

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Rizhao Port Jurong Co., Ltd., you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6117)**

- (1) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR;**  
**(2) BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2021;**  
**(3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS,**  
**INDEPENDENT NON-EXECUTIVE DIRECTORS AND**  
**SUPERVISORS FOR THE YEAR OF 2020;**  
**(4) GENERAL MANDATES TO ISSUE H SHARES;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**
- 

A letter from the Board is set out on pages 1 to 6 of this circular.

A notice convening the AGM to be held at 10:00 a.m. on Thursday, 20 May 2021 at the Office Building of Rizhao Port Jurong Co., Ltd. is set out on pages 7 to 10 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon. For holders of the H Shares, the form of proxy should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
1. Introduction .....	2
2. Proposed Election of Non-executive Director .....	2
3. Budget Plan of the Company for the year ending 31 December 2021 .....	3
4. Remuneration of Executive Director, Non-executive Directors, Independent Non-executive Directors and Supervisors for the Year of 2020 .....	3
5. General Mandate to Issue H Shares .....	5
6. AGM .....	5
7. Closure of Register of Members .....	6
8. Voting by Poll .....	6
9. Recommendations .....	6
10. Responsibility Statement .....	6
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	7

---

## DEFINITIONS

---

*In this circular, the following terms and expressions shall have the following respective meanings unless the context otherwise requires:*

“AGM”	the annual general meeting or any adjournment thereof of the Company to be convened at 10 a.m. on Thursday, 20 May 2021 at the Office Building of Rizhao Port Jurong Co., Ltd.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Rizhao Port Jurong Co., Ltd. (日照港裕廊股份有限公司), a joint stock company incorporated in the PRC with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6117)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC natural persons or entities established under PRC laws
“H Share(s)”	overseas listed shares in the share capital of the Company with a nominal value of RMB1.00 each in the share capital of the Company, listed on the main board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate which is exercisable by the Board to allot, issue and deal with additional H Shares not exceeding 20% of the H Shares in issue as at the date of passing of the relevant Shareholders’ resolution

---

## DEFINITIONS

---

“Jurong Port Holding”	Jurong Port Rizhao Holding Pte Ltd, a private company limited by shares established on 2 March 2011 in Singapore and holding approximately 21.69% of the total issued share capital of the Company as at the Latest Practicable Date
“Latest Practicable Date”	15 April 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Notice of AGM”	a notice convening the AGM set out on pages 7 to 10 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Rizhao Port”	Rizhao Port Co., Ltd. (日照港股份有限公司), a joint stock company established in the PRC with limited liability whose shares are listed and traded on the Shanghai Stock Exchange (stock code: 600017), the controlling shareholder of the Company
“Rizhao Port Group”	Rizhao Port Group Co., Ltd. (日照港集團有限公司), a company established in PRC with limited liability, and a controlling shareholder of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Share(s) of RMB1.00 each in the share capital of the Company, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules



---

LETTER FROM THE BOARD

---



日照港裕廊股份有限公司  
Rizhao Port Jurong Co., Ltd.

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6117)**

**Non-executive Directors:**

Mr. WANG Yufu (*Chairman*)

Mr. OOI Boon Hoe

Mr. JIANG Zidan

Mr. PAY Cher Wee

**Registered office:**

South End

Haibin 5<sup>th</sup> Road

Rizhao City, Shandong Province

PRC

**Executive Director:**

Mr. HE Zhaodi

**Principal place of business in Hong Kong:**

40/F, Dah Sing Financial Centre

248 Queen's Road East

**Independent Non-executive Directors:**

Mr. ZHANG Zixue

Mr. WU Xibin

Mr. LEE Man Tai

Wanchai

Hong Kong

20 April 2021

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR;**  
**(2) BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2021;**  
**(3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS,**  
**INDEPENDENT NON-EXECUTIVE DIRECTORS AND**  
**SUPERVISORS FOR THE YEAR OF 2020;**  
**(4) GENERAL MANDATES TO ISSUE H SHARES;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

The purpose of this circular, among others, is to give you the Notice of AGM and to provide you with information regarding (a) the proposed election of non-executive Director; (b) the budget plan of the Company for the year ending 31 December 2021; (c) the remuneration of executive Director, non-executive Directors, independent non-executive Directors and Supervisors for the year of 2020; and (d) the grant of the general mandate to issue H Shares, in order to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the AGM.

