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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)

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS AND
SUPERVISORS;
APPOINTMENT OF FINANCIAL DIRECTOR; AND
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION**

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

According to Article 98 of the Articles of Association, Directors shall serve a term of three years and are eligible for re-election upon the expiration of their terms. The term of office of the current session of the Board will expire on 10 December 2021. In accordance with the relevant requirements under the Articles of Association, the Board has proposed the nomination for the re-election or election of the Directors as follows:

- (i) Mr. Cui Liang has been nominated for election as a non-executive Director;
- (ii) Mr. Zhang Feng has been nominated for re-election as an executive Director;
- (iii) Mr. Pay Cher Wee, Mr. Ooi Boon Hoe, Mr. Jiang Zidan and Mr. Chen Lei have been nominated for re-election as non-executive Directors; and
- (iv) Mr. Zhang Zixue, Mr. Lee Man Tai and Mr. Wu Xibin have been nominated for re-election as independent non-executive Directors

(together, the “**Proposed Directors**”).

Ordinary resolutions in relation to the appointments of the Proposed Directors will be proposed at the EGM for consideration by the Shareholders. The appointments of the Proposed Directors will be effective upon the approval of the Shareholders at the EGM.

Mr. Wang Yufu (“**Mr. Wang**”) will not offer himself for re-election as a non-executive Director at the EGM due to other work commitments. The term of office of Mr. Wang as a non-executive Director shall expire upon the conclusion of the EGM and Mr. Wang will cease to be the chairman of the Board and the chairman of the Nomination Committee upon the conclusion of the EGM. Mr. Wang confirmed that he has no disagreement with the Board and there are no other matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company.

Upon the approval of the Shareholders on the re-election and election of the Directors, the Board will propose to appoint a Director in replacement of Mr. Wang as the chairman of the Board and the chairman of the Nomination Committee. The Company will publish an announcement accordingly when relevant resolutions are approved and become effective.

The biographical details of the Proposed Directors are set out as follows:

Proposed executive Director

Mr. Zhang Feng (張峰), aged 46, served as the deputy chief of the general office of the Rizhao Port Group Co., Ltd. (日照港集團有限公司) (“**Rizhao Port Group**”) from April 2007 to November 2007. From November 2007 to May 2012, he was the chief duty supervisor of Rizhao Port Group. From May 2012 to December 2013, he served as the chief of the general office of the Rizhao Port Group. From December 2013 to December 2016, he served as the captain of the general department of the Labor Union of Rizhao Port Group. From December 2016 to August 2019, he served as the deputy general manager, a member of discipline inspection committee and the chairman of the Labor Union of the Company. From August 2019 to April 2021, he served as a member of the Party Committee and deputy general manager of Second Harbor Company of Rizhao Port Co., Ltd. (日照港股份有限公司第二港務分公司). From April 2021 to July 2021, he served as a member of the Party Committee and deputy general manager of the Company. From July 2021 to present, he served as the secretary to the Party Committee and general manager of the Company.

Mr. Zhang Feng was awarded the title of senior economist by the Senior Evaluation Committee of Shandong Provincial Economic Professional Services in March 2012. He was rated as an advanced individual in the province’s transportation system for earthquake relief by the Shandong Provincial Department of Transportation and awarded a third-class merit in January 2009, and he was awarded the May 1st Labor Medal by the Rizhao City Federation of Trade Unions in March 2016. Mr. Zhang Feng successively obtained a bachelor’s degree in business administration jointly issued by Dongbei University of Finance and Economics (東北財經大學) and China Central Radio and Television University (中央廣播電視大學) in December 2008, and diploma of on-the-job postgraduate in economic management from Shandong Provincial Party School.

Proposed non-executive Directors

Mr. Cui Liang (崔亮), aged 53, graduated from Shandong Normal University with a major in Chinese Language and Literature in 1993, holds a college degree and is a political engineer. He successively served as deputy manager of Third Harbor Company of Rizhao Port (日照港第三港務分公司) from August 2008 to November 2013; chief dispatcher of production business department of Rizhao Port Group from November 2013 to September 2015; manager of marketing branch of Rizhao Port Group from September 2015 to January 2017; head of the production business department of Rizhao Port Group from January 2017 to January 2020; member of the Party Committee and chairman of the Labor Union of Rizhao Port Group from January 2020 to August 2021 and chairman of the Board of Supervisors of Rizhao Port Co., Ltd. from July 2020 to August 2021. Mr. Cui is currently a member of the Party Committee of Rizhao Port Co., Ltd., director of Rizhao Port Shangang Terminal Co., Ltd. (日照港山鋼碼頭有限公司) and director of Rizhao Port Co., Ltd..

