
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 AND SUPERVISORS AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 5 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 19 November 2024 at the Office Building of Rizhao Port Jurong Co., Ltd. is set out on pages 13 to 15 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com).

Whether or not you are able to attend the EGM 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 EGM or any adjournment thereof.

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

31 October 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
APPENDIX I – BIOGRAPHICAL DETAILS OF DIRECTORS	
PROPOSED FOR RE-ELECTION.....	6
APPENDIX II – BIOGRAPHICAL DETAILS OF SUPERVISORS	
PROPOSED FOR RE-ELECTION.....	11
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	13

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“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)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC natural persons or entities established under PRC laws
“EGM”	the extraordinary general meeting or any adjournment thereof of the Company to be convened at 10:00 a.m. on Tuesday, 19 November 2024 at the Office Building of Rizhao Port Jurong Co., Ltd. to consider and, if thought fit, approve the proposed re-election of Directors and Supervisors
“H Share(s)”	overseas listed shares in the share capital of the Company with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	28 October 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“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 EGM”	a notice convening the EGM set out on pages 13 to 15 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Rizhao Port”	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), and a controlling shareholder of the Company
“Rizhao Port Group”	Rizhao Port Group Co., Ltd. (日照港集團有限公司), a company established in PRC with limited liability, and a controlling shareholder of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“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

DEFINITIONS

“Supervisor(s)”	the 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. ZHOU Tao (*Chairman*)
Mr. SEOW Kok Leong Terence
Mr. NYAN Ming Ren Francis
Mr. FANG Lei
Ms. LIU Rong

Registered office:

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

Executive Director:

Mr. CHEN Zhou

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. LEE Man Tai
Mr. WU Xibin

31 October 2024

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 18 October 2024 in relation to, among others, the proposed re-election of Directors and Supervisors.

The purpose of this circular is to provide you with, among others, (i) details of the proposed re-election of Directors and Supervisors; and (ii) a notice for convening the EGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 111 of the Articles of Association, Directors shall serve a term of three years and are eligible for re-election upon the expiration of their terms. The term of office of the current session of the Board will expire on 23 November 2024. In accordance with the relevant requirements under the Articles of Association, on 18 October 2024, the Board has proposed the nomination for the re-election of the Directors as follows:

- (i) Mr. Zhou Tao, Mr. Seow Kok Leong Terence, Mr. Nyan Ming Ren Francis, Mr. Fang Lei and Ms. Liu Rong have been nominated for re-election as non-executive Directors;
- (ii) Mr. Chen Zhou has been nominated for re-election as an executive Director; and
- (iii) Mr. Zhang Zixue (“**Mr. Zhang**”), Mr. Lee Man Tai (“**Mr. Lee**”) and Mr. Wu Xibin (“**Mr. Wu**”) have been nominated for re-election as independent non-executive Directors (together, the “**Proposed Directors**”).

Each of Mr. Zhang, Mr. Lee and Mr. Wu has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence as at the Latest Practicable Date.

The Nomination Committee had assessed the independence of each of Mr. Zhang, Mr. Lee and Mr. Wu based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and reviewed the written confirmation of independence of each of Mr. Zhang, Mr. Lee and Mr. Wu and is satisfied that as at the Latest Practicable Date, each of Mr. Zhang, Mr. Lee and Mr. Wu remained independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee had evaluated the performance and the qualifications of each of Mr. Zhang, Mr. Lee and Mr. Wu and is of the view that they have provided and will provide valuable contributions to the Company and have demonstrated their abilities to provide independence, balanced and objective view to the Company’s affairs.

The Nomination Committee had also reviewed and considered Mr. Zhang, Mr. Lee and Mr. Wu’s qualifications, skills and experience, as further described in their biographies set out in Appendix I to this circular, having regard to the nomination policy and board diversity policy of the Company. The Company has benefited greatly from each of Mr. Zhang and Mr. Wu with their comprehensive experience in the legal industry and from Mr. Lee’s contribution and valuation insights derived from his professional experience as an accountant. The Nomination Committee is of the view that each of Mr. Zhang, Mr. Lee and Mr. Wu would continue to bring to the Board their own perspective, skills and experience, and can contribute to the diversity of the Board taking into account their diversified educational background and professional experience.

