
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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- (1) PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR;**
- (2) BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING
31 DECEMBER 2026;**
- (3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE
DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND
FORMER SUPERVISORS FOR THE YEAR OF 2025;**
- (4) GENERAL MANDATE TO ISSUE H SHARES;**
- (5) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND;**
- (6) PROPOSED APPOINTMENT OF AUDITOR;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 13 of this circular.

A notice convening the AGM to be held at 10:00 a.m. on Wednesday, 20 May 2026 at the Office Building of Rizhao Port Jurong Co., Ltd. is set out on pages 14 to 18 of this circular. A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com).

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

Completion and return of the proxy form 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 proxy form shall be deemed to be revoked.

24 April 2026

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DEFINITIONS

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, 20 May 2026 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
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CASBE”	the China Accounting Standards for Business Enterprises
“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
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) 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 share(s) in the share capital of the Company with a nominal value of RMB1.00 each, listed and traded on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate which is exercisable by the Board to allot, issue and deal with additional H Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the H Shares in issue (excluding treasury Shares, if any) as at the date of passing of the relevant Shareholders’ resolution
“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”	17 April 2026, 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 14 to 18 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
“Remuneration Committee”	the remuneration committee 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), 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
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“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
“treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	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.

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. ZHOU Tao (*Chairman*)
Mr. SEOW Kok Leong Terence
Ms. TIEN Siew Wan
Mr. JIN Feng
Ms. LIU Rong

Executive Director and Employee

Representative Director:

Mr. CHEN Zhou

Independent Non-executive Directors:

Mr. ZHANG Zixue
Mr. WU Xibin
Mr. LEE Man Tai

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

24 April 2026

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 2026;**
- (3) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE
DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND
FORMER SUPERVISORS FOR THE YEAR OF 2025;**
- (4) GENERAL MANDATE TO ISSUE H SHARES;**
- (5) PROPOSAL FOR DECLARATION OF FINAL DIVIDEND;**
- (6) PROPOSED APPOINTMENT OF AUDITOR;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

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 2026; (c) the remuneration of executive Director, non-executive Directors, independent non-executive

LETTER FROM THE BOARD

Directors and former Supervisors for the year of 2025; (d) the grant of the general mandate to issue H Shares; (e) the proposal for declaration of final dividend; and (f) the proposed appointment of auditor, 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 20 June 2025 and 30 December 2025, and the circular of the Company dated 15 December 2025, in relation to, among other things, (i) the resignation of Mr. Fang Lei (“**Mr. Fang**”) from his position as a non-executive Director and a member of the Remuneration Committee; and (ii) the nomination and appointment of Mr. Jin Feng (“**Mr. Jin**”) as a non-executive Director and a member of the Remuneration Committee.

According to Article 116 of the Articles of Association, any person appointed as director by the Board to fill a temporary vacancy shall serve until the first annual shareholders’ meeting of the Company after the appointment, at which time the said person is eligible for re-election.

Mr. Jin was appointed as a non-executive Director to fill the temporary vacancy caused by the resignation of Mr. Fang by a resolution passed at the extraordinary general meeting of the Company on 30 December 2025. Pursuant to Article 116 of the Articles of Association, Mr. Jin shall hold office until the AGM. Being eligible, Mr. Jin offers himself for re-election at the AGM, where a resolution will be proposed to re-elect Mr. Jin as a non-executive Director.

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

Mr. Jin Feng (金鋒), aged 45, was appointed as a non-executive Director and a member of the Remuneration Committee on 30 December 2025. He is primarily responsible for participating in formulating the Company’s corporate and business strategies.