Mr. Ooi Boon Hoe (黃文豪), aged 55, has been a non-executive Director since July 2015. He is mainly responsible for participating in formulating the Company's corporate and business strategies. From May 1987 to August 2000, Mr. Ooi served as a naval officer of Singapore Navy. He served as director of operations at Portek Systems & Equipment Pte Ltd from July 2002 to March 2005 and as executive director at Portek International from March 2005 to August 2014. Mr. Ooi has been the director and chief executive officer of Jurong Port since August 2014. In addition, he has been the director at various companies, including YMCA of Singapore since May 2013, Jurong Port Hainan Holding Pte Ltd since November 2014, Jurong Port Jakarta Holding Pte Ltd since November 2014, Jurong Port Marunda Pte Ltd since November 2014, SDIC Jurong Yangpu Port Co. Ltd. since July 2015 and Jurong Port Tank Terminals Pte Ltd since April 2017.

Mr. Ooi graduated from Britannia Royal Naval College with a certificate in naval general training and Science, mathematics and engineering science in July 1987. He obtained his bachelor's degree in science (economics) from University of London in August 1990. He graduated from Collège Interarmées de Défense in June 1997.

Mr. Pay Cher Wee (馬之偉), aged 51, has been a non-executive Director since May 2020 and serves as a member of the Nomination Committee. He is mainly responsible for overseeing the management and strategic development of the Company. Mr. Pay has a wealth of experience, both as a corporate chief financial officer and an entrepreneur. He started his career as an auditor with Deloitte Touche Tohmatsu between May 1994 and June 1997, and moved on to pursue the finance profession by acting as the chief financial officer of Venture Corporation Limited, a company listed on Mainboard of the Singapore Exchange Limited (stock code: V03) between June 1997 and September 2005. In 2004, Mr. Pay was voted "Best Chief Financial Officer" in Singapore by Asiamoney. From October 2005 to September 2006, Mr. Pay

acted as the chief financial officer of Raffles Medical Group Ltd, a company listed on Mainboard of the Singapore Exchange Limited (stock code: BSL.SI). From October 2006 to September 2009, he acted as the executive vice president for GKG Investment Holdings Pte Ltd. With a strong entrepreneurial streak, in 2009, Mr. Pay also co-founded Accion Capital Management Pte Ltd., a registered fund management company licensed by the Monetary Authority of Singapore, and acted as its executive director from November 2009 to December 2018. He had voluntarily served as a board member of Singapore Cancer Society from April 2009 to April 2015, of which from April 2010 to April 2014 he was the treasurer of the society. Since March 2016, Mr. Pay has acted as a non-executive director, independent and non-executive chairman and audit committee chairman of GCCP Resources Limited, a company listed on the Catalist Board of the Singapore Exchange Limited (stock code: 41T.SI). He joined Jurong Port Pte Ltd in April 2019 and served as its chief financial officer from April 2019 to September 2021 and President of Business Units from October 2021. Mr. Pay has also been appointed as the Chairman of the board for Jurong Port Universal Terminal Pte Ltd (裕廊海港環宇倉儲私人有限公司) since February 2021. Mr. Pay graduated from Nanyang Technological University, Singapore with a bachelor's degree in accountancy in 1994.

Mr. Jiang Zidan (姜子旦), aged 57, has been a non-executive Director since January 2014 and serves as a member of the Remuneration Committee. He is primarily responsible for participating in formulating the Company's corporate and business strategies. From June 1989 to April 1991, Mr. Jiang served as deputy director at repair center of communication station at Shijiu Port Authority. He worked at Rizhao Port Authority Communications Company (日照港務局通信公司) as chief of business department from April 1991 to April 1995 and deputy manager from April 1995 to June 1996. He worked at communication information center of Rizhao Port Authority as deputy director from June 1996 to May 2001 and director from May 2001 to June 2003. From June 2003 to August 2011, he served as manager at Communication Branch of Rizhao Port (日照港股份通信信息公司, previously known as Communication Branch of Rizhao Luqiao Port Industry Co., Ltd (日照陸橋港業股份有限公司通信信息公司)). From August 2011 to December 2013, he served as deputy general manager at the Third Harbor Branch of Rizhao Port. From December 2013 to June 2018, he served as director of operations management department at Rizhao Port Group.