LETTER FROM THE BOARD

Ordinary resolutions in relation to the appointments of the Proposed Directors will be proposed at the EGM for consideration by the Shareholders. The appointments of the Proposed Directors will be effective upon the approval of the Shareholders at the EGM.

The biographical details of the Proposed Directors are set out in Appendix I to this circular.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with each of the Proposed Directors in respect of their appointment as a Director for a term of three years commencing from the date of approval by the Shareholders at the EGM, and their annual remuneration will be determined by the Board with reference to their duties, responsibilities, experience and the market condition.

3. PROPOSED RE-ELECTION OF SUPERVISORS

According to Article 148 of the Articles of Association, a Supervisor shall serve a term of three years and may be re-elected for successive terms. The term of office of the current session of the Supervisory Committee will expire on 23 November 2024. In accordance with the relevant requirements under the Articles of Association, on 18 October 2024, the Supervisory Committee has proposed to re-elect Ms. Feng Hui and Mr. Tham Wai Kong as the shareholder representative Supervisors (together, the “**Proposed Shareholder Supervisors**”).

Ordinary resolutions in relation to the appointments of the Proposed Shareholder Supervisors will be proposed at the EGM for consideration by the Shareholders. The proposed re-election of Ms. Feng Hui and Mr. Tham Wai Kong as the shareholder representative Supervisors will be effective upon the approval of the Shareholders at the EGM.

The biographical details of the Proposed Shareholder Supervisors are set out in Appendix II to this circular.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with each of the Proposed Shareholder Supervisors in respect of their appointment as a Supervisor for a term of three years commencing from the date of approval by the Shareholders at the EGM, and their annual remuneration will be determined by the Board with reference to their duties, responsibilities, experience and the market condition.

An employee representative Supervisor will be elected democratically at the employee representatives’ meeting of the Company, whose election is not subject to the approval by the Shareholders. The appointment of such employee representative Supervisor shall become effective upon the conclusion of the EGM. The Company will make further announcement(s) in compliance with the relevant laws and regulations as and when appropriate.

LETTER FROM THE BOARD

4. EGM

The EGM will be held at 10:00 a.m. on Tuesday, 19 November 2024 at the Office Building of Rizhao Port Jurong Co., Ltd. for the purpose of allowing the Shareholders to consider and, if thought fit, approve the resolutions as set out in the Notice of EGM on pages 13 to 15 of this circular.

A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com). Whether or not you are able to attend the EGM 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

In order to determine the holders of H Shares who will be entitled to attend the EGM, the register of members of the Company will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (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 EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 13 November 2024.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put forward at the EGM 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 EGM.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Board considers that all resolutions set out in the Notice of EGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions set out in the Notice of the EGM.

8. RESPONSIBILITY STATEMENT

This circular, for the accuracy of which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,
By Order of the Board
Rizhao Port Jurong Co., Ltd.
Zhou Tao
Chairman

The biographical details of the Proposed Directors are set out as follows:

