
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)

- (1) PROPOSED RE-ELECTION OF DIRECTORS;**
 - (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
 - (3) BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING
31 DECEMBER 2023;**
 - (4) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE
DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND
SUPERVISORS FOR THE YEAR OF 2022;**
 - (5) GENERAL MANDATES TO ISSUE H SHARES;**
 - (6) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 1 to 10 of this circular.

A notice convening the AGM to be held at 10:00 a.m. on Thursday, 18 May 2023 at the Office Building of Rizhao Port Jurong Co., Ltd. is set out on pages 41 to 45 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.

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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 Thursday, 18 May 2023 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 and traded on the Main Board of the Stock Exchange
“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

DEFINITIONS

“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 2023, 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
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	a notice convening the AGM set out on pages 41 to 45 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
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association as set out in Appendix I to this circular
“Remuneration Committee”	the remuneration committee of the Company
“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), a company established in the PRC with limited liability, and a controlling shareholder of the Company

DEFINITIONS

“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
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee 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.

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. CUI Liang (*Chairman*)
Mr. SEOW Kok Leong Terence
Mr. NYAN Ming Ren Francis
Mr. FANG Lei
Mr. CHEN Lei

Registered office:

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

Executive Director:

Mr. QIN Yuning

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Independent Non-executive Directors:

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

27 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF DIRECTORS;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING
31 DECEMBER 2023;
(4) REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE
DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND
SUPERVISORS FOR THE YEAR OF 2022;
(5) GENERAL MANDATES TO ISSUE H SHARES;
(6) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND;
AND
(7) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

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 Directors; (b) details of the Proposed Amendments to the Articles of Association; (c) the budget plan of the Company for the year ending 31 December 2023; (d) the remuneration of executive Director, non-executive Directors, independent non-executive Directors and Supervisors for the year of 2022; (e) the grant of the general mandate to issue H Shares; and (f) proposals for 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 DIRECTORS

Reference is made to the announcements of the Company dated 17 October 2022 and 28 December 2022, and the circular of the Company dated 5 December 2022, in relation to, among other things, (i) the resignation of Mr. Ooi Boon Hoe (“**Mr. Ooi**”) from his position as a non-executive Director; (ii) the resignation of Mr. Pay Cher Wee (“**Mr. Pay**”) from his position as a non-executive Director and a member of the Nomination Committee; (iii) the resignation of Mr. Jiang Zidan (“**Mr. Jiang**”) from his position as a non-executive Director and a member of the Remuneration Committee; (iv) the nomination and appointment of Mr. Seow Kok Leong Terence (“**Mr. Seow**”) as a non-executive Director and a member of the Nomination Committee; (v) the nomination and appointment of Mr. Nyan Ming Ren Francis (“**Mr. Nyan**”) as a non-executive Director; and (vi) the nomination and appointment of Mr. Fang Lei (“**Mr. Fang**”) as a non-executive Director and a member of the Remuneration Committee.

Reference is also made to the announcements of the Company dated 13 January 2023 and 15 February 2023, and the circular of the Company dated 20 January 2023, in relation to, among other things, (i) the resignation of Mr. Zhang Feng (“**Mr. Zhang**”) from his position as an executive Director, the general manager of the Company and the authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”); and (ii) the nomination and appointment of Mr. Qin Yuning (“**Mr. Qin**”) as an executive Director, deputy general manager of the Company and the Authorised Representative.

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.

LETTER FROM THE BOARD

At the extraordinary general meeting of the Company held on 28 December 2022, resolutions were passed for the appointment of each of Mr. Seow, Mr. Nyan and Mr. Fang as non-executive Directors to fill the temporary vacancies arising from the resignation of Mr. Ooi, Mr. Pay and Mr. Jiang. Mr. Qin was appointed as an executive Director to fill the temporary vacancy caused by the resignation of Mr. Zhang by a resolution passed at the extraordinary general meeting of the Company held on 15 February 2023. Pursuant to Article 105 of the Articles of Association, each of Mr. Seow, Mr. Nyan, Mr. Fang and Mr. Qin shall hold office until the AGM. Being eligible, each of Mr. Seow, Mr. Nyan, Mr. Fang and Mr. Qin offers himself for re-election at the AGM, where resolutions will be proposed to re-elect (i) each of Mr. Seow, Mr. Nyan and Mr. Fang as a non-executive Director; and (ii) Mr. Qin as an executive Director.

Biographical details of Mr. Seow, Mr. Nyan, Mr. Fang and Mr. Qin are set out as follows:

Mr. Seow Kok Leong Terence (蕭國良), aged 53, was appointed as a non-executive Director on 28 December 2022. He is primarily responsible for participating in formulating the Company's corporate and business strategies.

Mr. Seow has acted as the chief executive officer of Jurong Port since September 2022. Mr. Seow served as the assistant chief executive officer of Enterprise Singapore from 2011 to 2014. From 2014 to August 2022, Mr. Seow served as the assistant chief executive officer of JTC Corporation. Mr. Seow graduated from the National University of Singapore with a Bachelor of Arts degree. He also has a master's degree in Public Administration from Columbia University, through a scholarship awarded by Enterprise Singapore. In 2018, Mr. Seow was awarded the Public Administration Medal (Silver) by the Government of Singapore in recognition of his contribution to the public service.

Mr. Nyan Ming Ren Francis (嚴明仁), aged 51, was appointed as a non-executive Director on 28 December 2022. He is primarily responsible for participating in formulating the Company's corporate and business strategies.

Mr. Nyan has acted as the chief financial officer of Jurong Port since October 2022. Mr. Nyan served in various roles at DBS Singapore from 1996 to 2019, he was the Managing Director and Head of Capital and Funding prior to leaving DBS Singapore. From 2019 to September 2022, he served as the Director of Treasury and Payment at JTC Corporation. Mr. Nyan graduated with a Bachelor of Arts degree (First Class Honours) from University of Oxford under DBS Overseas Scholarship Award. He attained his master's degree of arts with Benjamin Batson Gold Medal from the National University of Singapore. Mr. Nyan's professional qualifications include Chartered Financial Analyst, Financial Risk Manager and Singapore Chartered Accountant Qualification Programme.

LETTER FROM THE BOARD

Mr. Fang Lei (房磊), aged 52, was appointed as a non-executive Director on 28 December 2022. He is primarily responsible for participating in formulating the Company's corporate and business strategies.