Mr. Jin possesses 20 years of extensive port management experience. He has successively held various positions at Rizhao Port Group Lanshan Container Company (日照港集團嵐山集裝箱公司), Rizhao Port Container Company (日照港集裝箱公司), Rizhao Port Container Development Company (日照港集裝箱發展公司), and the production and operations department of Rizhao Port Group. He served as deputy director of the production and operations department of Rizhao Port Group from December 2020 to August 2021; member of the General Party Branch, executive director, and deputy manager (presiding over the work) of Rizhao Zhongli Outer Shipping Tally Co., Ltd. (日照中理外輪理貨有限公司) from August 2021 to August 2023; deputy director (presiding over the work) of the enterprise development department of Rizhao Port Group from August 2023 to April 2024; director of the enterprise development department of Rizhao Port Group in April 2024; and since April 2024, he has been serving as director of the investment and development department of Rizhao Port Group.

LETTER FROM THE BOARD

Mr. Jin graduated from the Department of Economics and Management of Shandong Institute of Light Industry (山東輕工業學院) in July 1997, majoring in marketing, and obtained a bachelor's degree in management. He holds the title of senior economist.

The Company has entered into a service contract with Mr. Jin in respect of his appointment as a non-executive Director, for a term commencing from the date of approval by the Shareholders at the relevant extraordinary general meeting of the Company until the expiry of the current session of the Board. Mr. Jin will not receive any remuneration from the Company during his tenure as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jin (i) does not have any relationship with any Directors, 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 or its subsidiaries; and (iv) has no interest in Shares 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.

3. BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2026

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 2026. The financial budget of the Company for 2026 (including operating costs, sales expenses, management expenses and finance costs) is expected to be controlled at approximately RMB524 million.

LETTER FROM THE BOARD

4. REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND FORMER SUPERVISORS FOR THE YEAR OF 2025

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 2025 annual remuneration for the executive Director, non-executive Directors, independent non-executive Directors and former Supervisors, subject to the review and approval by the Shareholders at the AGM, and the details of which are as follows:

2025 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. Zhou Tao	Chairman of the Board and non-executive Director	0	
Mr. Chen Zhou	Executive Director and employee representative Director	751	(elected as the employee representative Director on 30 December 2025)
Mr. Seow Kok Leong Terence	Non-executive Director	0	
Ms. Tien Siew Wan	Non-executive Director	0	(appointed on 18 February 2025)
Mr. Fang Lei	Non-executive Director	0	(resigned on 20 June 2025)
Mr. Jin Feng	Non-executive Director	0	(appointed on 30 December 2025)
Ms. Liu Rong	Non-executive Director	0	
Mr. Zhang Zixue	Independent non- executive Director	72	
Mr. Lee Man Tai	Independent non- executive Director	72	
Mr. Wu Xibin	Independent non- executive Director	72	
Total		967	

LETTER FROM THE BOARD

2025 Annual Remuneration for the former Supervisors

Name	Position	Annual remuneration (before tax) RMB'000	Note
Mr. Cui Guanghui	Chairman of the supervisory committee of the Company and employee representative Supervisor	258	(ceased to be a Supervisor on 30 December 2025)
Ms. Feng Hui	Supervisor	0	(ceased to be a Supervisor on 30 December 2025)
Mr. Tham Wai Kong	Supervisor	0	(ceased to be a Supervisor on 30 December 2025)
Total		258	

Certain non-executive Directors and former Supervisors did not receive any emoluments from the Company during the year ended 31 December 2025. They received their emoluments from Rizhao Port Group or Jurong Port Holding (each, a “**Shareholding Company**”) because they hold positions at the relevant Shareholding Company.

The proposed remuneration of the executive Director, non-executive Directors, independent non-executive Directors and the former Supervisors has been reviewed by the Remuneration Committee and was determined having regard to, among other things, the Company’s operating results, individual performance, and industry and market practice.

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 (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the H Shares in issue (excluding treasury Shares, if any) as at the date of passing of the relevant Shareholders’ resolution, subject to the conditions as set out in the Notice of AGM.

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.

LETTER FROM THE BOARD

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. PROPOSAL FOR DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.030 per share (tax inclusive) for the year ended 31 December 2025 to all Shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2026, 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 Friday, 31 July 2026.

Final dividend for holders of Domestic Shares will be declared and calculated in RMB and paid in RMB, whereas final dividend for holders of H Shares will be declared and calculated in RMB and paid in Hong Kong dollars.