Mr. Jiang graduated from Dalian Maritime Transport College (大連海運學院) (currently known as Dalian Maritime University (大連海事大學)) with a bachelor's degree in radio technology in July 1983. Mr. Jiang was recognised as senior engineer by Human Resources and Social Security Department of Shandong Province in December 1996.

Mr. Chen Lei (陳磊), aged 34, has been a non-executive Director since May 2021 and serves as a member of the Audit Committee. 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.

Mr. Chen graduated from Chang'an University (長安大學) with a major in accounting in 2012, obtaining a master's degree in management.

Proposed independent non-executive Directors

Mr. Zhang Zixue (張子學), aged 52, has been an independent non-executive Director since December 2018 and serves as the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Mr. Zhang is primarily responsible for supervising and providing independent judgment to the Board. From May 1997 to September 2016, Mr. Zhang worked at the China Securities Regulatory Commission and held positions of director of supervision department of listed companies, full-time member of administrative penalty committee and deputy chief of the administrative punishment committee. He has been serving as a professor at Civil, Commercial and Economic Law School of China University of Political Science and Law (中國政法大學民商經濟法學院) since July 2016. He has been an independent director of Shenzhen Prince New Materials Co., Ltd. (深圳王子新材料股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002735) since December 2018 and an independent director of Bank Of Communications Schroder Fund Management Co., Ltd. (交銀施羅德基金管理有限公司) since October 2018. He has also been the independent director of Zhejiang Juhua Co., Ltd (浙江巨化股份有限公司) since December 2019, Lian Chu Securities Co., Ltd. (聯儲證券有限責任公司) since December 2019 and TangShan Port Group Co., Ltd.* since May 2020.

Mr. Zhang obtained a bachelor's degree in law in July 1989 and a master's degree in litigation law in January 1993 from Renmin University of China (中國人民大學). He also received a master of law degree from Temple University in the U.S. in May 2002. He received his doctorate degree in corporate law and securities law from China University of Political Science and Law (中國政法大學) in June 2008. Mr. Zhang was granted the legal professional qualification certificate by the Ministry of Justice of People's Republic of China in June 1991.

Mr. Lee Man Tai (李文泰), aged 44, has been an independent non-executive Director since December 2019 and serves as the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lee is primarily responsible for supervising and providing independent judgment to the Board. Mr. Lee has approximately 20 years of working experience in financial industry. From October 2006 to October 2012, he acted as the chief financial officer and company secretary of China Yuanbang Property Holdings Limited (中國元邦房地產控股有限公司), a company listed on Mainboard of the Singapore Exchange Limited (stock code: CYBP.SP or BCD. SI). From October 2012 to May 2014, he acted as the chief financial officer and company secretary of China 33 Media Group Limited (中國三三傳媒集團有限公司), a company listed on GEM of the Stock Exchange (stock code: 8087). He acted as the chief financial officer and company secretary of Flying Financial Service Holdings Limited (匯聯金融服務控股有限公司), a company listed on GEM of the Stock Exchange (stock code: 8030) from July 2014 to April 2015 and from August 2014 to April 2015, respectively. He also acted as the financial controller and company secretary of Chanco International Group Limited (卓高國際集團有限公司) (now known as China International Development Corporation Limited (中聯發展控股集團有限公司)), a company listed on Main Board of the Stock Exchange (stock code: 264) from April 2015 to January 2016 and from April 2015 to September 2015, respectively. From June and August 2021, he has served as the chief financial officer and company secretary of Beaver Group (Holding) Company Limited (永勤集團(控股)有限公司), a company listed on GEM of the Stock Exchange (stock code: 8275). Since January 2016, Mr. Lee has been an independent non-executive director of China Energy Development Holdings Limited (中國能源開發控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 228). Since November 2016, he has been an independent non-executive director of Progressive Path Group Holdings Limited (進昇集團控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 1581). Since June 2021, he has served as an independent non-executive director of MEIGU Technology Holding Group Limited (美固科技控股集團有限公司), a company listed on GEM of the Stock Exchange (stock code: 8349).

Mr. Lee graduated from Lingnan University, Hong Kong in 2000 with a bachelor's degree in business administration and The Hong Kong Polytechnic University in 2010 with a master's degree in business administration. He was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants in 2012. He obtained the qualification as a licensed representative for advising on dealing in securities (type 1) and advising on corporate finance (type 6) promulgated by the Securities and Futures Commission in 2017 and became the person-in-charge in 2020.