Mr. Fang has a title of senior economist. He graduated from Shandong University in 1990 with a bachelor's degree in scientific socialism, and obtained a master's degree in law from the University of International Business and Economics in 2001. Mr. Fang has extensive experience in port management, and has been working in Rizhao Port Group since 1990. From August 2004 to November 2005, he served as the deputy head of the investment promotion section of the corporate development department of Rizhao Port Group. From November 2005 to April 2011, he served as the head of the investment promotion section of the corporate development department of Rizhao Port Group. From April 2011 to September 2011, he served as the assistant to the general manager of Rizhao Port Jurong Terminals Co., Ltd. From September 2011 to December 2016, he was appointed as the deputy general manager, financial controller and chairman of labor union of Rizhao Port Jurong Terminals Co., Ltd. From December 2016 to June 2018, he served as the deputy director of the corporate development department of Rizhao Port Co., Ltd. (presiding over the work). Mr. Fang has served as the director of the corporate development department of Rizhao Port from March 2019 to November 2022, and from November 2022 to present, he has served as Party Secretary and Executive Vice President of the Party School of Rizhao Port Co., Ltd.

Mr. Qin Yuning (秦玉宁), aged 49, was appointed as an executive Director and the Authorised Representative on 15 February 2023. He is primarily responsible for overseeing strategic development, overall operation and management of the Company.

Mr. Qin has over 17 years in the port industry. He has served as the deputy general manager of the Company since January 2023. From March 2020 to July 2021 and since November 2022, he has served as a member of the party committee and deputy general manager (executive level) of the Company. From July 2021 to November 2022, he served as a member of the party committee and deputy manager of the First Port Branch of Rizhao Port Co., Ltd. (日照港股份有限公司第一港務分公司). From April 2019 to March 2020, he served as a member of the party committee and deputy general manager of Rizhao Port Jurong Company (日照港裕廊公司). From August 2010 to April 2019, he served various positions in the Third Port Branch of Rizhao Port Co., Ltd. (日照港股份有限公司第三港務分公司), including member of the party committee and deputy manager, secretary and director of the party branch of the production dispatching center, director of the production scheduling center and head of the production and business department. From May 2005 to August 2010, he worked in the warehouse team and production and business department of Rizhao Port No. 3 Company (日照港三公司).

Mr. Qin obtained a bachelor's degree in management specialising in national economic management from Qingdao University.

LETTER FROM THE BOARD

The Company has entered into a service contract with each of Mr. Seow, Mr. Nyan and Mr. Fang in respect of their appointment as a non-executive Director, and Mr. Qin in respect of his appointment as an 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. Seow, Mr. Nyan and Mr. Fang will not receive any emoluments from the Company. They will receive their emoluments from Rizhao Port and Jurong Port Holding (collectively “**Shareholding Companies**”) because they hold positions at the Shareholding Companies. According to the service contract, Mr. Qin’s annual salary with the Company will be determined based on the business situation and performance completion of the Company. He will also be entitled to receive discretionary bonuses and other benefits as may be decided by the Remuneration Committee having regard to Company’s performance and his own performance.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Seow, Mr. Nyan, Mr. Fang and Mr. Qin (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.

In compliance with Rule 13.51 of the Listing Rules, the Company will make further announcement upon approval of the proposed re-election of the Directors by the Shareholders at the AGM as soon as possible.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 March 2023 in relation to the Proposed Amendments to the Articles of Association.

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. Accordingly, the Board proposes to make certain amendments to the existing Articles of Association to conform with the said core standards for shareholder protections and to incorporate other consequential and housekeeping amendments. The specific amendments are set out in Appendix I to this circular.

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

LETTER FROM THE BOARD

4. BUDGET PLAN OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2023

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 2023. The financial budget of the Company for 2023 (including operating costs, sales expenses, management expenses and finance costs) is expected to be controlled at approximately RMB549 million.

5. REMUNERATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND SUPERVISORS FOR THE YEAR OF 2022

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 2022 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:

2022 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. Zhang Feng	Executive Director	875	
Mr. Cui Liang	Chairman of the Board and non-executive Director	0	
Mr. Ooi Boon Hoe	Non-executive Director	0	(resigned on 17 October 2022)
Mr. Pay Cher Wee	Non-executive Director	0	(resigned on 17 October 2022)
Mr. Jiang Zidan	Non-executive Director	0	(resigned on 17 October 2022)
Mr. Seow Kok Leong Terence	Non-executive Director	0	(appointed on 28 December 2022)
Mr. Nyan Ming Ren Francis	Non-executive Director	0	(appointed on 28 December 2022)
Mr. Fang Lei	Non-executive Director	0	(appointed on 28 December 2022)

LETTER FROM THE BOARD

Name	Position	Annual remuneration (before tax) <i>RMB'000</i>	Note
Mr. Chen Lei	Non-executive Director		
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	
		<hr/>	
Total		<u><u>1,055</u></u>	

2022 Annual Remuneration for the Supervisors

Name	Position	Annual remuneration (before tax) <i>RMB'000</i>	Note
Mr. Wang Wei	Chairman of the Supervisory Committee and employee representative Supervisor	64	(resigned on 2 August 2022)
Mr. Gao Zhiyuan	Chairman of the Supervisory Committee and employee representative Supervisor	118	(appointed as the employee representative Supervisor on 2 August 2022 and appointed as the Chairman on 19 August 2022)
Mr. Li Weiqing	Supervisor	0	
Mr. Tham Wai Kong	Supervisor	0	
		<hr/>	
Total		<u><u>182</u></u>	

LETTER FROM THE BOARD

Certain non-executive directors and supervisors did not receive any emoluments from the Company during the year ended 31 December 2022. 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 and was determined having regard to, among other things, the Company’s operating results, individual performance, and industry and market practice.

6. 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.

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.

7. PROPOSALS FOR DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.024 per share (tax inclusive) for the year ended 31 December 2022 to all Shareholders whose names appear on the register of members of the Company on 30 May 2023, 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 31 July 2023.

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.

LETTER FROM THE BOARD

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.

8. AGM

The AGM will be held at 10:00 a.m. on Thursday, 18 May 2023 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 41 to 45 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.

