



# 中國基建港口有限公司\*

## CIG Yangtze Ports PLC

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8233)**

### **THIRD QUARTERLY RESULTS ANNOUNCEMENT 2014**

#### **Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the directors (the “**Directors**”) of CIG Yangtze Ports PLC (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this announcement misleading.*

## **Highlights**

### ***Results***

#### **For the nine months ended 30 September 2014**

Compared to the corresponding nine months ended 30 September 2013:

- Turnover increased by 28.0% to HK\$136.07 million (2013: HK\$106.28 million) mainly due to the 30.3% increase in turnover of the integrated logistics service business and 26.8% increase in turnover of the terminal service business;
- Overall container throughput increased by 16.2% to 293,165 TEUs (2013: 252,266 TEUs) with gateway cargoes throughput increased by 24.4% to 187,760 TEUs (2013: 150,949 TEUs) and the trans-shipment cargoes throughput increased by 4.0% to 105,405 TEUs (2013: 101,317 TEUs);
- Market share of container throughput in Wuhan increased from 41% to 45% for the period of 2014;
- Gross profit increased by 26.9% to HK\$60.13 million (2013: HK\$47.38 million) as a result of the overall increase in turnover. Gross profit margin dropped slightly from 44.6% to 44.2% mainly due to the higher mix in integrated logistics business which generally attracts relatively lower margin;
- EBITDA increased by 41.2% to HK\$42.20 million (2013: HK\$29.89 million) as a result of higher gross profit generated; and
- Net profit attributable to owners of the Company increased by 651.2% to HK\$9.29 million (2013: HK\$1.24 million).

#### **For the three months ended 30 September 2014**

Compared to the corresponding three months in 2013:

- Turnover increased by 6.2% to HK\$42.24 million. (2013: HK\$39.78 million) mainly due to the increase in turnover of terminal service business;
- Overall container throughput increased by 21.9% to 103,071 TEUs (2013: 84,543 TEUs) with gateway cargoes throughput increased by 38.3% to 71,239 TEUs (2013: 51,501 TEUs) and the trans-shipment cargoes throughput decreased by 3.7% to 31,832 TEUs (2013: 33,042 TEUs);
- Gross profit increased by 33.0% to HK\$23.25 million (2013: HK\$17.48 million) as a result of the overall increase in turnover. Gross profit margin increased from 43.9% to 55.1% mainly due to the higher mix in terminal service business which generally attracts relatively higher margin;
- EBITDA increased by 66.7% to HK\$17.61 million (2013: HK\$10.57 million) as a result of the higher gross profit and decrease in general administrative and other operating expenses; and
- Net profit attributable to owners of the Company increased by 933.5% to HK\$5.80 million (2013: HK\$0.56 million).

## Management commentary

### Results

	Nine months ended		Three months ended	
	30 September		30 September	
	2014	2013	2014	2013
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	<b>136,069</b>	106,284	<b>42,236</b>	39,783
Cost of service rendered	<u>(75,937)</u>	<u>(58,905)</u>	<u>(18,984)</u>	<u>(22,301)</u>
Gross profit	<b>60,132</b>	47,379	<b>23,252</b>	17,482
Other income	<b>830</b>	2,886	<b>291</b>	288
General, administrative and other operating expenses	<u>(18,767)</u>	<u>(20,372)</u>	<u>(5,934)</u>	<u>(7,205)</u>
Operating profit/EBITDA	<b>42,195</b>	29,893	<b>17,609</b>	10,565
Finance costs	<u>(17,445)</u>	<u>(15,992)</u>	<u>(6,034)</u>	<u>(5,815)</u>
EBTDA	<b>24,750</b>	13,901	<b>11,575</b>	4,750
Depreciation and amortisation	<b>(12,192)</b>	(11,086)	<b>(3,974)</b>	(3,623)
Income tax expense	<u>(439)</u>	<u>—</u>	<u>(439)</u>	<u>—</u>
Profit for the period	<b>12,119</b>	2,815	<b>7,162</b>	1,127
Non-controlling interests	<u>(2,827)</u>	<u>(1,578)</u>	<u>(1,364)</u>	<u>(566)</u>
Profit attributable to owners of the Company	<u><b>9,292</b></u>	<u>1,237</u>	<u><b>5,798</b></u>	<u>561</u>

## *Review of operation*

### **Overall business environment**

The principal activities of CIG Yangtze Ports PLC (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are investment in and the development, operation and management of container ports which are conducted through the WIT Port, which is 85% owned by the Group.