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), 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.

7. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 27 March 2026 in relation to, among other things, the retirement of Grant Thornton Hong Kong Limited (“**Grant Thornton**”) as the auditor of the Company and the proposed appointment of Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合夥)) (“**Pan-China**”) as the new auditor of the Company (the “**Proposed Change of Auditor Announcement**”).

LETTER FROM THE BOARD

As disclosed in the Proposed Change of Auditor Announcement, (i) Grant Thornton will retire as the auditor of the Company with effect from the conclusion of the AGM; (ii) the Company has received a written confirmation letter dated 27 March 2026 from Grant Thornton confirming that there are no circumstances relating to its retirement that need to be brought to the attention of the holders of securities of the Company; and (iii) the Board has confirmed that there are no disagreements or unresolved matters between the Company and Grant Thornton and there are no other matters in connection with the proposed change of the auditor that need to be brought to the attention of the holders of securities of the Company.

According to the Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師(事務所的諮詢總結》) published by the Stock Exchange in December 2010, issuers listed in Hong Kong and incorporated in Mainland China have been approved to adopt the CASBE to prepare their financial statements, and China accounting firms recognized by the Ministry of Finance of the People's Republic of China and the CSRC are permitted to audit such financial statements by adopting the China Standards on Auditing for Certified Public Accountants. In view of the above, the Company intends to adopt the CASBE in the preparation of its financial statements in the financial year of 2026.

Pursuant to Rule 4.11(c) and Rule 19A.31(4) of the Listing Rules, an issuer which is incorporated in the PRC as a joint stock limited company and listed in Hong Kong (the “**PRC issuer**”) may adopt the CASBE for the preparation of financial statements, and if the PRC issuer's primary listing is on the Stock Exchange, its annual accounts may be audited by a PRC firm of practicing accountants which under the mutual recognition agreement, has been approved by the China Ministry of Finance and the CSRC as being suitable to act as an auditor or a reporting accountant for a PRC incorporated company listed in Hong Kong and is a Recognized PIE Auditor (as defined under the Listing Rules) under section 20ZT of the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong) on the condition that the PRC issuer has adopted the CASBE for the preparation of its annual financial statements.

In light of the above, with the recommendation of the Audit Committee, the Board has resolved that, on the condition that the Company has adopted the CASBE for the preparation of its annual financial statements, Pan-China be proposed to be appointed as the auditor of the Company following the retirement of Grant Thornton, and to hold office until the conclusion of the next annual general meeting of the Company after the AGM, subject to the approval of the Shareholders at the AGM.

The Audit Committee has considered a number of factors when recommending Pan-China as the auditor of the Company to the Board, including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange, its industry knowledge and its familiarity with the requirements under the Listing Rules and the CASBE; (ii) its resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) its independence and objectivity; (iv) its audit proposal and audit fee;

LETTER FROM THE BOARD

(v) its market reputation; (vi) the “Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors” issued by the Accounting and Financial Reporting Council (the “AFRC”) in December 2021 (the “Guide”), including section 2 “Selection and Appointment of Auditors” of the Guide; and (vii) the “Guidance Notes on Change of Auditors” published by the AFRC in September 2023.

Based on the above, the Audit Committee has assessed and considered that Pan-China is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and Pan-China is eligible and suitable to act as the new auditor of the Company, on the condition that the Company has adopted the CASBE for the preparation of its annual financial statements. The Board and the Audit Committee are of the view that the appointment of Pan-China as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

In this regard, the Company will propose an ordinary resolution at the AGM to consider and approve the appointment of Pan-China as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company after the AGM.

The proposed appointment of Pan-China as the auditor of the Company will come into effect upon (i) the Company’s adoption of the CASBE for the preparation of its financial statements; and (ii) the approval of the Shareholders at the AGM. The Company will make further announcement(s) in respect of the adoption of CASBE as and when appropriate in compliance with the Listing Rules.

8. AGM

The AGM will be held at 10:00 a.m. on Wednesday, 20 May 2026 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 14 to 18 of this circular.

A proxy form for use at the AGM is enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com). Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon. For holders of the H Shares, the 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 AGM or any adjournment thereof. Completion and return of the proxy form 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 proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

9. CLOSURE OF REGISTER OF MEMBERS

As stated in the annual results announcement of the Company dated 27 March 2026, 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 Friday, 15 May 2026 to Wednesday, 20 May 2026 (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 Thursday, 14 May 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 20 May 2026 (being the record date) will be entitled to attend and vote at the AGM.

In order to determine the holders of H Shares who will be entitled to the proposed final dividend of H Shares, the register of members of the Company will be closed from Wednesday, 27 May 2026 to Tuesday, 2 June 2026 (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 Tuesday, 2 June 2026 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 Tuesday, 26 May 2026.

10. 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.

11. 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 the Shareholders to vote in favour of the resolutions set out in the Notice of AGM.

LETTER FROM THE BOARD

12. 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.

Zhou Tao

Chairman

NOTICE OF ANNUAL GENERAL MEETING



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, 20 May 2026 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 24 April 2026 in relation to the AGM:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. Jin Feng as a non-executive director of the Company.
2. To consider and approve the 2025 annual report and annual results of the Company for the year ended 31 December 2025.
3. To consider and approve the budget plan of the Company for the year ending 31 December 2026.
4. To consider and approve the audited financial statements and report of the auditor of the Company for the year ended 31 December 2025. (Please refer to the “Independent Auditor’s Report” in the 2025 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 2025. (Please refer to the “Directors’ Report” in the 2025 annual report of the Company for details.)
6. To consider and approve the appointment of Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合夥)) as the auditor of the Company in place of the retiring auditor, Grant Thornton Hong Kong Limited, to hold office until the conclusion of the next annual general meeting of the Company after the AGM and to authorise the Board to fix the remuneration thereof.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the remuneration of the executive director, non-executive directors, independent non-executive directors and former supervisors of the Company for the year of 2025.
8. To declare a final dividend of RMB0.030 per Share (tax inclusive) for the year ended 31 December 2025.

SPECIAL RESOLUTION

9. To consider and approve the grant to the Board a general mandate to allot, issue and deal with additional H shares of the Company (the “**H Shares**”) (including any sale or transfer of treasury Shares of the Company out of treasury) 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 (including any sale or transfer of treasury Shares of the Company out of treasury) 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 (including any sale or transfer of treasury Shares of the Company out of treasury) 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) and any treasury Shares of the Company sold or transferred out of treasury 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 (excluding treasury Shares of the Company) 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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- (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 (including any sale or transfer of treasury Shares of the Company out of treasury); 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.
Zhou Tao
Chairman

Rizhao, PRC, 24 April 2026

As at the date of this notice, the Board comprises Mr. Zhou Tao as the Chairman and non-executive Director; Mr. Chen Zhou as the executive Director and employee representative Director; Mr. Seow Kok Leong Terence, Ms. Tien Siew Wan, Mr. Jin Feng and Ms. Liu Rong as the non-executive Directors; and Mr. Zhang Zixue, Mr. Lee Man Tai and Mr. Wu Xibin as the independent non-executive Directors.

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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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com) in accordance with the Listing Rules.
2. 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 Friday, 15 May 2026 to Wednesday, 20 May 2026 (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 Thursday, 14 May 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 20 May 2026 (being the record date) will be entitled to attend and vote at the AGM.
3. The Board has resolved to recommend the payment of a final dividend of RMB0.030 per share (tax inclusive) for the year ended 31 December 2025 to all Shareholders whose names appear on the register of members of the Company on Tuesday, 2 June 2026, 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 Friday, 31 July 2026.

In order to determine the holders of H Shares who will be entitled to the proposed final dividend of H Shares, the register of members of the Company will be closed from Wednesday, 27 May 2026 to Tuesday, 2 June 2026 (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 Tuesday, 2 June 2026 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 Tuesday, 26 May 2026.

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.

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), 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.

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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 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.
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 details 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.