9. CLOSURE OF REGISTER OF MEMBERS

As stated in the annual results announcement of the Company dated 31 March 2023, 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, 12 May 2023 to Thursday, 18 May 2023 (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, 11 May 2023.

LETTER FROM THE BOARD

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 Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (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, 30 May 2023 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, 23 May 2023.

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

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.
Cui Liang
Chairman

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Original Articles	Amended Articles
<p>Article 12 The business scope of the Company is: operation of terminal and other port facilities; provision of cargo handling and warehouse services in the port area; rental, repair and operation of port machinery, facilities and equipment; fresh water supply (carry out operations with a valid Permit for Port Operation and within the scope approved by the permit); cargo transportation agency; cargo stowage.</p> <p>The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its business scope and complete relevant formalities of industry and commerce administration registration for such an adjustment according to relevant provisions.</p>	<p>Article 12 The business scope of the Company is: operation of terminal and other port facilities; provision of cargo handling and warehouse services in the port area; rental, repair and operation of port machinery, facilities and equipment; fresh water supply (carry out operations with a valid Permit for Port Operation and within the scope approved by the permit); cargo transportation agency; cargo stowage. The businesses that are required to be approved according to the laws shall only be carried out after the approval by the relevant departments in accordance with the approved scope.</p> <p>The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its business scope and complete relevant formalities of industry and commerce administration registration for such an adjustment according to relevant provisions.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 13 There shall, at all times, be ordinary shares in the Company. Ordinary shares issued by the Company include domestic shares and foreign shares. With the approval of the company approval authority authorized by the State Council, the Company may create different classes of shares when needed.</p> <p>If the Company creates any other class of shares, it shall specify the priority of rights concerning each class of shares in distribution of dividends or any other forms of distributions. If the share capital of the Company includes shares without voting rights, then the said shares shall be marked with “without voting right”. If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be marked with “restricted voting right” or “limited voting right”.</p>	<p>Article 13 There shall, at all times, be ordinary shares in the Company. Ordinary shares issued by the Company include domestic shares and foreign shares. With the approval of the company approval authority authorized by the State Council, the Company may create different classes of shares when needed.</p> <p>If the Company creates any other class of shares, it shall specify the priority of rights concerning each class of shares in distribution of dividends or any other forms of distributions. If the share capital of the Company includes shares without voting rights, then the said shares shall be marked with “without voting right”. If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be marked with “restricted voting right” or “limited voting right”.</p>

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<p>Article 15 The Company shall issue shares in an open, fair and just manner, and each share of the same category shall have the same right.</p> <p>All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.</p> <p>Domestic shares and overseas listed shares issued by the Company shall have the same right in any distribution of dividend or other forms of distributions. The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Company.</p>	<p>Article 15 The Company shall issue shares in an open, fair and just manner, and each share of the same category shall have the same right.</p> <p>All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.</p> <p>Domestic shares and overseas listed shares issued by the Company shall have the same right in any distribution of dividend or other forms of distributions. The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Company.</p>
<p>Article 31 The price of shares which the Company has the right to repurchase for redemption shall not exceed a specific price limit if the repurchase is not made through the market or by tender. If the repurchase is made by tender, tender shall be available to all shareholders on equal conditions.</p>	<p>Article 31 The price of shares which the Company has the right to repurchase for redemption shall not exceed a specific price limit if the repurchase is not made through the market or by tender. If the repurchase is made by tender, tender shall be available to all shareholders on equal conditions.</p>

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<p>Article 34 Unless the Company is under liquidation, the Company shall observe the following provisions when repurchasing its outstanding shares:</p> <p>(I) If the Company repurchases its shares at par value, the payment shall be deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares;</p> <p>(II) If the Company repurchases its shares above par value, the part equivalent to the par value shall be deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares; the part above the par value shall be processed as follows:</p> <ol style="list-style-type: none"> 1. deducted from the book balance of distributable profit of the Company if the shares repurchased were issued at par value; 2. deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares if the shares repurchased were issued above par value; but the amount deducted from the proceeds from issue of new shares shall not exceed the total premium obtained at the time of issue of the old shares repurchased and shall not exceed the amount (including premium from issue of new shares) in the premium account (or capital reserve account) of the Company at the time of repurchase; 	<p>Article 343 Unless the Company is under liquidation, the Company shall observe the following provisions when repurchasing its outstanding shares:</p> <p>(I) If the Company repurchases its shares at par value, the payment shall be deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares;</p> <p>(II) If the Company repurchases its shares above par value, the part equivalent to the par value shall be deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares; the part above the par value shall be processed as follows:</p> <ol style="list-style-type: none"> 1. deducted from the book balance of distributable profit of the Company if the shares repurchased were issued at par value; 2. deducted from the book balance of distributable profit of the Company and the proceeds from issue of new shares for repurchasing old shares if the shares repurchased were issued above par value; but the amount deducted from the proceeds from issue of new shares shall not exceed the total premium obtained at the time of issue of the old shares repurchased and shall not exceed the amount (including premium from issue of new shares) in the premium account (or capital reserve account) of the Company at the time of repurchase;

Original Articles	Amended Articles
<p>(III) The monies paid by the Company for the following purposes shall be deducted from the distributable profit of the Company: 1. acquisition of the rights to repurchase its shares; 2. variation of any contracts for the repurchase of its shares; 3. release from its obligations under any repurchase contracts.</p> <p>(IV) After the aggregate par value of the cancelled shares is deducted from the registered capital of the Company pursuant to relevant provisions, the amount deducted from the distributable profit for paying the par value of the shares repurchased shall be stated in the premium account (or capital reserve account) of the Company.</p> <p>In respect of redeemable shares that the issuer is entitled to repurchase:</p> <p>(1) the price shall not exceed a specific price limit if such shares are not repurchased through the market or by tender; and</p> <p>(2) if the repurchase is made by tender, tender shall be available to all shareholders on equal conditions.</p>	<p>(III) The monies paid by the Company for the following purposes shall be deducted from the distributable profit of the Company: 1. acquisition of the rights to repurchase its shares; 2. variation of any contracts for the repurchase of its shares; 3. release from its obligations under any repurchase contracts.</p> <p>(IV) After the aggregate par value of the cancelled shares is deducted from the registered capital of the Company pursuant to relevant provisions, the amount deducted from the distributable profit for paying the par value of the shares repurchased shall be stated in the premium account (or capital reserve account) of the Company.</p> <p>In respect of redeemable shares that the issuer is entitled to repurchase:</p> <p>(1) — the price shall not exceed a specific price limit if such shares are not repurchased through the market or by tender; and</p> <p>(2) — if the repurchase is made by tender, tender shall be available to all shareholders on equal conditions.</p>