### 2. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26 January 2021, in relation to the resignation and proposed election of non-executive Director.

The Board proposed to nominate Mr. Chen Lei (“**Mr. Chen**”) as a non-executive Director who shall be appointed upon the approval of the Shareholders at the AGM for a term commencing from the date of approval by the Shareholders at the AGM until the expiry of the current session of the Board. The Board also proposed to appoint Mr. Chen as a member of the audit committee of the Company upon the approval of the Shareholders on his appointment as a non-executive Director at the AGM.

Biographical details of Mr. Chen are set out as follows:

**Mr. Chen Lei**, aged 34, graduated with a Bachelor of Accounting from Chang’an University (長安大學) in 2012. Mr. Chen has held various positions in Rizhao Port Group since 2012. Mr. Chen worked in the financial budget department of Rizhao Port Group as a financial supervisor from August 2012 to December 2016. He worked in asset finance department of Rizhao Port Group as a supervisor from December 2016 to February 2020. From February 2020 to April 2020, he concurrently served as the deputy minister of asset finance department and the financial statement and accounting management of Rizhao Port Group. He concurrently served as the deputy minister of asset finance department of Rizhao Port Group and the financial statement and accounting management second level supervisor from April 2020 to June 2020. He served as the deputy minister of the asset finance department of Rizhao Port Group from June 2020 to September 2020 and has served as the deputy minister of the financial management department of Rizhao Port Group since September 2020.

Save as disclosed above, as at the date of this circular, Mr. Chen (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other positions in the Company; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

---

## LETTER FROM THE BOARD

---

Save as disclosed above, there are no other matters in connection with the above appointment that need to be disclosed according to Rules 13.51(2)(h) to (v) of the Listing Rules or to be brought to the attention of the Shareholders.

Subject to the approval by the Shareholders at the AGM, the Company will enter into a service contract with Mr. Chen in respect of his appointment as a non-executive Director for a term commencing from the date of approval by the Shareholders at the AGM until the expiry of the current session of the Board. Mr. Chen will not receive any director's remuneration from the Company.

In compliance with Rule 13.51 of the Listing Rules, the Company will make further announcement upon approval of the proposed election of the non-executive Director by the Shareholders at the AGM as soon as possible.

### 3. BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2021

The Company will propose an ordinary resolution at the AGM to approve the financial budget plan of the Company for the year ending 31 December 2021. The financial budget of the Company for 2021 (including operating costs, sales expenses, management expenses and finance costs) is expected to be controlled at approximately RMB438 million.

### 4. REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND SUPERVISORS FOR THE YEAR OF 2020

In accordance with the Articles of Association and the relevant regulatory requirements, as well as the decision-making procedures and basis for the remuneration of the Directors, including their performance, duties, responsibilities, experience and the market condition, the Company has determined the 2020 annual remuneration for the executive Director, non-executive Directors, independent non-executive Directors and Supervisors, subject to the review and approval by the Shareholders at the AGM, and the details of which are as follows:

#### 2020 Annual Remuneration for the Executive Director and Non-executive Directors

Name	Position	Annual remuneration (before tax) RMB'000	Note
Mr. He Zhaodi	Executive Director	529	
Mr. Zhang Baohua	Chairman of the Board and non-executive Director	0	(resigned on 3 April 2020)