PROPOSED NON-EXECUTIVE DIRECTORS

Mr. Zhou Tao (周濤), aged 51, has been the chairman of the Board and a non-executive Director since May 2024 and serves as the chairman of the Nomination Committee. He is mainly responsible for overseeing the management and strategic development of the Company. Mr. Zhou successively served as the deputy manager, member of the disciplinary inspection committee of the general party branch and chairman of the labor union of Rizhao Port Group Logistics Co., Ltd. from January 2017 to June 2019 (during which he also served as a member of the party committee, deputy general manager and secretary of the disciplinary committee of Rizhao Port COSCO Shipping Logistics Co., Ltd. from April 2018 to June 2019), the manager of Rizhao Port Group Logistics Co., Ltd. from June 2019 to January 2020 (during which he also served as a member of the party committee, deputy general manager and secretary of the disciplinary committee of Rizhao Port COSCO Shipping Logistics Co., Ltd. from June 2019 to January 2020), the deputy director (in charge) of the general office of Rizhao Port Group from January 2020 to March 2020 (during which he also served as the manager of Rizhao Port Group Logistics Co., Ltd. from January 2020 to February 2020), the office manager of Rizhao Port Group from March 2020 to April 2021, the party secretary, executive director and manager of Shandong Port Rizhao Port Group Lanshan Port Company Limited from April 2021 to June 2021, the manager of Lanshan Stevedoring Branch of Rizhao Port Co., Ltd. from June 2021 to August 2021, the deputy general manager of Rizhao Port and manager of Lanshan Stevedoring Branch of Rizhao Port Co., Ltd. from August 2021 to November 2022, and has served as a member of the party committee, director and deputy general manager of Rizhao Port and the party secretary, chairman and general manager of Rizhao Port Container Development Co., Ltd. since September 2022.

Mr. Zhou is a postgraduate, obtained a master's degree in business administration from Missouri State University in the United States, and is a professor-level senior administrative officer and senior economist.

Mr. Seow Kok Leong Terence (蕭國良), aged 55, has been a non-executive Director since December 2022 and serves as a member of the Nomination Committee. 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 Pte Ltd ("**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.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Nyan Ming Ren Francis (嚴明仁), aged 52, has been a non-executive Director since 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, Certified Financial Risk Manager and Singapore Chartered Accountant Qualification Programme.

Mr. Fang Lei (房磊), aged 53, has been a non-executive Director since December 2022 and serves as a member of the Remuneration Committee. He is primarily responsible for participating in formulating the Company's corporate and business strategies. 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 the Company. From September 2011 to December 2016, he was appointed as the deputy general manager, financial controller and chairman of labor union of the Company. From December 2016 to June 2018, he served as the deputy director of the corporate development department of Rizhao Port (presiding over the work). Mr. Fang served as the director of the corporate development department of Rizhao Port from March 2019 to November 2022, and from November 2022 to August 2024, he served as Party Secretary and Executive Vice President of the Party School of Rizhao Port. He currently serves as the senior expert of Rizhao Port.

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.

Ms. Liu Rong (劉榮), aged 45, has been a non-executive Director since May 2024 and serves as a member of the Audit Committee. She is mainly responsible for participating in formulating the Company's corporate and business strategies. Ms. Liu joined Rizhao Port Group in September 1998 and has 26 years of experience in accounting management. From June 2003 to December 2020, she successively served as the director, manager and accountant of the finance office in Rizhao Port Group and its subsidiaries, including Shandong Gangwan Construction Group Co., Ltd., Rizhao Port Group Finance Co., Ltd., Rizhao Port COSCO Shipping Logistics Co., Ltd. and Rizhao Port Lanshan Port Company Limited, etc. Since December 2020, she has served as the deputy director of financial management department of Rizhao Port Group.

Ms. Liu graduated from Ocean University of China with a major in accounting and is a senior accountant.

PROPOSED EXECUTIVE DIRECTOR

Mr. Chen Zhou (陳周), aged 52, has been an executive Director and the authorised representative of the Company under Rule 3.05 of the Listing Rules since May 2024. He is primarily responsible for overseeing strategic development, overall operation and management of the Company. Mr. Chen joined Rizhao Port Group in November 1994, and has 30 years of experience in port management. From May 2008 to August 2022, he served various positions in Rizhao Port Lanshan Port Company Limited, including the assistant to the manager, secretary and director of the party branch of the production scheduling center, deputy director of the safety production department and deputy manager of Rizhao Port Lanshan Port Machinery Company Limited. He successively served as a member of the party branch and deputy manager of Shandong Port Rizhao Port Shangang Terminal Co., Ltd., and the assistant to the manager of Rizhao Port Lanshan Port Company Limited from August 2022 to November 2022; the deputy manager and safety director of Rizhao Port Lanshan Port Company Limited from November 2022 to July 2023; a member of the party committee, deputy manager and safety director of Rizhao Port Lanshan Port Company Limited from July 2023 to October 2023; and currently serves as a member of the party committee and deputy general manager (in charge) of the Company.