With the WIT Port’s handling capacity remained under constraint, the adoption of the strategy to focus on the optimisation of usage of the existing handling capacity of the port through the reduction in waiting time with better advanced scheduling and improved operating efficiency through better coordination helped the Group to continue to achieve growth in throughput and profitability as compared with the results for the same period of 2013.

For the third quarter of 2014, the Group recorded a drop in revenue in the integrated logistics business segment as the contract with a major customer for the provision of logistics management services, which expired at the end of July 2014, the renewal of contract is still under negotiation. The resultant loss in business was only partially compensated by the business from new customers which the Group has introduced during the period. Despite this, the segment recorded a smaller loss, an improvement on previous quarters and the corresponding period of 2013.

## Operating results

### Revenue

#### Nine months ended 30 September

	2014		2013		Increase (Decrease)	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Terminal service	64,386	47	50,784	48	13,602	27
Integrated logistics service	55,514	41	42,590	40	12,924	30
Container handling, storage & other service	15,833	12	12,373	12	3,460	28
General and bulk cargoes handling service	336	—	537	—	(201)	(37)
	<u>136,069</u>	<u>100</u>	<u>106,284</u>	<u>100</u>	<u>29,785</u>	28

#### Three months ended 30 September

	2014		2013		Increase (Decrease)	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Terminal service	24,487	58	17,762	45	6,725	38
Integrated logistics service	11,598	28	16,777	42	(5,179)	(31)
Container handling, storage & other service	6,036	14	4,975	13	1,061	21
General and bulk cargoes handling service	115	—	269	—	(154)	(57)
	<u>42,236</u>	<u>100</u>	<u>39,783</u>	<u>100</u>	<u>2,453</u>	6

## Terminal and related business

### Container throughput

	Nine months ended 30 September					
	2014		2013		Increase	
	TEUs	%	TEUs	%	TEUs	%
Gateway cargoes	<b>187,760</b>	<b>64</b>	150,949	60	36,811	24
Trans-shipment cargoes	<b>105,405</b>	<b>36</b>	<u>101,317</u>	<u>40</u>	<u>4,088</u>	4
	<b><u>293,165</u></b>	<b><u>100</u></b>	<b><u>252,266</u></b>	<b><u>100</u></b>	<b><u>40,899</u></b>	16

  

	Three months ended 30 September					
	2014		2013		Increase (Decrease)	
	TEUs	%	TEUs	%	TEUs	%
Gateway cargoes	<b>71,239</b>	<b>69</b>	51,501	61	19,738	38
Trans-shipment cargoes	<b>31,832</b>	<b>31</b>	<u>33,042</u>	<u>39</u>	<u>(1,210)</u>	(4)
	<b><u>103,071</u></b>	<b><u>100</u></b>	<b><u>84,543</u></b>	<b><u>100</u></b>	<b><u>18,528</u></b>	22

Throughput achieved for the nine months ended 30 September 2014 was 293,165 TEUs, represented an increase of 40,899 TEUs or 16.2% higher than that of 252,266 TEUs for the corresponding period in 2013. Of the 293,165 TEUs handled, 187,760 TEUs or 64.0% (2013: 150,949 TEUs or 59.8%) and 105,405 TEUs or 36.0% (2013: 101,317 TEUs or 40.2%) were attributed to gateway cargoes and trans-shipment cargoes, respectively.

Throughput for the three months ended 30 September 2014 was 103,071 TEUs, represented an increase of 18,528 TEUs or 21.9% higher than that of 84,543 TEUs for the same period in 2013. Of the 103,071 TEUs handled, 71,239 TEUs or 69.1% (2013: 51,501 TEUs or 60.9%) and 31,832 TEUs or 30.9% (2013: 33,042 TEUs or 39.1%) were attributed to gateway cargoes and trans-shipment cargoes, respectively.