## LETTER FROM THE BOARD

Name	Position	Annual remuneration (before tax) RMB'000	Note
Mr. Ng Chee Keong	Deputy chairman of the Board and non-executive Director	0	(resigned on 3 April 2020)
Mr. Wang Yufu	Chairman of the Board and non- executive Director	0	(appointed on 18 May 2020)
Mr. Pay Cher Wee	Non-executive Director	0	(appointed on 18 May 2020)
Mr. Ooi Boon Hoe	Non-executive Director	0	
Mr. Shi Ruxin	Non-executive Director	0	(resigned on 26 January 2021)
Mr. Jiang Zidan	Non-executive Director	0	
Mr. Zhang Zixue	Independent non-executive Director	60	
Mr. Lee Man Tai	Independent non-executive Director	60	
Mr. Wu Xibin	Independent non-executive Director	60	
		<u>60</u>	
Total		<u><u>709</u></u>	

### 2020 Annual Remuneration for the Supervisors

Name	Position	Annual remuneration (before tax) RMB'000
Mr. Wang Wei	Chairman of the board of Supervisors and employee Supervisor	298
Mr. Li Weiqing	Supervisor	0
Mr. Tham Wai Kong	Supervisor	0
		<u>0</u>
Total		<u><u>298</u></u>

---

## LETTER FROM THE BOARD

---

Certain non-executive Directors and Supervisors did not receive any emoluments from the Company during the year ended 31 December 2020. They received their emoluments from Rizhao Port and Jurong Port Holding (collectively “**Shareholding Companies**”) because they hold positions at the Shareholding Companies.

The proposed remuneration of the executive Director, non-executive Directors, independent non-executive Directors and the Supervisors has been reviewed by the remuneration committee of the Company and was determined having regard to, among other things, the Company’s operating results, individual performance, and industry and market practice.

### **5. GENERAL MANDATE TO ISSUE H SHARES**

The Company will put forward a special resolution at the AGM to grant the Issue Mandate to the Board to allot, issue and deal with additional H Shares not exceeding 20% of the H Shares in issue as at the date of passing of the relevant Shareholders’ resolution, subject to the conditions as set out in the Notice of AGM.

Any exercise of the power by the Board under the Issue Mandate will have to comply with the Articles of Association, the Company Law of the PRC and the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities.

In order to ensure flexibility and discretion for the Board to issue new H Shares, the Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Issue Mandate to be granted.

### **6. AGM**

The AGM will be held at 10:00 a.m. on Thursday, 20 May 2021 at the Office Building of Rizhao Port Jurong Co., Ltd. for the purpose of allowing Shareholders to consider and, if thought fit, approve the resolution as set out in the Notice of AGM on pages 7 to 10 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon. For holders of the H Shares, the form of proxy should be returned to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

---

## LETTER FROM THE BOARD

---

### 7. CLOSURE OF REGISTER OF MEMBERS

As stated in the annual results announcement of the Company dated 18 March 2021, in order to determine the holders of H Shares who will be entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 20 April 2021 to Thursday, 20 May 2021 (both days inclusive), during which period no transfer of H Shares will be registered.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put forward at the AGM will be voted on by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rule 13.39(5) of the Listing Rules after the AGM.

### 9. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions set out in the Notice of AGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favour of the resolutions set out in the Notice of AGM.

### 10. RESPONSIBILITY STATEMENT

This circular, for the accuracy of which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,  
By Order of the Board  
**Rizhao Port Jurong Co., Ltd.**  
**Wang Yufu**  
*Chairman*

Rizhao, the PRC, 20 April 2021

---

## NOTICE OF ANNUAL GENERAL MEETING

---



*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6117)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) of Rizhao Port Jurong Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Thursday, 20 May 2021 at the Office Building of Rizhao Port Jurong Co., Ltd. for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 20 April 2021 in relation to the AGM:

#### ORDINARY RESOLUTIONS

1. To consider and approve to elect Mr. Chen Lei as a non-executive director of the Company.
2. To consider and approve the annual report and annual results for the year ended 31 December 2020 of the Company.
3. To consider and approve the budget plan of the Company for the year ending 31 December 2021.
4. To consider and approve the audited financial statements and report of the auditor of the Company for the year ended 31 December 2020. (Please refer to the “Independent Auditor’s Report” in the 2020 annual report of the Company for details.)
5. To consider and approve the report of the board (the “Board”) of directors of the Company (the “Directors”) for the year ended 31 December 2020. (Please refer to the “Directors’ Report” in the 2020 annual report of the Company for details.)
6. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2020. (Please refer to the “Supervisors’ Report” in the 2020 annual report of the Company for details.)

