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

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**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).

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

**(Stock Code: 6117)**

- (1) PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR;**
  - (2) BUDGET PLAN OF THE COMPANY FOR THE YEAR  
ENDING 31 DECEMBER 2022;**
  - (3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE  
DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND SUPERVISORS FOR THE YEAR OF 2021;**
  - (4) GENERAL MANDATES TO ISSUE H SHARES;**
  - (5) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND;**
- AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 1 to 8 of this circular.

A notice convening the AGM to be held at 10:00 a.m. on Wednesday, 18 May 2022 at the Office Building of Rizhao Port Jurong Co., Ltd. is set out on pages 9 to 13 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.

26 April 2022

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## DEFINITIONS

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*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 10:00 a.m. on Wednesday, 18 May 2022 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 H 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

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## DEFINITIONS

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“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”	20 April 2022, 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 9 to 13 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”	Shandong Port Rizhao Port Group Co., Ltd. (山東港口日照港集團有限公司) (previously known as 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

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## DEFINITIONS

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“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
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

*Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.*

*Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules, the SFO or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules, the SFO or any modification thereof, as the case may be.*

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LETTER FROM THE BOARD

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

**(Stock Code: 6117)**

**Non-executive Directors:**

Mr. CUI Liang (*Chairman*)

Mr. OOI Boon Hoe

Mr. JIANG Zidan

Mr. PAY Cher Wee

Mr. CHEN Lei

**Registered office:**

South End

Haibin 5th Road

Rizhao City, Shandong Province

PRC

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

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

**Executive Director:**

Mr. Zhang Feng

**Independent Non-executive Directors:**

Mr. ZHANG Zixue

Mr. WU Xibin

Mr. LEE Man Tai

26 April 2022

*To the Shareholders*

*Dear Sir or Madam,*

- (1) PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR;**  
**(2) BUDGET PLAN OF THE COMPANY FOR THE YEAR**  
**ENDING 31 DECEMBER 2022;**  
**(3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE**  
**DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**AND SUPERVISORS FOR THE YEAR OF 2021;**  
**(4) GENERAL MANDATES TO ISSUE H SHARES;**  
**(5) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND;**  
**AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 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 re-election of non-executive Director; (b) the budget plan of the Company for the year ending 31 December 2022; (c) the remuneration of executive Director, non-executive Directors, independent non-executive Directors and Supervisors for the year of 2021; (d) the grant of the general mandate to issue H Shares; and (e) declaration of final dividend, 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 RE-ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated 24 September 2021 and 24 November 2021, and the circular of the Company dated 7 October 2021, in relation to, among other things, (i) the retirement of Mr. Wang Yufu from his position as a non-executive Director, the chairman of the Board and the chairman of the Nomination Committee; and (ii) the nomination and appointment of Mr. Cui Liang (“**Mr. Cui**”) as the non-executive Director, the chairman of the Board and the chairman of the Nomination Committee.

According to Article 105 of the Articles of Association, any person appointed as director by the Board to fill a temporary vacancy shall serve until the next annual general meeting of the Company, at which time the said person is eligible for re-election.

Mr. Cui was appointed as a non-executive Director to fill the temporary vacancy caused by the retirement of Mr. Wang Yufu by a resolution passed at the extraordinary general meeting of the Company on 24 November 2021. Pursuant to Article 105 of the Articles of Association, Mr. Cui shall hold office until the AGM. Being eligible, Mr. Cui offers himself for re-election at the AGM, where a resolution will be proposed to re-elect Mr. Cui as a non-executive Director.

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

**Mr. Cui Liang (崔亮)**, aged 54, was appointed as the chairman of the Board and non-executive Director on 24 November 2021. He is mainly responsible for overseeing the management and strategic development of the Company. He is the chairman of the Nomination Committee.

