
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6117)

**PROPOSED APPOINTMENT OF AUDITOR AND SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

This supplemental circular should be read together with the circular and notice of the EGM of the Company dated 3 November 2019.

A letter from the Board is set out on pages 1 to 3 of this circular.

A supplemental notice convening the EGM to be held as originally scheduled at 10:00 a.m. on Tuesday, 17 December 2019 at East Conference Room, 3/F, Office Building of Rizhao Port Jurong Co., Ltd., South End, Haibin 5th Road, Rizhao, Shandong Province, the PRC is set out on pages 4 to 6 of this circular. A revised form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon. For holders of the H Shares, the revised 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 EGM or any adjournment thereof.

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

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Rizhao Port Jurong Co., Ltd. (日照港裕廊股份有限公司), a joint stock company incorporated in the PRC with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6117)
“controlling shareholder(s)”	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
“EGM”	the extraordinary general meeting or any adjournment thereof of the Company to be convened at 10:00 a.m. on Tuesday, 17 December 2019 at East Conference Room, 3/F, Office Building of Rizhao Port Jurong Co., Ltd., South End, Haibin 5th Road, Rizhao, Shandong Province, the PRC
“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, supplemented or otherwise modified from time to time

DEFINITIONS

“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 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of RMB1.00 each in the share capital of the Company, comprising the Domestic Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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.

LETTER FROM THE BOARD



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

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

(Stock Code: 6117)

Non-executive Directors:

Mr. ZHANG Baohua (*Chairman*)
Mr. NG Chee Keong (*Deputy Chairman*)
Mr. OOI Boon Hoe
Mr. SHI Ruxin
Mr. JIANG Zidan

Executive Director:

Mr. HE Zhaodi

Independent Non-executive Directors:

Mr. ZHANG Zixue
Mr. WU Xibin

Registered office:

South End
Haibin 5th Road
Rizhao City, Shandong Province
PRC

Principal place of business in Hong Kong:

40/F, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

2 December 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITOR AND SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the circular and notice of the EGM of the Company dated 3 November 2019, in relation to the resolutions to be proposed at the EGM for consideration and approval.

Reference is also made to the supplemental notice of EGM of the Company dated 2 December 2019 (the "**Supplemental Notice of EGM**"), in relation to (among others) the new resolution proposed by Rizhao Port, the Company's controlling shareholder.

The purpose of this supplemental circular is to provide you with all reasonably necessary information in relation to, among others, the new resolution proposed by Rizhao Port, the Company's controlling shareholder, so as to enable you to make informed decisions on whether to vote for or against the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 26 November 2019 in relation to the change of auditor.

Deloitte Touche Tohmatsu (“**Deloitte**”) has resigned as the auditor of the Company on 26 November 2019. Deloitte stated in their letter of resignation that, as part of their normal procedures which include an annual consideration of whether they would continue to act for their audit clients, having taken into account factors including the level of audit fees, their available internal resources in light of their current work flows and the professional risk associated with the audit, they decided to tender their resignation as the auditor of the Company. Deloitte, in their letter of resignation, confirmed that there are no other circumstances connected with their resignation that should be brought to the attention of the Shareholders and creditors of the Company.

The Board confirmed that Deloitte has not commenced any audit work on the financial statements of the Company for the financial year ending 31 December 2019. The Board believes that the change of auditor will not have any impact on the annual audit of the Company for the financial year ending 31 December 2019. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and Deloitte, and the Board is not aware of any other matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board has resolved, following the recommendation from the audit committee of the Company, to appoint Grant Thornton Hong Kong Limited (“**Grant Thornton**”) as the new auditor of the Company to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company. The appointment of Grant Thornton is subject to the approval of the Shareholders at the EGM.

In this regard, an ordinary resolution will be proposed at the EGM to approve the appointment of Grant Thornton as the auditor of the Company which will hold office until the conclusion of the next annual general meeting of the Company. The Board has also proposed to seek the approval of the Shareholders at the EGM to authorize the Board to determine the remuneration of Grant Thornton.

3. EGM

A supplemental notice convening the EGM to be held as originally scheduled at 10:00 a.m. on Tuesday, 17 December 2019 at East Conference Room, 3/F, Office Building of Rizhao Port Jurong Co., Ltd., South End, Haibin 5th Road, Rizhao, Shandong Province, the PRC, is set out on pages 4 to 6 of this circular.

LETTER FROM THE BOARD

Please refer to the notice of EGM dated 3 November 2019 for details of other resolutions to be proposed at the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.