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. To consider and approve the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the year of 2021 and to authorise the Board to fix the remuneration thereof.
8. To consider and approve the remuneration of the executive Director, non-executive Directors, independent non-executive Directors and supervisors of the Company for the year of 2020.

### SPECIAL RESOLUTION

9. To consider and approve the grant to the Board a general mandate to allot, issue and deal with additional H shares (the “**H Shares**”) of the Company subject to the following conditions:
  - (a) subject to paragraphs (c) to (e) below, the Board be and is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with additional H Shares during the Relevant Period (as defined in paragraph (g) below);
  - (b) the authority granted under paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require H Shares to be allotted and issued either during or after the end of the Relevant Period;
  - (c) the aggregate number of H Shares allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above shall not exceed 20% of the total number of H Shares in issue at the date of passing of this special resolution;
  - (d) the Board shall only exercise the authority granted under paragraphs (a) and (b) above in accordance with the Articles of Association of the Company (the “**Articles of Association**”), the Company Law of the People’s Republic of China and the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities;
  - (e) authority granted under paragraphs (a) and (b) above shall be conditional upon the approval of the China Securities Regulatory Commission and/or any other governmental or regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company;
  - (f) subject to paragraph (e) above, the Board be and is hereby authorised to:
    - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary or appropriate in connection with the issue of such new H Shares; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) increase the registered capital of the Company pursuant to the issue of such new H Shares and make such corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure of the Company; and
  
- (g) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earliest of:
  - (i) the expiration of a period of twelve months following the passing of this special resolution;
  - (ii) the conclusion of the next annual general meeting following the passing of this special resolution; and
  - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting.

By Order of the Board  
**Rizhao Port Jurong Co., Ltd.**  
**Wang Yufu**  
*Chairman*

Rizhao, PRC, 20 April 2021

*As at the date of this notice, the Board comprises Mr. Wang Yufu as Chairman and non-executive Director; Mr. He Zhaodi as the executive Director; Mr. Pay Cher Wee, Mr. Ooi Boon Hoe and Mr. Jiang Zidan as non-executive Directors; and Mr. Zhang Zixue, Mr. Wu Xinbin and Mr. Lee Man Tai as the independent non-executive Directors.*

*Notes:*

1. All votes of the resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.rzportjurong.com](http://www.rzportjurong.com)) in accordance with the Listing Rules.
2. As stated in the annual results announcement of the Company dated 18 March 2021, in order to determine the holders of H Shares who will be entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 20 April 2021 to Thursday, 20 May 2021 (both days inclusive), during which period no transfer of H Shares will be registered.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

3. Any shareholders entitled to attend and vote at the AGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder.
4. The instrument appointing a proxy shall be in writing under the hand of the shareholder or of his/her attorney duly authorised in writing or, if the shareholder is a corporation, either under its common seal or under the hand of its directors or an attorney duly authorised in writing to sign the same. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising the attorney to sign, or other authorisation documents shall be notarised. The aforementioned documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the office of the Board at South End, Haibin 5th Road, Rizhao City, Shandong Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her legal representative, which specifies the date of its issuance. If a representative of a corporate shareholder attends the AGM, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.
6. The contact of the Company:  
Address: South End, Haibin 5th Road, Rizhao City, Shandong Province, the PRC  
Telephone: +86 0633 7381 569  
Fax: +86 0633 7381 530
7. The AGM is expected to last for no more than half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses.