

Rizhao Port Jurong Co., Ltd.

Rules on Procedures for Shareholders' Nomination of Director Candidates

Article 1 To further specify the procedures for nomination of director candidates of Rizhao Port Jurong Co., Ltd. (hereinafter referred to as the “**Company**”), these Rules are worked out based on the actual conditions of the Company and pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), Securities Law of the People’s Republic of China, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws, regulations, regulatory documents and the Articles of Association of the Company.

Article 2 Procedures for nomination of director candidates

Directors shall be elected or replaced at general meetings and shall each serve a term of three years. The term of a director is renewable by re-election after its expiry. The chairman shall be elected or removed by more than half of all the directors, shall serve a term of three years, and is eligible for re-election. An independent non-executive director shall serve a term of three years and is eligible for re-election, but shall not serve for more than nine years, save as otherwise specified by relevant laws and regulations.

Directors of the first session of Board shall be nominated by the promoter; and directors of the next session of Board shall be nominated by the previous session of Board or by shareholders who individually or jointly hold more than 3% of shares of the Company. Regarding the specific procedures for nomination of the previous session of Board, to ensure the number of members of the previous session of Board is within the number specified in the Articles of the Association, a list of director candidates shall be proposed according to the number of directors to be elected and shall be submitted to the Board for examination. After examination and determination of director candidates via resolution, the Board shall submit the list of candidates to the general meeting by means of a written proposal. Independent non-executive directors shall be nominated in the way and procedure as specified by laws, administrative regulations and departmental rules.

The deadline for submitting a notice to the Company in respect of (1) any shareholder’s intention to recommend a director candidate; and (2) the director candidate’s indication for acceptance of nomination shall not be earlier than the day following the specified date for issue of the notice of such election meeting, nor expiries seven days prior to the date of the meeting; however, such notice shall be given within at least 7 days.

Article 3 Save as otherwise specified, the terms used in these Rules shall have the same meaning as set forth in the Articles of Association.

Article 4 In case of any matters not covered herein or any inconsistency between these Rules and the laws, administrative regulations and regulatory documents issued after these Rules taking effect, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulatory rules of the listing place or the Articles of Association amended according to legal procedures, the relevant state laws, administrative regulations, regulatory documents, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulatory rules of the listing place or the Articles of Association shall prevail and these Rules shall be immediately amended and submitted to the Board for consideration and approval.

Article 5 These Rules shall be considered and approved by the Board and take effect from the date of IPO and listing of shares of the Company in Hong Kong.

Article 6 These Rules shall be subject to interpretation and amendment by the Board of the Company.