Mr. Wu Xibin (吳西彬), aged 51, has been an independent non-executive Director since January 2019 and serves as a member of the Remuneration Committee and the Nomination Committee. Mr. Wu is primarily responsible for supervising and providing independent judgement to the Board. Mr. Wu served as securities lawyer at Henan Jinyan Law Firm (河南金研律師事務所) from August 1993 to October 2001 and Beijing Liwen Law Firm (北京李文律師事務所) from October 2001 to August 2006. From May 2006 to February 2013, he served as partner at Beijing Honor Base Law Firm (北京市衡基律師事務所). He has been the senior partner of Beijing Great Wall Law Firm (北京華城律師事務所) since June 2013. He has been independent director at NAURA Technology Group Co., Ltd. (北方華創科技集團股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 002371) since October 2016. He was appointed as an independent director of Huayuan Property Co., Ltd. (華遠地產股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600743) in May 2021.

Mr. Wu obtained his bachelor's degree in law at Zhongnan College of Political Science and Law (中南政法學院, later merged into Zhongnan University of Economics and Law (中南財經政法大學)) in July 1992. He received his master's degree in business administration at China Europe International Business School (中歐國際工商學院) in September 2012. Mr. Wu was granted the securities law business qualification certificate by the Ministry of Justice of People's Republic of China in October 1996.

Save as disclosed above, as at the date of this announcement, each of the Proposed Directors (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined in the Listing Rules) 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 or any of its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in connection with the appointments of the Proposed Directors 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 EGM, the Company will enter into a service contract with each of the Proposed Directors in respect of their appointment as a Director for a term of three years commencing from the date of approval by the Shareholders at the EGM, and their annual remuneration will be determined by the Board with reference to their duties, responsibilities, experience and the market condition.

PROPOSED RE-ELECTION OF SUPERVISORS

According to Article 128 of the Articles of Association, a Supervisor shall serve a term of three years and may be re-elected for successive terms. The term of office of the current session of the Supervisory Committee will expire on 10 December 2021.

In accordance with the relevant requirements under the Articles of Association, the Supervisory Committee has proposed to re-elect Mr. Li Weiqing and Mr. Tham Wai Kong as the shareholder representative Supervisors (together, the “**Proposed Shareholder Supervisors**”). The proposed re-election of Mr. Li Weiqing and Mr. Tham Wai Kong as the shareholder representative Supervisors will be effective upon the approval of the Shareholders at the EGM.

Mr. Wang Wei was re-elected democratically as an employee representative Supervisor at the employee representatives’ meeting of the Company held on 24 September 2021. The appointment of Mr. Wang Wei is not subject to the approval by the Shareholders at the EGM.

The Company will enter into a service contract with Mr. Wang Wei in respect of his appointment as a Supervisor for a term of three years commencing from the date of the EGM, and his annual remuneration will be determined by the Board with reference to his duties, responsibilities, experience and the market condition.

The biographical details of Mr. Wang Wei and the Proposed Shareholder Supervisors are set out as follows:

Mr. Wang Wei (王偉), aged 36, was appointed as chairman of the Board of Supervisors and the Employee Supervisor of the Company on 10 December 2018 and on 9 December 2018, respectively. Mr. Wang is mainly responsible for supervising the performance of duties by Directors and senior management. He worked at the Company as legal and contract manager from May 2011 to November 2015 and deputy office manager from November 2015 to January 2017. He has been deputy director of marketing center at the Company since January 2017, and has been the director of marketing center at the Company since March 2019. Mr. Wang worked at Collection and Distribution Branch of Rizhao Port Logistics Co., Ltd. (日照港物流公司集發分公司) as tally clerk from May 2008 to June 2009 and station manager from June 2009 to August 2010. He served sales specialist at Bonded Logistics Center (保稅物流中心) of Rizhao Port Logistics Company from August 2010 to May 2011. Mr. Wang obtained his bachelor’s degree in law from the Second Northwest University for Nationalities (西北第二民族學院) (currently known as North Minzu University (北方民族大學)) in July 2007.

