 13 May 2005.
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.

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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 to reflect the current business operations of the Company and its subsidiaries.

6. As at the date of this notice, Zhang Bin, Zhang Jianwei, Tao Suyun and Li Jianzhang are executive directors of the Company, Yang Yuntao, Liu Jinghua, Jerry Hsu, Ken Torok and Lee Chong Kwee are non-executive directors of the Company and Sun Shuyi and Lu Zhengfei are independent non-executive directors of the Company.