Original Articles	Amended Articles
<p>Article 42 Subject to these Articles of Association and all the other applicable provisions, once the shares of the Company are transferred, the name of the transferee shall be listed in the register of shareholders as the holder of the said shares.</p> <p>All transfer instruments and other documents relating to or affecting the ownership of any H Shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the Hong Kong Stock Exchange.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as joint holders of the said shares subject to the following restrictions:</p> <p>(I) the restricted number of holders jointly registered shall not exceed four if the Company is entitled to restrict the number of shareholders of joint holder account;</p> <p>(II) all joint holders of any shares shall jointly and severally assume obligations for all amounts payable for relevant shares;</p>	<p>Article 421 Subject to these Articles of Association and all the other applicable provisions, once the shares of the Company are transferred, the name of the transferee shall be listed in the register of shareholders as the holder of the said shares.</p> <p>All transfer instruments and other documents relating to or affecting the ownership of any H Shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the Hong Kong Stock Exchange.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as joint holders of the said shares subject to the following restrictions:</p> <p>(I) — the restricted number of holders jointly registered shall not exceed four if the Company is entitled to restrict the number of shareholders of joint holder account;</p> <p>(IH) all joint holders of any shares shall jointly and severally assume obligations for all amounts payable for relevant shares;</p>

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<p>(III) if one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of the relevant shareholder where it deems appropriate to do so; and</p>	<p>(III) if one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of the relevant shareholder where it deems appropriate to do so; and</p>
<p>(IV) among the joint holders of any shares, only the joint holder that is listed first in the register of shareholders shall be entitled to take relevant shares, receive notices of the Company, and attend the shareholders’ general meetings of the Company or exercise the full voting right of the relevant shares. Any notice served to the aforesaid person shall be deemed as having been served to all the joint holders of the relevant shares. Any one of the joint holders may sign a proxy authorization form, but if more than one joint holder attends the shareholders’ general meeting in person or by proxy, the resolution made by the joint holder with priority shall be accepted as the sole resolution made on behalf of other joint holders (regardless of whether it is made in person or by proxy). In this respect, the priority of shareholders shall be determined according to the order of ranking of the joint holders of relevant shares in the register of shareholders.</p>	<p>(III) among the joint holders of any shares, only the joint holder that is listed first in the register of shareholders shall be entitled to take relevant shares, receive notices of the Company, and attend the shareholders’ general meetings of the Company or exercise the full voting right of the relevant shares. Any notice served to the aforesaid person shall be deemed as having been served to all the joint holders of the relevant shares. Any one of the joint holders may sign a proxy authorization form, but if more than one joint holder attends the shareholders’ general meeting in person or by proxy, the resolution made by the joint holder with priority shall be accepted as the sole resolution made on behalf of other joint holders (regardless of whether it is made in person or by proxy). In this respect, the priority of shareholders shall be determined according to the order of ranking of the joint holders of relevant shares in the register of shareholders.</p>

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<p>Article 46 All transfers of overseas listed foreign shares shall be executed with a written transfer instrument in a general or common format or any other format acceptable to the Board (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time); the written transfer instrument may be signed under hand, or (if the transferor or the transferee is a company) by the corporate seal. Where the transferor or transferee of the Company’s shares is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) as defined under the laws of Hong Kong or its agents, the written transfer instrument may be signed in a machine-printed form.</p> <p>All overseas listed foreign shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with these Articles of Association. However, the Board may refuse to recognize any transfer instrument without providing any reason, unless:</p> <p>(I) the transfer instrument and other documents relating to or likely affecting the ownership of any shares shall be registered, and the payment therefor shall not exceed the maximum payment specified in the Listing Rules by the Hong Kong Stock Exchange from time to time;</p> <p>(II) the transfer instrument only involves overseas listed foreign shares listed in Hong Kong;</p> <p>(III) the stamp tax payable on the transfer instrument has been paid;</p>	<p>Article 465 All transfers of overseas listed foreign shares shall be executed with a written transfer instrument in a general or common format or any other format acceptable to the Board (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time); the written transfer instrument may be signed under hand, or (if the transferor or the transferee is a company) by the corporate seal. Where the transferor or transferee of the Company’s shares is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) as defined under the laws of Hong Kong or its agents, the written transfer instrument may be signed in a machine-printed form.</p> <p>All overseas listed foreign shares listed in Hong Kong for which full payment has been made may be transferred freely in accordance with these Articles of Association. However, the Board may refuse to recognize any transfer instrument without providing any reason, unless:</p> <p>(I) the transfer instrument and other documents relating to or likely affecting the ownership of any shares shall be registered, and the payment therefor shall not exceed the maximum payment specified in the Listing Rules by the Hong Kong Stock Exchange from time to time;</p> <p>(H) the transfer instrument only involves overseas listed foreign shares listed in Hong Kong;</p> <p>(HII) the stamp tax payable on the transfer instrument has been paid;</p>

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<p>(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;</p>	<p>(VIII)the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;</p>
<p>(V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;</p>	<p>(V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;</p>
<p>(VI) the Company does not have any lien over the relevant shares; and</p>	<p>(VII)the Company does not have any lien over the relevant shares; and</p>
<p>(VII) no transfer shall be made to minors or persons of unsound mind or others under legal disability.</p>	<p>(VIII)no transfer shall be made to minors or persons of unsound mind or others under legal disability.</p>
<p>Where the Board refuses to register any transfer of shares, the Company shall provide the transferor and the transferee with a notification of refusal in relation to registration of transfer of shares within two months from the date on which the application for the transfer is officially filed. All transfer instruments shall be maintained at the statutory address of the Company or such places as the Board may designate from time to time.</p>	<p>Where the Board refuses to register any transfer of shares, the Company shall provide the transferor and the transferee with a notification of refusal in relation to registration of transfer of shares within two months from the date on which the application for the transfer is officially filed. All transfer instruments shall be maintained at the statutory address of the Company or such places as the Board may designate from time to time.</p>