Mr. Li Weiqing (李維慶), aged 55, has been appointed as a Supervisor of the Company since February 2018. Mr. Li is primarily responsible for supervising the performance of duties by Directors and senior management. Mr. Li worked at Lanshan Port Authority (嵐山港務局) and held positions of deputy chief of the accounting division from June 1989 to January 1993, chief of the accounting division from January 1993 to September 1997, chief accountant from September 1997 to July 2002, and deputy director from July 2002 to May 2003. He served as deputy manager at Rizhao Port Group Lanshan Port Company Limited (日照港集團嵐山港務有限公司) from May 2003 to September 2015 and from December 2016 to November 2017. He worked at Rizhao Port Group Lanshan Port Company Limited as deputy secretary of the party committee from September 2015 to December 2016. He has been the deputy director of audit department at Rizhao Port since December 2017. He has been the director of audit department at Rizhao Port since March 2019. Mr. Li has been director at Rizhao Jinqiao Investment Co., Ltd. (日照金橋投資有限公司) since July 2003, Rizhao Lanshan Wanhe Liquefaction Dock Co., Ltd. since March 2007.

Mr. Li was recognized as senior accountant by Accounting Qualification Senior Review Committee of Shandong Province in December 2003. Mr. Li graduated from Shandong Economics College (山東經濟學院) (later merged into Shandong University of Finance and Economics (山東財經大學)) in statistics and accounting in June 1985.

Mr. Tham Wai Kong (譚偉光), aged 47, has been appointed as a Supervisor of the Company since May 2014. Mr. Tham is primarily responsible for supervising the performance of duties by Directors and senior management. Mr. Tham served as senior lawyer at Allen & Gledhill LLP from 1999 to 2003. He served as Asian legal adviser at Tyco International Inc, Asia from 2003 to 2007 and Asian legal adviser at United Technologies Corporation from 2007 to 2012. He has been vice president of legal and company secretariat at Jurong Port Pte Ltd since February 2013.

Mr. Tham graduated from King's College London with a bachelor's degree of Laws (Honors) in 1997. Mr. Tham was admitted to the Singapore Bar in 1999.

Save as disclosed above, as at the date of this announcement, each of Mr. Wang Wei and the Proposed Shareholder Supervisors (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) 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.

Save as disclosed above, there are no other matters in connection with the appointments of Mr. Wang Wei and the Proposed Shareholder Supervisors 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 EGM, the Company will enter into a service contract with each of the Proposed Shareholder Supervisors in respect of their appointment as a Supervisor for a term of three years commencing from the date of approval by the Shareholders at the EGM, and their annual remuneration will be determined by the Board with reference to their duties, responsibilities, experience and the market condition.

APPOINTMENT OF FINANCIAL DIRECTOR

Reference is made to the announcement of the Company dated 2 September 2021 in relation to the resignation of financial director of the Company. The Board is pleased to announce that Mr. Ding Dong (丁東) (“**Mr Ding**”) has been appointed as the financial director of the Company to replace Ms. Feng Hui (馮慧) with effect from 24 September 2021.

The biographical details of Mr. Ding are set out as follows:

Mr. Ding Dong (丁東), aged 45, successively worked for Rizhao Port First Harbor Company (日照港第一港務分公司) from November 1997 to June 1999, Rizhao Port Industry Corporation (日照港口實業總公司) from June 1999 to April 2002, planning and finance division of Rizhao Port Authority from April 2002 to June 2003 and finance and budget department of Rizhao Port Group from June 2003 to February 2008. He served as chief of the agency affairs division of finance and budget department at Rizhao Port Group from February 2008 to June 2010. He served as finance manager at Rizhao Shihua Crude Oil Terminal Co., Ltd. (日照實華原油碼頭有限公司) from June 2010 to March 2017. He served as director of planning and finance office at the Second Harbor Branch of Rizhao Port (日照港集團股份第二港務分公司) from March 2017 to October 2017. He served as deputy director of asset and finance department at Rizhao Port Group from October 2017 to December 2018. He served as financial director of the Company from December 2018 to December 2019, and financial director of Rizhao Port Co., Ltd. from December 2019 to September 2021.

Mr. Ding received his bachelor’s degree from Qingdao University (青島大學) in accounting in July 1997. He obtained his master’s degree in business administration from Huazhong University of Science and Technology (華中科技大學) in March 2016.

Save as disclosed above, as at the date of this announcement, Mr. Ding (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) 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.

Save as disclosed above, there are no other matters in connection with the appointment of the Mr. Ding that needs 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.

The Board would like to extend its warmest welcome to Mr. Ding on his appointment.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to meet the relevant requirements of the Party Committee of Shandong Port Group Co., Ltd. (a controlling shareholder of the Company) in respect of the incorporation of the contents of Party Establishment into the Company’s Articles of Association, further standardise corporate governance of the Company and improve decision-making efficiency of the Company taking into account actual circumstances of the Company, the Board has passed a resolution on 24 September 2021 proposing to amend the Articles of Association in relation to the registration of change of register of shareholders and the provisions on Party Establishment (the “**Proposed Amendments to the Articles of Association**”).