Mr. Chen graduated from the English language department of Sichuan International Studies University (四川外語學院) with a major in English and is an engineer.

PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Zixue (張子學), aged 55, has been an independent non-executive Director since December 2018 and serves as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Zhang is primarily responsible for supervising and providing independent judgment to the Board. From May 1997 to September 2016, Mr. Zhang worked at the China Securities Regulatory Commission and held positions of director of supervision department of listed companies, full-time member of administrative penalty committee and deputy chief of the administrative punishment committee. He has been serving as a professor at Civil, Commercial and Economic Law School of China University of Political Science and Law (中國政法大學民商經濟法學院) since September 2016. He has also been the independent director of Zhejiang Juhua Co., Ltd (浙江巨化股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600160) since December 2019, an independent director of TangShan Port Group Co., Ltd.* (唐山港集團股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601000) from May 2020 to 25 April 2024 and an independent director of Shenzhen Prince New Materials Co., Ltd. (深圳王子新材料股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002735) from December 2018 to 21 February 2022. He has been an independent director of Minmetals Capital Company Limited (五礦資本股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600390) since May 2023, and an independent director of Henan XinNing Logistics Co.,Ltd. (河南新寧物流股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300013) since March 2023.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang obtained a bachelor's degree in law in July 1989 and a master's degree in litigation law in January 1993 from Renmin University of China (中國人民大學). He also received a master of law degree from Temple University in the U.S. in May 2002. He received his doctorate degree in corporate law and securities law from China University of Political Science and Law (中國政法大學) in June 2008. Mr. Zhang was granted the Certificate of Qualification of Lawyer of the People's Republic of China by the Beijing Judicial Bureau in June 1991.

Mr. Lee Man Tai (李文泰), aged 47, has been an independent non-executive Director since December 2019 and serves as the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lee is primarily responsible for supervising and providing independent judgment to the Board. Mr. Lee has approximately 21 years of working experience in financial industry. From October 2006 to October 2012, he acted as the chief financial officer and company secretary of China Yuanbang Property Holdings Limited (中國元邦房地產控股有限公司), a company listed on Mainboard of the Singapore Exchange Limited (stock code: CYBP.SP or BCD. SI). From October 2012 to May 2014, he acted as the chief financial officer and company secretary of China 33 Media Group Limited (中國三三傳媒集團有限公司), a company listed on GEM of the Stock Exchange (stock code: 8087). He acted as the chief financial officer and company secretary of Flying Financial Service Holdings Limited (匯聯金融服務控股有限公司), a company listed on GEM of the Stock Exchange (stock code: 8030) from July 2014 to April 2015 and from August 2014 to April 2015, respectively. He also acted as the financial controller and company secretary of Chanco International Group Limited (卓高國際集團有限公司) (now known as China International Development Corporation Limited (中聯發展控股集團有限公司)), a company listed on Main Board of the Stock Exchange (stock code: 264) from April 2015 to January 2016 and from April 2015 to September 2015, respectively. Since January 2016, Mr. Lee has been an independent non-executive director of China Energy Development Holdings Limited (中國能源開發控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 228). Since November 2016, he has been an independent non-executive director of Progressive Path Group Holdings Limited (進昇集團控股有限公司), a company listed on Main Board of the Stock Exchange (stock code: 1581). Since June 2021, he has served as an independent non-executive director of Yunhong Guixin Group Holdings Limited (運鴻硅鑫集團控股有限公司) (previously known as MEIGU Technology Holding Group Limited (美固科技控股集團有限公司)), a company listed on GEM of the Stock Exchange (stock code: 8349). Mr. Lee has also served as the chief financial officer and company secretary of China New Consumption Group Limited (中國新消費集團有限公司) (formerly known as Beaver Group (Holding) Company Limited (永勤集團(控股)有限公司)), a company listed on GEM of the Stock Exchange (stock code: 8275), since June 2021 and August 2021, respectively.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lee graduated from Lingnan University, Hong Kong in 2000 with a bachelor's degree in business administration and The Hong Kong Polytechnic University in 2010 with a master's degree in business administration. He was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants in 2012. He obtained the qualification as a licensed representative for advising on dealing in securities (type 1) and advising on corporate finance (type 6) promulgated by the Securities and Futures Commission in 2017 and became the person-in-charge in 2020.