A revised form of proxy (“**Revised Proxy Form**”) for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon. For holders of the H Shares, the Revised Proxy Form 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 EGM or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish and in such event, the Revised Proxy Form shall be deemed to be revoked.

Important Notice: The Revised Proxy Form supersedes the form of proxy which was enclosed with the circular and the notice dated 3 November 2019 in relation to the EGM (the “Original Proxy Form”) and has been dispatched to the Shareholders. Shareholders who have duly completed and returned the Original Proxy Form shall note that the Original Proxy Form is no longer applicable to the EGM.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any of the resolutions to be proposed at the EGM.

4. RECOMMENDATION

The Board considers that the resolution set out in this supplemental notice of EGM is 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 resolution set out in this supplemental notice of EGM.

Yours faithfully,

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

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING



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

(Stock Code: 6117)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the (i) extraordinary general meeting (the “**EGM**”) circular of Rizhao Port Jurong Co., Ltd. (the “**Company**”) dated 3 November 2019 (the “**Original Circular**”); and (ii) notice of the EGM dated 3 November 2019 (the “**Original Notice**”).

According to Article 55(VIII) of the Articles of Association of the Company, shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to submit written provisional proposals to the Board 10 days before a shareholders' general meeting is convened. According to Article 60(XI) of the Articles of Association, the shareholders' general meeting shall consider proposals submitted by shareholder(s) severally or jointly holding more than 3% of the voting shares of the Company. Therefore on 29 November 2019, Rizhao Port, the controlling shareholder of the Company, has submitted a written provisional proposal to the Board regarding the new resolution for the change of auditor of the Company.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the EGM will be held as originally scheduled at 10:00 a.m. on Tuesday, 17 December 2019 at East Conference Room, 3/F, Office Building of Rizhao Port Jurong Co., Ltd., South End, Haibin 5th Road, Rizhao, Shandong Province, the PRC for the purposes of considering and, if thought fit, passing the following new resolution as ordinary resolution, in addition to the resolutions set out in the Original Notice, and the special resolution numbered 3 in the Original Notice be re-numbered as 4.

ORDINARY RESOLUTION

3. To consider and approve the proposed appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the year of 2019, and to authorize the board of directors of the Company to determine the remuneration of the new auditor.

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

Rizhao, PRC, 2 December 2019

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. For more information relating to the abovementioned additional resolution (i.e. resolution no. 3), please refer to the circular of the Company dated 2 December 2019 in relation to the proposed appointment of auditor of the Company.
2. **IMPORTANT NOTICE: Since the form of proxy despatched together with the Original Notice (the “Original Proxy Form”) does not contain the additional proposed resolution as set out in this supplemental notice of EGM, a revised form of proxy (the “Revised Proxy Form”) has been prepared. The Revised Proxy Form shall supersede the Original Proxy Form. Shareholders who have already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that the Original Proxy Form shall be invalid for use at the EGM.**

Shareholders are requested to lodge the Revised Proxy Form if they wish to appoint proxies to attend the meeting on his/her behalf in accordance with the instructions printed thereon and in the manner set out in note 6 below.

3. All votes of resolutions at the EGM 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) and the Company (www.rzportjurong.com) in accordance with the Listing Rules.
4. In order to determine the holders of H Shares who will be entitled to attend the EGM, the register of members of the Company will be closed from 17 November 2019 to 17 December 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order for the holders of H Shares to qualify for attending the EGM, 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 Friday, 15 November 2019.
5. Any shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder.
6. 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 authorization documents shall be notarized. 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 EGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the Revised Proxy Form 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.
7. Holders of H Shares who intend to attend the EGM (in person or by proxy) shall complete and deliver the reply slip of EGM 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 or the office of the Board at South End, Haibin 5th Road, Rizhao City, Shandong Province, the PRC (for holders of Domestic Shares) on or before 27 November 2019.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

8. If a proxy attends the EGM 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 EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate shareholder.
9. 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
10. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses.

As at the date of this supplemental notice, the board of directors of the Company comprises Mr. Zhang Baohua as Chairman and non-executive director of the Company; Mr. He Zhaodi as the executive director of the Company; Mr. Ng Chee Keong, Mr. Ooi Boon Hoe, Mr. Shi Ruxin and Mr. Jiang Zidan as non-executive directors of the Company; and Mr. Zhang Zixue and Mr. Wu Xinbin as the independent non-executive directors of the Company.