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<p>Article 56 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) to receive dividends and other distributions in proportion to the number of shares they hold;</p> <p>(II) to lawfully require, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to vote thereat as per their shareholdings;</p> <p>(III) to supervise, present suggestions on or make inquiries about the business activities of the Company;</p> <p>(IV) to transfer, gift or pledge their shares in accordance with laws, administrative regulations and these Articles of Association;</p> <p>(V) to obtain relevant information in accordance with these Articles of Association, including:</p> <p>1. to obtain a copy of these Articles of Association, subject to payment of a reasonable charge;</p>	<p>Article 565 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) to speak and vote at general meetings, unless required by the Listing Rules to abstain from voting on individual matters;</p> <p>(II) to receive dividends and other distributions in proportion to the number of shares they hold;</p> <p>(III) to lawfully require, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to vote thereat as per their shareholdings;</p> <p>(IV) to supervise, present suggestions on or make inquiries about the business activities of the Company;</p> <p>(V) to transfer, gift or pledge their shares in accordance with laws, administrative regulations and these Articles of Association;</p> <p>(VI) to obtain relevant information in accordance with these Articles of Association, including:</p> <p>1. to obtain a copy of these Articles of Association, subject to payment of a reasonable charge;</p>

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<p>2. to inspect for free or inspect and copy, subject to payment of a reasonable charge.</p> <p>(1) a copy of register of all classes of shareholders;</p> <p>(2) personal particulars of each of directors, supervisors, general manager and other senior management members of the Company, including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and positions;</p> <p>(e) identity document and numbers thereof.</p>	<p>2. to inspect for free or inspect and copy, subject to payment of a reasonable charge.</p> <p>(1) a copy of register of all classes of shareholders (the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance);</p> <p>(2) personal particulars of each of directors, supervisors, general manager and other senior management members of the Company, including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and positions;</p> <p>(e) identity document and numbers thereof.</p>

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(3) report on the state of the issued share capital of the Company;	(3) report on the state of the issued share capital of the Company;
(4) latest audited financial statements of the Company, and the reports of the Board, auditors, and the Supervisory Committee;	(4) latest audited financial statements of the Company, and the reports of the Board, auditors, and the Supervisory Committee;
(5) special resolutions of the Company;	(5) special resolutions of the Company;
(6) report (with a breakdown of domestic shares and foreign shares) showing the quantity and par value, aggregate costs incurred, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year;	(6) report (with a breakdown of domestic shares and foreign shares) showing the quantity and par value, aggregate costs incurred, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year;
(7) minutes of shareholders' general meetings (for shareholders' inspection only);	(7) minutes of shareholders' general meetings (for shareholders' inspection only);
(8) register of corporate bonds, minutes of shareholders' general meetings (for shareholders' inspection only), special resolutions of shareholders' general meetings, resolutions of the Board and resolutions of the Supervisory Committee of the Company;	(8) register of corporate bonds, minutes of shareholders' general meetings (for shareholders' inspection only), special resolutions of shareholders' general meetings, resolutions of the Board and resolutions of the Supervisory Committee of the Company;
(9) copy of the latest annual inspection report filed with the State Administration for Industry & Commerce of the People's Republic of China or other competent authorities.	(9) copy of the latest annual inspection report filed with the State Administration for Industry & Commerce of the People's Republic of China or other competent authorities.
<p>Except for documents mentioned in (2), the Company shall keep all documents stated in (1) to (9) above and any other applicable documents at its domicile in Hong Kong according to the requirements of the Main Board Listing Rules for the inspection of the public and holders of overseas listed foreign shares free of charge. The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p>	<p>Except for documents mentioned in (2), the Company shall keep all documents stated in (1) to (9) above and any other applicable documents at its domicile in Hong Kong according to the requirements of the Main Board Listing Rules for the inspection of the public and holders of overseas listed foreign shares free of charge. The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p>

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<p>(VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;</p>	<p>(VII) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;</p>
<p>(VII) to require the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the shareholders’ general meeting of the Company;</p>	<p>(VIII) to require the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the shareholders’ general meeting of the Company;</p>
<p>(VIII) for shareholder(s) severally or jointly holding more than 3% shares of the Company, to submit written provisional proposals to the Board 10 days before a shareholders’ general meeting is convened;</p>	<p>(IX) for shareholder(s) severally or jointly holding more than 3% shares of the Company, to submit written provisional proposals to the Board 10 days before a shareholders’ general meeting is convened;</p>
<p>(IX) to enjoy other rights stipulated by laws, administrative regulations, departmental rules or these Articles of Association.</p>	<p>(X) to enjoy other rights stipulated by laws, administrative regulations, departmental rules or these Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 65 Shareholders requesting the convening of extraordinary shareholders’ general meetings or class meetings shall follow the procedures listed below:</p> <p>(I) Two or more shareholders individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board to convene an extraordinary shareholders’ general meeting or a class meeting and stating the subject of the meeting. The Board shall convene an extraordinary shareholders’ general meeting or a class meeting as soon as possible after having received the aforesaid written request. The aforesaid shareholding shall be calculated as of the day on which the written request is made.</p>	<p>Article 654 Shareholders requesting the convening of extraordinary shareholders’ general meetings or class meetings extraordinary general meetings shall follow the procedures listed below:</p> <p>(I) Two or more One or more shareholders individually or jointly holding 10% or more not less than 10% or more of the shares (on the basis of one vote per share) carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board to convene an extraordinary shareholders’ general meeting or a class meeting an extraordinary general meeting and stating the subject of the meeting. Such shareholders shall also be entitled to add resolutions to the agenda of the relevant shareholders’ general meeting. The Board shall convene an extraordinary shareholders’ general meeting or a class meeting an extraordinary general meeting as soon as possible after having received the aforesaid written request. The aforesaid shareholding shall be calculated as of the day on which the written request is made.</p>