Mr. Wu Xibin (吳西彬), aged 54, has been an independent non-executive Director since January 2019 and serves as a member of the Remuneration Committee and the Nomination Committee. Mr. Wu is primarily responsible for supervising and providing independent judgement to the Board. Mr. Wu served as securities lawyer at Henan Jinyan Law Firm (河南金研律師事務所) from August 1993 to October 2001 and Beijing Liwen Law Firm (北京李文律師事務所) from October 2001 to August 2006. From May 2006 to February 2013, he served as partner at Beijing Honor Base Law Firm (北京市衡基律師事務所). He has been the senior partner of Beijing Great Wall Law Firm (北京華城律師事務所) since June 2013. He has been an independent director at NAURA Technology Group Co., Ltd. (北方華創科技集團股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 002371) since October 2016. He has been an independent director of Huayuan Property Co., Ltd. (華遠地產股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600743)) since May 2021 and has served as an external non-executive director of China Siwei Surveying and Mapping Technology Co., Ltd. (中國四維測繪技術有限公司) (a holding subsidiary of China Aerospace Science and Technology Corporation) since December 2021.

Mr. Wu obtained his bachelor's degree in law at Zhongnan College of Political Science and Law (中南政法學院, later merged into Zhongnan University of Economics and Law (中南財經政法大學)) in July 1992. He received his master's degree in business administration at China Europe International Business School (中歐國際工商學院) in September 2012. Mr. Wu was granted the securities law business qualification certificate by the Ministry of Justice of People's Republic of China in October 1996.

Save as disclosed above, as at the Latest Practicable Date, each of the Proposed Directors (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) 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 appointments of the Proposed Directors 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.

The biographical details of the Proposed Shareholder Supervisors are set out as follows:

Ms. Feng Hui (馮慧), aged 49, has been appointed as a Supervisor of the Company since May 2024. She is primarily responsible for supervising the performance of duties by Directors and senior management. Ms. Feng has over 26 years of experience in accounting and finance. She joined Rizhao Port Lunbo Company (日照港輪駁公司) from September 1995 to January 1997, where she was responsible for accounting in the finance department. She joined Rizhao Port Group and Rizhao Port from February 1997 to September 2007 and from October 2007 to March 2011, respectively, where she was responsible for accounting in the financial budget department. She was the vice manager of the finance department of the Company from April 2011 to March 2017 and the manager of the finance department of Rizhao Shihua Crude Oil Terminal Company Ltd. (日照實華原油碼頭有限公司) from March 2017 to December 2017. She joined Rizhao Port Group Lanshan Port Company Limited (日照港集團嵐山港務有限公司) as the director of the asset and finance office from December 2017 to October 2019. Since October 2019, she has been the deputy director of the asset and finance department of Rizhao Port Group. She was the financial controller of the Company from December 2019 to September 2021, the financial controller and the director of finance department of Rizhao Port from September 2021 to April 2024, and the member of the Party Committee, the financial controller and the director of finance department of Rizhao Port Container Development Co., Ltd. (日照港集裝箱發展有限公司). She currently serves as the director of legal affairs and audit department of Rizhao Port.