Details of the Proposed Amendments to the Articles of Association are set out below:

Original Articles	Amended articles
<p>General Provision</p> <p>Article 1 Rizhao Port Jurong Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws and administrative regulations of the PRC.</p>	<p>General Provision</p> <p>Article 1 Rizhao Port Jurong Co., Ltd. (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Constitution of the Communist Party of China and other relevant laws and administrative regulations of the PRC.</p>

Original Articles	Amended articles
<p>Upon approval by the State-owned Assets Supervision and Administration Commission of the People’s Government of Rizhao City, the Company was established by means of promotion on December 10, 2018 and was registered with Rizhao Administration for Industry and Commerce and obtained a business license on December 19, 2018.</p> <p>The Company’s unified social credit code is: 9137110057045934XE.</p> <p>The Company’s promoters are Rizhao Port Co., Ltd. and Jurong Port Rizhao Holding Pte. Ltd.</p>	<p>Upon approval by the State-owned Assets Supervision and Administration Commission of the People’s Government of Rizhao City, the Company was established by means of promotion on December 10, 2018 and was registered with Rizhao Administration for Industry and Commerce and obtained a business license on December 19, 2018.</p> <p>The Company’s unified social credit code is: 9137110057045934XE.</p> <p>The Company’s promoters are Rizhao Port Co., Ltd. and Jurong Port Rizhao Holding Pte. Ltd.</p>
<p>New Article</p>	<p>Article 10 The Company establishes the organization of the Communist Party of China to carry out Party activities, establish operation mechanism for the Party, and provide full and strong Party personnel to ensure the operation expenses of the Party organization in accordance with the provisions of the Party Constitution.</p>
<p>Article 48 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders’ general meeting or five days prior to the record date set by the Company for the purpose of distribution of dividends.</p>	<p>Article 48 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders’ general meeting or five days prior to the record date set by the Company for the purpose of distribution of dividends.</p>
<p>New Article</p>	<p>Article 49 If laws, administrative regulations, departmental rules, regulatory documents and relevant stock exchanges or regulatory agencies where the Company’s shares are listed have provisions on the period of suspension of share transfer registration procedures before the date of the shareholders meeting or the Company’s decision to distribute dividends, such provisions shall prevail.</p>

Original Articles	Amended articles
New Article	<p>Chapter 10 Party Organization</p> <p>Article 99 The Committee of the Communist Party of China Rizhao Port Jurong Co., Ltd. shall be established with the approval of the higher Party organization in accordance with the Party Constitution. At the same time, the Disciplinary Inspection Committee of the Communist Party of China Rizhao Port Jurong Co., Ltd. was established in accordance with relevant regulations.</p>
New Article	<p>Article 100 The leading group of the Company's Party organization shall be equipped based on the management authority in accordance with the Party Constitution, the Rules of Primary-level Party Organizations of State-owned Enterprises (for trial implementation) (《中國共產黨國有企業基層組織條例(試行)》) and other provisions.</p>
New Article	<p>Article 101 Party organizations shall be established level by level in accordance with relevant regulations, Party affairs operation mechanism shall be established and improved, and Party affairs staff shall be staffed. The Company shall provide necessary conditions for the activities of the Party organization and guarantee the operation funds of the Party organization. The Company's Party organization conducts regular general elections in accordance with the Regulations Governing CPC Grassroots Elections.</p>

Original Articles	Amended articles
New Article	<p>Article 102 The Party organization shall play the leadership role, setting the direction, keeping in mind the big picture and ensuring the implementation of the Party policies and principles, discussing and deciding on major company matters in accordance with regulations. Major business and management matters shall be studied and discussed by the Party organization before the board of directors or the management makes a decision. The main responsibilities are:</p> <p>(1) to enhance the political building of the Party in the Company, improve political positions, strengthen political leadership, enhance political capabilities, prevent political risks, educate and guide all Party members to resolutely maintain the Party Central Committee with Comrade Xi Jinping at its core and the core position of the entire Party, and resolutely maintain the authority and authority of the Party Central Committee. Centralized and unified leadership;</p> <p>(2) to study and implement Xi Jinping Thought on socialism with Chinese characteristics in the new era, thoroughly implement the Party’s line, principles and policies, as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee and the resolutions of the Party organization at higher levels in the Company, promote the Company’s responsibility and mission, focus on the main responsibility, the main business, and service major national and provincial strategies to fully fulfill economic, political, and social responsibilities;</p>