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<p>(II) If the Board fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary shareholders' general meeting or class meeting.</p> <p>(III) If the Supervisory Committee fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, shareholders, for more than 90 consecutive days, individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may convene the meeting of their own accord within four months upon the Board having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which the shareholders' general meetings are to be convened by the Board.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board and the Supervisory Committee to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owed by the Company to the delinquent directors and supervisors.</p>	<p>(II) If the Board fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, the shareholders who made such request may request the Supervisory Committee to convene the extraordinary shareholders' general meeting or class meeting.</p> <p>(III) If the Supervisory Committee fails to issue a notice of convening such meeting within 30 days upon receipt of the above written request, shareholders, for more than 90 consecutive days, individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held who have requested an extraordinary general meeting in accordance with paragraph (I) of this Article may convene the meeting of their own accord within four months upon the Board having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which the shareholders' general meetings are to be convened by the Board.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board and the Supervisory Committee to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owed by the Company to the delinquent directors and supervisors.</p>

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<p>Article 67 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> <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 shareholder’s 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>Article 676 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 2021 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> <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 2021 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 shareholder’s 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>

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<p>Article 73 The form appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote.</p> <p>Where such proxy form is signed by another person as authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the form appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall be entitled to attend the shareholders’ general meeting of the Company as the representative of such legal person.</p>	<p>Article 732 The form appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote.</p> <p>Where such proxy form is signed by another person as authorized by the appointer, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the form appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the appointer is a legal person, its legal representative or a person authorized by the Board or other decision-making body shall be entitled to attend the shareholders’ general meeting of the Company as the representative of such legal person.</p>

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<p>Where the said shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one person is so authorized, the power of attorney shall clearly state the number and class of shares for which each person is so authorized and shall be signed by the authorized personnel appointed by the recognized clearing house. The persons so authorized may represent the recognized clearing house (or its agent) to exercise the rights at any meeting (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization), as if such person were an individual shareholder of the Company.</p>	<p>Where the said shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinance enacted from time to time in Hong Kong, the shareholder may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one person is so authorized, the power of attorney shall clearly state the number and class of shares for which each person is so authorized and shall be signed by the authorized personnel appointed by the recognized clearing house. The persons so authorized may represent the recognized clearing house (or its agent) to exercise the rights at any meeting (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization), as if such person were an individual shareholder of the Company.</p> <p>If such shareholder is Hong Kong Securities Clearing Company Limited, such shareholder is entitled to appoint proxies or corporate representatives to attend shareholders' general meetings and meetings of creditors, and such proxies or corporate representatives have the same statutory rights as other shareholders, including the right to speak and vote.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 91 Holders of different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations according to the laws, administrative regulations and these Articles of Association.</p> <p>Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. If the share capital of the Company includes shares without voting rights, then the said shares shall be marked with “without voting right”.</p> <p>If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be marked with “restricted voting right” or “limited voting right”.</p>	<p>Article 910 Holders of different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations according to the laws, administrative regulations and these Articles of Association.</p> <p>Apart from holders of other classes of shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. If the share capital of the Company includes shares without voting rights, then the said shares shall be marked with “without voting right”.</p> <p>If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be marked with “restricted voting right” or “limited voting right”.</p>
<p>Article 95 Resolutions of a class meeting shall be approved by votes representing more than two thirds of voting rights of shareholders of that class present at the meeting who, in accordance with Article 94 of these Articles of Association, are entitled to vote at the meeting.</p>	<p>Article 954 Resolutions of a class meeting shall be approved by votes representing more than two thirds of voting rights of shareholders of that class present at the meeting (where the quorum for such meeting shall be holders of at least one third of the issued shares of the class) who, in accordance with Article 943 of these Articles of Association, are entitled to vote at the meeting.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 105 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board. The Board will disclose relevant information within two days.</p> <p>If any director resigns so that the membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules and these Articles of Association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, a director’s resignation shall be effective when his/her resignation is served to the Board.</p> <p>Subject to relevant laws and regulations, and regulatory rules of the place where the Company’s shares are listed, if the Board appoints a new director to fill a temporary vacancy, the appointed director shall be subject to election by shareholders at the first shareholders’ general meeting after the appointment.</p>	<p>Article 1054 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board. The Board will disclose relevant information within two days.</p> <p>If any director resigns so that the membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules and these Articles of Association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, a director’s resignation shall be effective when his/her resignation is served to the Board.</p> <p>Subject to relevant laws and regulations, and regulatory rules of the place where the Company’s shares are listed, if the Board appoints a new director to fill a temporary vacancy, the appointed director shall be subject to election by shareholders at the first annual shareholders² general meeting after the appointment.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Any person appointed as director by the Board to fill a temporary vacancy or add the quota of directors of the Board shall serve until the next annual general meeting of the Company, at which time the said person is eligible for re-election.</p> <p>The Company is entitled to dismiss any director (including managing director or other executive director) within his/her term of office by an ordinary resolution at the shareholders’ general meeting provided that no provision is made in laws (however, the claim of such director for damage compensation under any contract shall not be affected).</p> <p>A notice of the intention to elect a person as director and a notice by that person indicating his/her acceptance of such election shall be given to the Company at least 7 days in advance.</p> <p>The period of the aforesaid notice shall commence on the date on which the Company issues the notice of meeting for the election and shall end no later than 7 days (or earlier) prior to the date appointed for the meeting.</p>	<p>Any person appointed as director by the Board to fill a temporary vacancy or add the quota of directors of the Board shall serve until the next annual general meeting of the Company first annual general meeting of the Company after the appointment, at which time the said person is eligible for re-election.</p> <p>The Company is entitled to dismiss any director (including managing director or other executive director) within his/her term of office by an ordinary resolution at the shareholders’ general meeting provided that no provision is made in laws (however, the claim of such director for damage compensation under any contract shall not be affected).</p> <p>A notice of the intention to elect a person as director and a notice by that person indicating his/her acceptance of such election shall be given to the Company at least 7 days in advance.</p> <p>The period of the aforesaid notice shall commence on the date on which the Company issues the notice of meeting for the election and shall end no later than 7 days (or earlier) prior to the date appointed for the meeting.</p>

