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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)

ANNOUNCEMENT
PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION

This announcement is made by Rizhao Port Jurong Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of the general meeting, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the People’s Republic of China (“**PRC**”) and listed overseas shall be governed by the relevant provisions under the Company Law of the PRC, instead of the provisions under the Articles 20 to 22 of the Special Provisions of the State Council on Overseas Share Raising and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》). Accordingly, the Company proposes to amend the relevant provisions in its articles of association (the “**Articles of Association**”) concerning the notice period of the general meeting, shareholders’ proposal right and convening procedures. The specific amendments are as follows:

Original articles	Amended articles
<p>Article 65 When the Company convenes an annual shareholders’ general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company and submit them to the convener 10 days before the meeting. The convener of the shareholders’ general meeting shall issue a supplementary notice of the shareholders’ general meeting to other shareholders within two days upon the receipt of such proposal and incorporate any matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting. The new agenda shall be tabled to the shareholders’ general meeting for consideration.</p>	<p>Article 65 When the Company convenes a shareholders’ general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company and submit them to the convener 10 days before the meeting. The convener of the shareholders’ general meeting shall issue a supplementary notice of the shareholders’ general meeting to other shareholders within two days upon the receipt of such proposal and incorporate any matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting. The new agenda shall be tabled to the shareholders’ general meeting for consideration.</p>
<p>Article 66 When the Company convenes a shareholders’ general meeting, it shall issue a written notice within 45 days prior to the meeting (inclusive of the day on which the meeting is held) informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the shareholders’ general meeting shall, 20 days prior to the meeting, deliver a written reply to the Company confirming his/her attendance at the meeting. For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar engaged by the Company.</p>	<p>Article 66 When the Company convenes an annual shareholders’ general meeting, it shall notify the shareholders of the time and venue of the meeting, and the matters to be considered 20 days prior to the meeting; and the Company shall notify the shareholders 15 days prior to an extraordinary shareholders’ general meeting. For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar engaged by the Company.</p>

Original articles	Amended articles
<p>Unless otherwise provided by these Articles of Association, the notice of the shareholders' general meeting shall be sent to shareholders (regardless of their voting rights at the shareholders' general meeting) by hand or pre-paid post to the address of the recipient as specified in the register of shareholders. For holders of domestic shares, notices of shareholders' general meetings may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by the securities regulatory authorities under the State Council during the period between 45 days to 50 days prior to the date of the meeting. Once the announcement has been published, all holders of domestic shares shall be deemed to have received notice of the relevant meeting.</p> <p>Notices of shareholders' general meetings served on holders of overseas listed foreign shares may be published on the website designated by the Hong Kong Stock Exchange and the website of the Company. Upon the publication of the announcement, all holders of overseas listed shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Unless otherwise provided by these Articles of Association, the notice of the shareholders' general meeting shall be sent to shareholders (regardless of their voting rights at the shareholders' general meeting) by hand or pre-paid post to the address of the recipient as specified in the register of shareholders. For holders of domestic shares, notices of shareholders' general meetings may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by the securities regulatory authorities under the State Council during the period between 20 and 25 days prior to an annual shareholders' general meeting and between 15 and 20 days prior to an extraordinary shareholders' general meeting.</p> <p>Notices of shareholders' general meetings served on holders of overseas listed foreign shares may be published on the website designated by the Hong Kong Stock Exchange and the website of the Company. Upon the publication of the announcement, all holders of overseas listed shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

Original articles	Amended articles
<p data-bbox="165 232 785 1160">Article 67 The Company shall calculate the number of shares with voting rights represented by the shareholders who intend to attend the shareholders’ general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders who intend to attend reaches more than one-half of the total number of shares with voting rights, the Company may convene the shareholders’ general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated at and the date and venue of the meeting within five days in the form of an announcement. Once an announcement has been so made, the Company may then proceed to convene the shareholders’ general meeting.</p> <p data-bbox="165 1214 785 1323">An extraordinary shareholders’ general meeting shall not decide on any matter not stated in the notice of meeting.</p>	<p data-bbox="810 232 1430 439">Article 67 Matters which are not included in the notices set out in Articles 65 and 66 herein shall not be resolved at the shareholders’ general meeting.</p>

Original articles	Amended articles
<p>Article 95 Where the Company convenes a class meeting, a written notice shall be given 45 days prior to the date of the meeting to notify all the registered shareholders of the said class of the matters to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the meeting shall serve to the Company a written reply showing his/her intention to attend at least 20 days before the date of the meeting. The duration of the aforesaid periods shall not include the day on which the meeting is convened.</p> <p>In the event that the shareholders who intend to attend such a meeting represent more than half of the total number of voting shares of that class present at the meeting, the Company may hold the class meeting; otherwise, the Company shall make an announcement, within 5 days, once again notifying the shareholders of the matters proposed to be considered as well as the date and venue of the class meeting. Once an announcement has been so made, the Company may convene the class meeting.</p> <p>If the listing rules of the place where the Company's shares are listed has special provisions, such provisions shall prevail.</p>	<p>Article 95 Where the Company convenes a class meeting, the period for issuing a written notice thereof shall be the same as the period for issuing a written notice of the non-class meeting to be convened together with such class meeting. Written notice shall notify the registered shareholders of such class of the matters to be considered at the meeting and the date and venue of the meeting. The duration of the aforesaid periods shall not include the day on which the meeting is convened.</p> <p>If the listing rules of the place where the Company's shares are listed has special provisions, such provisions shall prevail.</p>

The above proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at an extraordinary general meeting of the Company to be held on 17 December 2019 (the “EGM”), and shall take effect on the date of passing the relevant resolution at the EGM. Prior to the passing of the relevant resolution at the EGM, the current Articles of Association shall remain effective.

For further details of the proposed amendments to the Articles of Association, please refer to the circular of the Company dated 3 November 2019.

By order of the Board
Rizhao Port Jurong Co., Ltd.
Zhang Baohua
Chairman

Rizhao, the PRC, 3 November 2019

As at the date of this announcement, the Board of the Company comprises Mr. Zhang Baohua as Chairman and non-executive Director; Mr. He Zhaodi as executive Director; Mr. Ng Chee Keong, Mr. Ooi Boon Hoe, Mr. Shi Ruxin and Mr. Jiang Zidan as non-executive Directors; Mr. Zhang Zixue and Mr. Wu Xibin as independent non-executive Directors.