Original Articles	Amended articles
	<p>(3) to investigate and discuss the significant operation and management matters of the Company and support the General Meeting of Shareholders, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws;</p> <p>(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team and talents team of the Company;</p> <p>(5) to undertake the main responsibility of overall and strict governance of the Party, lead and support the discipline inspection and supervision agencies to fulfill their supervisory responsibilities, to promote Party self-governance in every aspect and with rigor into the primary-level;</p> <p>(6) to strengthen the building of the Party on the style of work, strictly follow the spirit of the eight requirements of the central government, and resolutely oppose the “formalism, bureaucracy, hedonism and extravagance”, especially formalism and bureaucracy;</p> <p>(7) to strengthen the building of primary-level Party organizations and of its contingent of Party members, and unite and lead employees company-wide to devote themselves into the reform and development of the Company;</p> <p>(8) to lead the Company’s ideological and political work, the spirit and civilization progress, the United Front work and lead the Labour Union, Communist Youth League and other mass organizations of the Company.</p>

Original Articles	Amended articles
<p>New Article</p>	<p>Article 103 By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee may take seats in the Board of Directors and the management through statutory procedures, while eligible members of the Board of Directors and the management who are also Party members may take seats in the Party Committee in accordance with related regulations and procedures.</p> <p>Generally, secretary of the Party Committee and chairman of the Board of Directors are held by the same person, while deputy secretary is assumed by the general manager who is also a Party member. Once a leader in higher-level enterprise concurrently serves as the chairman of the Board of Directors due to work arrangement, the secretary of the Party Committee may be assumed by the general manager who is also a Party member or may be appointed separately in accordance with the actual situation of the enterprise.</p>
<p>Chapter 15 Party Organization</p> <p>Article 154 The Company establishes the organization of the Communist Party of China (hereinafter referred to as the “Party organization”) in accordance with the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”) and other relevant regulations.</p>	<p>Chapter 15 Party Organization</p> <p>Article 154 The Company establishes the organization of the Communist Party of China (hereinafter referred to as the “Party organization”) in accordance with the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”) and other relevant regulations.</p>
<p>Article 155 The posts of the secretary, deputy secretary and members of the Party organization shall be set up in accordance with the relevant provisions and the requirements of the higher Party organization, and relevant persons shall be elected or appointed in accordance with the provisions of the Party Constitution.</p>	<p>Article 155 The posts of the secretary, deputy secretary and members of the Party organization shall be set up in accordance with the relevant provisions and the requirements of the higher Party organization, and relevant persons shall be elected or appointed in accordance with the provisions of the Party Constitution.</p>
<p>Article 156 The Company shall set up an operation mechanism for the Party organization, as well as mass organizations such as trade union and league committee.</p>	<p>Article 156 The Company shall set up an operation mechanism for the Party organization, as well as mass organizations such as trade union and league committee.</p>

Original Articles	Amended articles
<p>Article 157 The setup of the Party organization and its staffing shall be incorporated into the management organization and staffing of the Company, and the funds for the work of the Party organization shall be included in the budget of the Company and shall be charged to the management fee of the Company.</p>	<p>Article 157 The setup of the Party organization and its staffing shall be incorporated into the management organization and staffing of the Company, and the funds for the work of the Party organization shall be included in the budget of the Company and shall be charged to the management fee of the Company.</p>
<p>Article 158 The functions and powers of the Party organization shall include:</p> <p>(I) play a core political role and focus its work on the production & management of the Company;</p> <p>(II) supervise the Company’s implementation of guidelines and policies of the Party and the state;</p> <p>(III) support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the general manager to exercise their functions and powers according to law;</p> <p>(IV) assign the Party building work of the Company, strengthen the self-construction of the Party organization, and exercise leadership in ideological and political work, spiritual civilization, and mass organizations such as trade union and communist youth league;</p>	<p>Article 158 The functions and powers of the Party organization shall include:</p> <p>(I) play a core political role and focus its work on the production & management of the Company;</p> <p>(II) supervise the Company’s implementation of guidelines and policies of the Party and the state;</p> <p>(III) support the shareholders’ general meeting, the Board of Directors, the Supervisory Committee and the general manager to exercise their functions and powers according to law;</p> <p>(IV) assign the Party building work of the Company, strengthen the self-construction of the Party organization, and exercise leadership in ideological and political work, spiritual civilization, and mass organizations such as trade union and communist youth league;</p>