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## LETTER FROM THE BOARD

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Mr. Cui graduated from Shandong Normal University with a major in Chinese Language and Literature in 1993, holds a college degree and is a political engineer. Mr. Cui 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 from July 2020 to August 2021. Mr. Cui is currently a member of the Party Committee of Rizhao Port, and a director of Rizhao Port; a director and vice chairman of the board of directors of Rizhao Port Shangang Terminal Co., Ltd. (日照港山鋼碼頭有限公司); chairman of the board of directors of Rizhao Port COSCO Shipping Logistics Co., Ltd. (日照港中遠海運物流有限公司); chairman of the board of directors of Rizhao Port Container Development Co., Ltd. (日照港集裝箱發展有限公司); chairman of the board of directors of Shandong Port Changlong Shipping Co., Ltd. (山東港航昌隆海運有限公司).

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui (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.

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. Cui 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. Cui 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 2022**

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 2022. The financial budget of the Company for 2022 (including operating costs, sales expenses, management expenses and finance costs) is expected to be controlled at approximately RMB536 million.

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## LETTER FROM THE BOARD

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#### 4. REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND SUPERVISORS FOR THE YEAR OF 2021

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 2021 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:

##### 2021 Annual Remuneration for the Executive Director, Non-executive Directors and Independent Non-executive Directors

Name	Position	Annual remuneration (before tax) <i>RMB'000</i>	Note
Mr. He Zhaodi	Executive Director	285	(resigned on 20 May 2021)
Mr. Zhang Feng	Executive Director	335	(appointed on 20 May 2021)
Mr. Cui Liang	Chairman of the Board and non-executive Director	0	(appointed on 24 November 2021)
Mr. Wang Yufu	Chairman of the Board and non-executive Director	0	(retired on 24 November 2021)
Mr. Shi Ruxin	Non-executive Director	0	(resigned on 26 January 2021)
Mr. Ooi Boon Hoe	Non-executive Director	0	
Mr. Chen Lei	Non-executive Director	0	(appointed on 20 May 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	
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Total		<u>800</u>	

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## LETTER FROM THE BOARD

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### 2021 Annual Remuneration for the Supervisors

<b>Name</b>	<b>Position</b>	<b>Annual remuneration (before tax) RMB'000</b>
Mr. Wang Wei	Chairman of the board of Supervisors and employee Supervisor	221
Mr. Li Weiqing	Supervisor	0
Mr. Tham Wai Kong	Supervisor	0
Total		<u>221</u>

Certain non-executive Directors and Supervisors did not receive any emoluments from the Company during the year ended 31 December 2021. 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.

The Company has proposed to adjust the 2022 annual remuneration for each of the independent non-executive Directors to RMB72,000, subject to the review and approval by the Shareholders at the annual general meeting of the Company to be convened in the following year.

#### 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.

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## LETTER FROM THE BOARD

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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. DECLARATION OF FINAL DIVIDEND

According to the announcement of the Company dated 31 March 2022, the Board recommend the payment of a final dividend of RMB0.024 per share (tax inclusive) for the year ended 31 December 2021 to all Shareholders whose names appear on the register of members of the Company on 27 May 2022, subject to the consideration and approval of the same by Shareholders at the AGM. The final dividend is expected to be paid on or before 29 July 2022.

For a non-resident enterprise shareholder of the Company's H shares (i.e., any shareholder holding the Company's H shares in the name of a non-individual shareholder, including but not limited to any holders of H shares registered in the name of HKSCC Nominees Limited, or any other nominee or trustee, or any other organization or group), the Company shall withhold the corporate income tax for the final dividend at the tax rate of 10% on their behalf in accordance with the Corporate Income Tax Law of the PRC and other relevant tax laws, regulations and tax treaties.

Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] No. 020)《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號), the foreign individual shareholders who hold the H Shares of the Company are exempted from individual income tax on dividends and bonus received from the Company (as foreign-invested enterprises in the PRC). If otherwise stipulated by other relevant tax laws, regulations and tax treaties, the Company will withhold and pay the individual income tax for the dividends and bonus at the rate and with the procedures in accordance with relevant provisions.

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## LETTER FROM THE BOARD

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### 7. AGM

The AGM will be held at 10:00 a.m. on Wednesday, 18 May 2022 at the Office Building of Rizhao Port Jurong Co., Ltd. for the purpose of allowing Shareholders to consider and, if thought fit, approve the resolutions as set out in the Notice of AGM on pages 9 to 13 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.