Original Articles	Amended Articles
<p>Article 123 Under the Board are three special committees, i.e. Audit Committee, Remuneration Committee and Nomination Committee, whose composition and rules of procedures are resolved separately by the Board. The Board may establish other special committees as required. As ad hoc committees under the Board which provide advice and consulting for the Board on important decisions, these special committees shall not make any decision in the name of the Board. However, the committees may exercise the right to make decision according to the special authorization of the Board. The three special committees are:</p> <p>.....</p> <p>(II) Remuneration Committee whose major duties include: to propose recommendations to the Board with respect to the overall remuneration policies and structures for the directors and senior management of the Company and the establishment of formal and transparent procedures for formulation of remuneration policies; to give advice to the Board on certain remuneration packages of all executive directors and senior management, including non-monetary benefits, pension rights and compensation amounts (including the compensation for the loss or termination of office or appointment), and the remuneration of non-executive directors; to review and approve the recommendations on remuneration of management with reference to the corporate goals as approved by the Board from time to time;</p>	<p>Article 1232 Under the Board are three special committees, i.e. Audit Committee, Remuneration Committee and Nomination Committee, whose composition and rules of procedures are resolved separately by the Board. The Board may establish other special committees as required. As ad hoc committees under the Board which provide advice and consulting for the Board on important decisions, these special committees shall not make any decision in the name of the Board. However, the committees may exercise the right to make decision according to the special authorization of the Board. The three special committees are:</p> <p>.....</p> <p>(II) Remuneration Committee whose major duties include: to propose recommendations to the Board with respect to the overall remuneration policies and structures for the directors and senior management of the Company and the establishment of formal and transparent procedures for formulation of remuneration policies; to assess performance of executive directors, and review and approve the executive directors’ compliance with the terms of their contracts; to give advice to the Board on certain remuneration packages of all executive directors and senior management, including non-monetary benefits, pension rights and compensation amounts (including the compensation for the loss or termination of office or appointment), and the remuneration of non-executive directors; to review and approve the recommendations on remuneration of management with reference to the corporate goals as approved by the Board from time to time;</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>to review and approve the compensation that should be paid to executive directors and senior management for any loss or termination of their office or appointment, so as to ensure the said compensation conforms to the terms of relevant contract; in case of any inconformity, the said compensation shall be fair and reasonable and will not result in excessive burden to listed companies; to review and approve the compensation arrangement in connection with dismissal or removal of relevant directors for their misconduct, so as to ensure such arrangement conforms to relevant contract terms; in case of any inconformity, relevant compensation shall be reasonable and appropriate; to ensure that any director or any of his/her associates does not participate in the determination of his/her own remuneration.</p> <p>.....</p>	<p>to review and approve the compensation that should be paid to executive directors and senior management for any loss or termination of their office or appointment, so as to ensure the said compensation conforms to the terms of relevant contract; in case of any inconformity, the said compensation shall be fair and reasonable and will not result in excessive burden to listed companies; to review and approve the compensation arrangement in connection with dismissal or removal of relevant directors for their misconduct, so as to ensure such arrangement conforms to relevant contract terms; in case of any inconformity, relevant compensation shall be reasonable and appropriate; to ensure that any director or any of his/her associates does not participate in the determination of his/her own remuneration; to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.</p> <p>.....</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 150 If directors, supervisors, the general manager and other senior management members of the Company have any direct or indirect interests in any contract, transaction or arrangement already concluded or under planning with the Company, they shall responsibly disclose the nature and extent of the said interests to the Board regardless whether the relevant matters are subject to approval by the Board in normal circumstances.</p> <p>Unless under the exceptional circumstances specifically provided in the Articles of Association approved by the Hong Kong Stock Exchange, a director shall not vote on any resolution of the Board which approves the contract, transaction or arrangement or any other relevant suggestions where he/she or his/her close associates (as defined in the applicable Hong Kong Stock Exchange Listing Rules which come into effect from time to time) own a material interest; and shall not be included into the quorum of the meeting. Unless the directors, supervisors, the general manager and other senior management members of the Company having material interests have disclosed the said interests to the Board as per paragraph 1 herein, and the matter has been approved by the Board at a meeting in which they were not counted in the quorum and were abstained from voting, our Company shall have the right to cancel such contract, transaction or arrangement, save for the circumstance in which the other parties are bona fide parties uninformed of the default of the said directors, supervisors, the general manager and other senior management members.</p>	<p>Article 15049 If directors, supervisors, the general manager and other senior management members of the Company have any direct or indirect interests in any contract, transaction or arrangement already concluded or under planning with the Company, they shall responsibly disclose the nature and extent of the said interests to the Board regardless whether the relevant matters are subject to approval by the Board in normal circumstances.</p> <p>Unless under the exceptional circumstances specifically provided in the Articles of Association approved by the Hong Kong Stock Exchange Hong Kong Stock Exchange Listing Rules, a director shall not vote on any resolution of the Board which approves the contract, transaction or arrangement or any other relevant suggestions where he/she or his/her close associates (as defined in the applicable Hong Kong Stock Exchange Listing Rules which come into effect from time to time) own a material interest; and shall not be included into the quorum of the meeting. Unless the directors, supervisors, the general manager and other senior management members of the Company having material interests have disclosed the said interests to the Board as per paragraph 1 herein, and the matter has been approved by the Board at a meeting in which they were not counted in the quorum and were abstained from voting, our Company shall have the right to cancel such contract, transaction or arrangement, save for the circumstance in which the other parties are bona fide parties uninformed of the default of the said directors, supervisors, the general manager and other senior management members.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>If the Related Persons of the directors, supervisors, the general manager and other senior management members of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the general manager and other senior management members shall be deemed as having interests.</p>	<p>If the Related Persons of the directors, supervisors, the general manager and other senior management members of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, the general manager and other senior management members shall be deemed as having interests.</p>
<p>Article 170 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>	<p>Article 170 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>
<p>Article 171 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares in Hong Kong. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p>	<p>Article 171169 The Company shall appoint a payment receiving agent for holders of overseas listed foreign shares in Hong Kong. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>The payment receiving agent appointed by the Company for holders of overseas listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised six years after the declaration of such dividends.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas listed foreign shares, provided that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, the Company may exercise such right when the dividend warrants have failed to be delivered initially and after the dividend warrants have been returned.</p>	<p>The payment receiving agent appointed by the Company for holders of overseas listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which are not claimed by anyone but such right can only be exercised six years after the declaration of such dividends.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas listed foreign shares, provided that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, the Company may exercise such right when the dividend warrants have failed to be delivered initially and after the dividend warrants have been returned.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>In relation to the exercise of right to issue warrants to unregistered bearer, no warrant thereof shall be issued to replace the one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the right to sell the shares of holders of overseas listed foreign shares with whom it loses contact, in a manner as its Board of Directors deems appropriate, subject to the following conditions:</p> <p>(I) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and</p> <p>(II) Upon expiry of the 12-year period, the Company publishes an announcement on one or more newspapers in the place where the Company is listed, stating its intention to sell the shares, and notifies the Hong Kong Stock Exchange of such intention.</p>	<p>In relation to the exercise of right to issue warrants to unregistered bearer, no warrant thereof shall be issued to replace the one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the right to sell the shares of holders of overseas listed foreign shares with whom it loses contact, in a manner as its Board of Directors deems appropriate, subject to the following conditions:</p> <p>(I) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and</p> <p>(II) Upon expiry of the 12-year period, the Company publishes an announcement on one or more newspapers in the place where the Company is listed, stating its intention to sell the shares, and notifies the Hong Kong Stock Exchange of such intention.</p>
<p>Article 179 The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by the shareholders' general meeting.</p>	<p>Article 1797 The appointment, removal and remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided approved by the shareholders' general meeting approved by a majority of the voting rights held by the shareholders (including their proxies) attending the shareholders' general meeting.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 182 Notices of the Company may be delivered by the following means:</p> <p>(I) by personal delivery;</p> <p>(II) by post;</p> <p>(III) by fax or email;</p> <p>(IV) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company’s shares are listed;</p> <p>(V) by way of announcement;</p> <p>(VI) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</p> <p>(VII) by any other means as approved by relevant regulatory authorities at the places where the Company’s shares are listed or as specified in these Articles of Association.</p> <p>.....</p> <p>If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.</p>	<p>Article 1820 Notices of the Company may be delivered by the following means:</p> <p>(I) by personal delivery;</p> <p>(II) by post;</p> <p>(III) by fax or email;</p> <p>(IV) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company’s shares are listed;</p> <p>(V) by way of announcement;</p> <p>(VI) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</p> <p>(VII) by any other means as approved by relevant regulatory authorities at the places where the Company’s shares are listed or as specified in these Articles of Association.</p> <p>.....</p> <p>If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>Article 190 In any of the following circumstances, the Company shall be dissolved:</p> <p>(I) a special resolution on dissolution is passed at a shareholders’ general meeting;</p> <p>(II) dissolution is necessary due to a merger or division of the Company;</p> <p>(III) its business license is revoked, or it is ordered to close up or to be revoked according to laws;</p> <p>(IV) the Company is ordered to close down according to laws due to its violation of laws or administrative regulations;</p>	<p>Article 19088 In any of the following circumstances, the Company shall be dissolved:</p> <p>(I) a special resolution on dissolution is passed at a shareholders’ general meeting (such resolution shall be passed by a vote of at least two thirds of the total voting rights of the shareholders present and voting in person or by proxy at the shareholders’ general meeting);</p> <p>(II) dissolution is necessary due to a merger or division of the Company;</p> <p>(III) its business license is revoked, or it is ordered to close up or to be revoked according to laws;</p> <p>(IV) the Company is ordered to close down according to laws due to its violation of laws or administrative regulations;</p>

