

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinotrans Limited (the "Company") for the year 2005 will be held at No. 1 Meeting Room, 12th Floor, Sinotrans Plaza A, A43, Xizhimen Beidajie, Haidian District, Beijing 100044, the People's Republic of China on Monday, 29 May 2006 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 2005.
2. To review and approve the report of the supervisory committee for the year ended 31 December 2005.
3. To review and consider the audited accounts of the Company and the auditors' report for the year ended 31 December 2005.
4. To re-appoint Messrs. PricewaterhouseCoopers as the international auditors of the Company and PricewaterhouseCoopers Zhong Tian CPAs Company Limited 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 or special dividends for the year 2006.
6. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2005.
7. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to election of directors ("Directors") and supervisor of the Company:
 - "A. THAT the re-election of Mr. Li Jianzhang as executive director of the Company be and is hereby considered and approved."
 - "B. THAT the re-election of Ms. Liu Jinghua as non-executive director of the Company be and is hereby considered and approved."

Notice of Annual General Meeting

"C. THAT the re-election of Mr. Jerry Hsu as non-executive director of the Company be and is hereby considered and approved."

"D. THAT the re-election of Mr. Ken Torok as non-executive director of the Company be and is hereby considered and approved."

"E. THAT the election of Mr. Peter Landsiedel as non-executive director of the Company be and is hereby considered and approved."

"F. THAT the re-election of Ms. Su Yi as supervisor of the Company be and is hereby considered and approved."

8. To authorise the board of directors of the Company to determine the remuneration of the Directors.

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

"THAT:

- (a) subject to paragraph 8(c) below and compliance with all applicable laws and regulations of the People's Republic of China, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional H shares or domestic shares in the capital of the Company in each case and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 8(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

Notice of Annual General Meeting

- (c) the aggregate nominal amount of H share or domestic share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) in each case by the Directors pursuant to the approval in paragraph 8(a) above shall not exceed 20 per cent. of the aggregate nominal amount of each of the H share or domestic share capital of the Company in issue in each case as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

By order of the Board
Gao Wei
Company Secretary

Beijing, China
6 April 2006

Registered Office
Sinotrans Plaza A
A43, Xizhimen Beidajie
Beijing 100044, China

Notice of Annual General Meeting

Notes:

1. The Register of Members of the Company will be closed from 29 April 2006 to 29 May 2006, 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 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 28 April 2006, 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 8 May 2006.
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. The following are the particulars of the Directors and supervisors proposed to be elected and re-elected at the annual general meeting:

Mr. Li Jianzhang ("Mr Li")

Mr Li, aged 50, is an executive director of the Company. During Mr. Li's career, he has worked in various governmental departments. Mr. Li started working at Sinotrans Group Company in May 2001. In July 2001, Mr. Li was promoted to become a director of Sinotrans Group Company. He was appointed as a supervisor of the Company in November 2002.

Notice of Annual General Meeting

Ms. Liu Jinghua (“Ms Liu”)

Ms Liu, aged 43, is a non-executive director of the Company. Ms Liu joined Sinotrans Group Company in 1989 and worked in the Finance Department and Liner Department before she was seconded to DHL-Sinotrans Beijing to be its Finance Manager in 1992. Soon afterwards, she was promoted to be DHL-Sinotrans’ National Financial Controller and in 1999 became National HR Manager. Ms. Liu was appointed General Manager of the Finance Department of Sinotrans Group Company in October 2002. Ms. Liu graduated from the Central University of Finance and Economics in 1987 and obtained her EMBA in the School of Management of State University of New York at Buffalo in December 2000.

Mr. Jerry Hsu (“Mr Hsu”)

Mr Hsu, aged 55, is a non-executive director of the Company. Mr. Hsu, the President — Greater China and Korea, DHL Express, manages and develops the six markets of China, Hong Kong, South Korea, Taiwan, Mongolia and North Korea. Mr. Hsu’s previous role in DHL Express was the Area Director responsible for Hong Kong, Singapore, Taiwan, South Korea, Mongolia and North Korea, a position he held until September 2002. Prior to joining DHL in January 2001, Mr. Hsu held various senior management positions in DaimlerChrysler Corporation. Mr. Hsu holds BA/MA degree in International Economics and Politics. Mr. Hsu also holds directorships in various companies within the DPWN Group. Other than in the Company, Mr. Hsu has not held any directorship in other listed companies in the last three years.

Mr. Ken Torok (“Mr Torok”)

Mr Ken, aged 53, is a non-executive director of the Company. Mr. Torok is President of UPS Asia Pacific and is responsible for UPS operations in more than 40 countries and territories, including UPS owned operations, joint ventures and agent relationships throughout the Asia Pacific region. Mr. Torok began his UPS career in the USA in 1975 in operations in the company’s East Carolina district. He continued to take on positions of increasing responsibility, becoming a hub manager in Wisconsin and Managing Director of UPS Utah. Prior to becoming President of UPS Asia Pacific in 2003, Mr. Torok was Managing Director of UPS South Florida. A native of Long Island, New York, Mr. Torok graduated with a degree in business and economics from North Carolina State University.

Notice of Annual General Meeting

Mr. Peter Landsiedel ("Mr Landsiedel")

Mr Landsiedel, aged 53, is Chief Executive Officer of DHL Global Forwarding for Asia Pacific. Mr. Landsiedel was promoted to head the Asia Pacific region with effect from 1 September 2003. Prior to that, he was Vice President for the North Pacific region, overseeing the operations in Hong Kong, China, Taiwan, Japan, Korea and the Philippines. Mr. Landsiedel joined the former Danzas in 1999 as Managing Director of Hong Kong and Greater China. He was promoted to the position of Vice President for the North Pacific region in 2000. Before joining the former Danzas, Mr. Landsiedel was the CEO of Thyssen Haniel Logistics (United States) from 1993, and from 1997 he was the company's CEO (Hong Kong) during its integration with ABX Logistics. Prior to that, Mr. Landsiedel held various management positions with Hermann Ludwig and International Transport GmbH in Europe. Mr. Landsiedel is a member of the Counsel for Logistics Management in the USA, and holds a diploma from University of Michigan Business School.

Ms. Su Yi ("Ms Su")

Ms Su, aged 52, is a supervisor of the Company. Ms. Su joined Sinotrans Group Company in December 1986. She has been appointed a divisional vice general manager and general manager. Since 1995, she has been appointed the General Manager of Human Resources Department in Sinotrans Group Company.

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