### 8. CLOSURE OF REGISTER OF MEMBERS

As stated in the annual results announcement of the Company dated 31 March 2022, 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 Thursday, 12 May 2022 to Wednesday, 18 May 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order for the holders of H shares to qualify for attending the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 11 May 2022.

In order to determine the holders of H shares who will be entitled to the proposed final dividends of H shares, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both days inclusive), during which period no transfer of H shares will be registered. The holders of H shares whose names appear on the register of members of the Company on Friday, 27 May 2022 are entitled to the proposed final dividend. In order for the holders of H shares to qualify for receiving the proposed final dividend, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Monday, 23 May 2022.

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## LETTER FROM THE BOARD

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### 9. 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.

### 10. RECOMMENDATIONS

The Board 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.

### 11. 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.**  
**Cui Liang**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 Wednesday, 18 May 2022 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 26 April 2022 in relation to the AGM:

#### ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. Cui Liang as a non-executive director of the Company.
2. To consider and approve the 2021 annual report and annual results for the year ended 31 December 2021 of the Company.
3. To consider and approve the budget plan of the Company for the year ending 31 December 2022.
4. To consider and approve the audited financial statements and report of the auditor of the Company for the year ended 31 December 2021. (Please refer to the “Independent Auditor’s Report” in the 2021 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 2021. (Please refer to the “Directors’ Report” in the 2021 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 2021. (Please refer to the “Supervisors’ Report” in the 2021 annual report of the Company for details.)

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and approve the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the year of 2022 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 2021.
9. To declare a final dividend of RMB0.024 per Share (tax inclusive) for the year ended 31 December 2021.

### SPECIAL RESOLUTION

10. 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
  - (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.**  
**Cui Liang**  
*Chairman*

Rizhao, PRC, 26 April 2022

*As at the date of this notice, the Board comprises Mr. Cui Liang as Chairman and non-executive Director; Mr. Zhang Feng as the 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. Wu Xibin and Mr. Lee Man Tai as the independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 31 March 2022, 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 Thursday, 12 May 2022 to Wednesday, 18 May 2022 (both days inclusive), during which period no transfer of H Shares will be registered. In order for the holders of H shares to qualify for attending the AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 11 May 2022.
3. The Board has recommended a final dividend of RMB0.024 per share (tax inclusive) for the year ended 31 December 2021, totalling approximately RMB40,000,000, to all Shareholders whose names appear on the register of members of the Company on 27 May 2022, subject to the consideration and approval of the same by Shareholders at the AGM. The final dividend is expected to be paid on or before 29 July 2022.

To determine the identity of the shareholders of the Company entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 May 2022.

Final dividend for holders of domestic shares of the Company will be declared and calculated in RMB and paid in RMB, whereas final dividend for holders of H shares of the Company will be declared and calculated in RMB and paid in Hong Kong dollars. The exchange rate shall be determined in accordance with the related national regulations on foreign exchange control.

As stipulated by the Notice on Issues Relating to Corporate Income Tax Withholding over Dividends Distributable to their H-share Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises published by the State Administration of Taxation (Guoshuihan [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (國稅函[2008]897號), when Chinese resident enterprises distribute annual dividends for the year 2008 and years thereafter to their H-share shareholders who are overseas non-resident enterprises, corporate income tax shall be withheld at a uniform rate of 10%. According to this, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders of the Company whose names appear on the H share register of members of the Company at the close of business on Friday, 27 May 2022. Any shares registered in the name of the non-individual registered shareholders of the Company, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders and therefore their dividends receivables will be subject to the withholding of the corporate income tax.

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## NOTICE OF ANNUAL GENERAL MEETING

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Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] No. 020) 《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號), the foreign individual shareholders who hold the H Shares of the Company are exempted from individual income tax on dividends and bonus received from the Company (as foreign-invested enterprises in the PRC). If otherwise stipulated by other relevant tax laws, regulations and tax treaties, the Company will withhold and pay the individual income tax for the dividends and bonus at the rate and with the procedures in accordance with relevant provisions.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the shareholders of the Company, or any disputes over the mechanism of withholding and payment.

4. 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.
5. 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.
6. 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 of directors or other authority or other notarised copy of any authorisation documents issued by such corporate shareholder.
7. 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
8. 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.