APPENDIX I DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
<p>(V) where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the people’s court to dissolve the Company;</p>	<p>(V) where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the people’s court to dissolve the Company;</p>
<p>(VI) the Company is declared insolvent according to law because it is unable to pay its debts as they fall due;</p>	<p>(VI) the Company is declared insolvent according to law because it is unable to pay its debts as they fall due;</p>
<p>(VII) The term of operation specified in these Articles of Association expires or any other circumstance for dissolution specified in these Articles of Association arises.</p>	<p>(VII) The term of operation specified in these Articles of Association expires or any other circumstance for dissolution specified in these Articles of Association arises.</p>
<p>In the circumstance set out in (VII) above, the Company may continue to subsist by amending these Articles of Association.</p>	<p>In the circumstance set out in (VII) above, the Company may continue to subsist by amending these Articles of Association.</p>

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

NOTICE OF ANNUAL GENERAL MEETING



(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 Thursday, 18 May 2023 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 27 April 2023 in relation to the AGM:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. Seow Kok Leong Terence as a non-executive director of the Company.
2. To consider and approve the proposed re-election of Mr. Nyan Ming Ren Francis as a non-executive director of the Company.
3. To consider and approve the proposed re-election of Mr. Fang Lei as a non-executive director of the Company.
4. To consider and approve the proposed re-election of Mr. Qin Yuning as an executive director of the Company.
5. To consider and approve the 2022 annual report and annual results for the year ended 31 December 2022 of the Company.
6. To consider and approve the budget plan of the Company for the year ending 31 December 2023.
7. To consider and approve the audited financial statements and report of the auditor of the Company for the year ended 31 December 2022. (Please refer to the “Independent Auditor’s Report” in the 2022 annual report of the Company for details.)

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the report of the board (the “**Board**”) of directors of the Company (the “**Directors**”) for the year ended 31 December 2022. (Please refer to the “Directors’ Report” in the 2022 annual report of the Company for details.)
9. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022. (Please refer to the “Supervisors’ Report” in the 2022 annual report of the Company for details.)
10. To consider and approve the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the year of 2023 and to authorise the Board to fix the remuneration thereof.
11. 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 2022.
12. To declare a final dividend of RMB0.024 per Share (tax inclusive) for the year ended 31 December 2022.

SPECIAL RESOLUTIONS

13. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
 - (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.
14. To consider and approve the Proposed Amendments to the Articles of Association.

By Order of the Board
Rizhao Port Jurong Co., Ltd.
Cui Liang
Chairman

Rizhao, PRC, 27 April 2023

As at the date of this notice, the Board comprises Mr. Cui Liang as Chairman and non-executive Director; Mr. Qin Yuning as the executive Director; Mr. Seow Kok Leong Terence, Mr. Nyan Ming Ren Francis, Mr. Fang Lei 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.

NOTICE OF ANNUAL GENERAL MEETING

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) 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, 12 May 2023 to Thursday, 18 May 2023 (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, 11 May 2023.
3. The Board has resolved to recommend the payment of a final dividend of RMB0.024 per share (tax inclusive) for the year ended 31 December 2022 to all Shareholders whose names appear on the register of members of the Company on 30 May 2023, 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 31 July 2023.

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 Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (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, 30 May 2023 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, 23 May 2023.

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.

NOTICE OF ANNUAL GENERAL MEETING

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.