Original Articles	Amended articles
<p>(V) participate in the decision-making of major issues of the Company, consider and decide on the appointment & dismissal of major personnel of the Company, and discuss and consider other major decisions, appointment or dismissal of important cadres, arrangement in important projects, and the use of large sums of money (“Three Important and One Large);</p> <p>(VI) rely wholeheartedly on the masses of workers and support the work of the workers’ congress;</p> <p>(VII) consider other matters that should be decided by the Party organization.</p>	<p>(V) participate in the decision-making of major issues of the Company, consider and decide on the appointment & dismissal of major personnel of the Company, and discuss and consider other major decisions, appointment or dismissal of important cadres, arrangement in important projects, and the use of large sums of money (“Three Important and One Large);</p> <p>(VI) rely wholeheartedly on the masses of workers and support the work of the workers’ congress;</p> <p>(VII) consider other matters that should be decided by the Party organization.</p>
<p>Article 159 The Party organization shall discuss and consider the major issues to be determined by the Board and the management, and put forward some opinions and suggestions.</p>	<p>Article 159 The Party organization shall discuss and consider the major issues to be determined by the Board and the management, and put forward some opinions and suggestions.</p>
<p>Article 160 The Company shall set up a decision-making mechanism for the Party organization to specify the scope and procedures for the decision-making of the Party organization and its involvement in the decision-making of major issues. The consideration and discussion of the Party organization is the procedural prerequisite of decision- making of major issues of the Board and the management. The major business management issues of the Company shall first be considered and discussed by the Party organization, and then be decided by the Board or the management.</p>	<p>Article 160 The Company shall set up a decision-making mechanism for the Party organization to specify the scope and procedures for the decision-making of the Party organization and its involvement in the decision-making of major issues. The consideration and discussion of the Party organization is the procedural prerequisite of decision- making of major issues of the Board and the management. The major business management issues of the Company shall first be considered and discussed by the Party organization, and then be decided by the Board or the management.</p>

Original Articles	Amended articles
<p>Article 161 The Party organization of the Company shall exercise leadership and control of market-oriented talent selection and appointment, make efforts in such aspects as determination of standards, standardization of procedures, involvement in investigation and recommendation of candidates. The Party organization of the Company shall insist on the principle of the CPC managing the cadres and combination of the Board selecting the managers according to laws and the managers exercising human rights according to laws. The Party organization of the Company shall consider and put forward opinions and suggestions on the candidates nominated by the Board or the general manager, or recommend candidates to the Board or the general manager for group opinions and suggestions.</p>	<p>Article 161 The Party organization of the Company shall exercise leadership and control of market-oriented talent selection and appointment, make efforts in such aspects as determination of standards, standardization of procedures, involvement in investigation and recommendation of candidates. The Party organization of the Company shall insist on the principle of the CPC managing the cadres and combination of the Board selecting the managers according to laws and the managers exercising human rights according to laws. The Party organization of the Company shall consider and put forward opinions and suggestions on the candidates nominated by the Board or the general manager, or recommend candidates to the Board or the general manager for group opinions and suggestions.</p>

Note: As a result of addition and deletion of chapters and articles, the serial number of relevant chapters, articles and cross references of the Articles of Association have been adjusted accordingly without separate explanation.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by passing a special resolution at the EGM. The Proposed Amendments to the Articles of Association will become effective upon the approval by the Shareholders at the EGM.

GENERAL

A circular which includes, among other things, details of the proposed re-election and election of Directors and Supervisors, the Proposed Amendments to the Articles of Association and a notice convening the EGM will be dispatched to the Shareholders of the Company in due course.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“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 H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6117)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened by the Company to approve the proposed re-election and election of Directors and Supervisors and the Proposed Amendments to the Articles of Association
“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
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China (excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan)

“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

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

Rizhao, PRC, 24 September 2021

As at the date of this announcement, the Board comprises Mr. Wang Yufu as Chairman and non-executive Director; Mr. Zhang Feng as executive Director; Mr. Pay Cher Wee, Mr. Ooi Boon Hoe, Mr. Jiang Zidan and Mr. Chen Lei as non-executive Directors; and Mr. Zhang Zixue, Mr. Lee Man Tai and Mr. Wu Xibin as independent non-executive Directors.