Ms. Feng graduated from Shandong Economics University (山東經濟學院) (currently known as Shandong University of Finance and Economics (山東財經大學)) in the PRC with a college degree in marketing in July 1995 and a bachelor's degree accounting in April 2004, respectively. Ms. Feng was accredited as a senior accountant by Shandong Senior Evaluation Committee of Qualification in Account (山東省會計專業資格高級評審委員會) in January 2007 and a senior international finance manager jointly by China Association of Chief Financial Officers (中國總會計師協會), International Financial Management Association (國際財務管理協會) and Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) in October 2015.

Mr. Tham Wai Kong (譚偉光), aged 50, has been appointed as a Supervisor of the Company since May 2014. He is primarily responsible for supervising the performance of duties by Directors and senior management. Mr. Tham served as senior lawyer at Allen & Gledhill LLP from 1999 to 2003. He served as Asian legal adviser at Tyco International Inc, Asia from 2003 to 2007 and Asian legal adviser at United Technologies Corporation from 2007 to 2012. He has been vice president of legal and company secretariat at Jurong Port Pte Ltd since February 2013.

Mr. Tham graduated from King's College London with a bachelor's degree of Laws (Honors) in 1997. Mr. Tham was admitted to the Singapore Bar in 1999.

Save as disclosed above, as at the Latest Practicable Date, each of the Proposed Shareholder Supervisors (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) 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 appointments of the Proposed Shareholder Supervisors 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING



日照港裕廊股份有限公司
RIZHAO PORT JURONG CO., LTD.

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

(Stock Code: 6117)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Rizhao Port Jurong Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 19 November 2024 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 31 October 2024 in relation to the EGM:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. Zhou Tao as a non-executive director of the Company;
2. To consider and approve the proposed re-election of Mr. Seow Kok Leong Terence as a non-executive director of the Company;
3. To consider and approve the proposed re-election of Mr. Nyan Ming Ren Francis as a non-executive director of the Company;
4. To consider and approve the proposed re-election of Mr. Fang Lei as a non-executive director of the Company;
5. To consider and approve the proposed re-election of Ms. Liu Rong as a non-executive director of the Company;
6. To consider and approve the proposed re-election of Mr. Chen Zhou as an executive director of the Company;
7. To consider and approve the proposed re-election of Mr. Zhang Zixue as an independent non-executive director of the Company;
8. To consider and approve the proposed re-election of Mr. Lee Man Tai as an independent non-executive director of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

9. To consider and approve the proposed re-election of Mr. Wu Xibin as an independent non-executive director of the Company;
10. To consider and approve the proposed re-election of Ms. Feng Hui as a shareholder representative supervisor of the Company; and
11. To consider and approve the proposed re-election of Mr. Tham Wai Kong as a shareholder representative supervisor of the Company.

By Order of the Board
Rizhao Port Jurong Co., Ltd.
Zhou Tao
Chairman

Rizhao, PRC, 31 October 2024

As at the date of this notice, the board of directors of the Company comprises Mr. Zhou Tao as Chairman and non-executive Director; Mr. Chen Zhou as the executive Director; Mr. Seow Kok Leong Terence, Mr. Nyan Ming Ren Francis, Mr. Fang Lei and Ms. Liu Rong as non-executive Directors; and Mr. Zhang Zixue, Mr. Lee Man Tai and Mr. Wu Xibin as the independent non-executive Directors.

Notes:

1. All votes of resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.rzportjurong.com) in accordance with the Listing Rules.
2. In order to determine the holders of H Shares who will be entitled to attend the EGM, the register of members of the Company will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (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 EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 13 November 2024.
3. Any shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. 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 EGM 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.
5. If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her legal representative, which specifies the date of its issuance. If a representative of a corporate shareholder attends the EGM, such representative shall produce his/her identification document and the 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.
6. 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
7. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses.