

Notice of Annual General Meeting

47

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinotrans Limited (the “Company”) for the year 2006 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, 11 June 2007 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 2006.
2. To review and approve the report of the supervisory committee for the year ended 31 December 2006.
3. To review and consider the audited accounts of the Company and the auditors’ report for the year ended 31 December 2006.
4. To re-appoint 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 board of directors of the Company to fix their remuneration.
5. To authorise the board of directors of the Company to decide on matters relating to the declaration, payment and recommendation of interim or special dividends for the year 2007.
6. To review and approve the profit distribution proposal and final dividend of the Company for the year ended 31 December 2006.

SPECIAL RESOLUTION

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

“THAT:

- (a) subject to paragraph 7(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 7(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;
- (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 7(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

Notice of Annual General Meeting

48

(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

April 13, 2007

Registered Office

Sinotrans Plaza A

A43, Xizhimen Beidajie

Beijing 100044, China

Notes:

1. The Register of Members of the Company will be closed from 11 May 2007 to 11 June 2007, 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 1712-16, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 10 May 2007, 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 9:00 a.m. on 22 May 2007.
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. As at the date of this notice, Zhao Huxiang, Zhang Jianwei, Tao Suyun and Li Jianzhang are executive directors, Yang Yuntao, Liu Jinghua, Jerry Hsu, Ken Torok and Peter Landsiedel are non-executive directors and Sun Shuyi, Lu Zhengfei and Miao Yuexin are independent non-executive directors.