### Average tariff

The average tariff for gateway cargoes for the period ended 30 September 2014 was RMB247 (HK\$309) per TEU (2013: RMB237 (HK\$296) per TEU), represented an increase of 4.2% compared to that of 2013. The increase is due to the higher mix of loaded containers versus empty containers with the former charged at higher tariff rates. The average tariff for trans-shipment cargoes was RMB49 (HK\$61) per TEU (2013: RMB48 (HK\$60) per TEU) which remained at the same level as reported in the year 2013.

## **Integrated logistics service business**

For the nine months ended 30 September 2014, revenue generated from the integrated logistics service business increased to HK\$55.51 million (2013: HK\$42.59 million), which accounted for 40.8% (2013: 40.1%) of the Group's total revenue for the period under review. Services provided under this business segment include rendering agency and logistics services, including provision of freight forwarding, customs clearance, transportation of containers and logistics management. For the third quarter of 2014, the Group recorded a drop in revenue as the contract with a major customer for the provision of logistics management services, which expired at the end of July 2014, the renewal of contract is still under negotiation. The resultant loss in business was only partially compensated by the business from new customers which the Group has introduced during the period.

## **Gross profit and gross profit margin**

Gross profit for the nine months ended 30 September 2014 was HK\$60.13 million, representing an increase of HK\$12.75 million as compared with the corresponding period of 2013. Gross profit for the three months ended 30 September 2014 was HK\$23.25 million, with an increase of HK\$5.77 million as compared with the corresponding period of 2013. The improvement in gross profit was attributable to the overall increase in turnover. Gross profit margins for the nine months and three months ended 30 September 2014 are 44.2% and 55.1% of revenue, respectively, as compared with a gross profit margin of 44.4% and 43.9% in the respective corresponding periods in 2013. The slight drop in gross profit margin for the nine months ended 30 September 2014 reflected the higher mix in turnover of the integrated logistics business with relatively lower margin while the improvement in the gross profit margin for the three months ended 30 September 2014 was mainly related to the increase in turnover in terminal service business which generally attracts relatively higher margin.

## **Profit for the period**

Profit for the nine months ended 30 September 2014 amounted to HK\$12.12 million, represented an increase of 330.5% as compared with a profit of HK\$2.82 million for the same period in 2013. Profit for the three months ended 30 September 2014 amounted to HK\$7.16 million represented an increase of 535.5% as compared with a profit of HK\$1.13 million for the same period in 2013. These improvements were mainly attributable to the increase in turnover of both container throughput and integrated logistics business and rationalisation of the Hong Kong office.

Earnings per share for the nine months and three months ended 30 September 2014 were HK0.79 cents and HK0.49 cents, respectively, as compared with HK0.11 cents and HK0.05 cents for the respective period in 2013.

## **Forward looking observations**

The global economy is expected to continue to maintain a moderate recovery despite experiencing uneven global recovery which saw US economy rebound and flagging Eurozone economic growth in the first three quarters of 2014. Despite China's economic growth slowed down in the third quarter of 2014 with a reported below target GDP growth of 7.3%, affected by economic reforms and sagging property market, GDP growth for the 2014 year as a whole is expected to maintain at a reasonable level. The Group remains cautiously optimistic about the medium to long term port business in Wuhan. The Group will continue to optimise the usage of the container handling capacity of the WIT Port. The construction of the multi-purpose port is on schedule with the first stage of its construction expected to be completed in the second quarter of 2015 and be operational by the end of the third quarter. This will add a further 50,000 TEUs to the existing container handling capacity of the Group. Meanwhile, the introduction of new customers will continue to improve the profitability of the integrated logistics service business.



## Quarterly results

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce the unaudited condensed consolidated third quarterly results of the Group for the nine months and three months ended 30 September 2014, together with the comparative figures for the corresponding periods in 2013 (the “**Quarterly Results**”) which have been reviewed and approved by the audit committee of the Company (the “**Audit Committee**”), as follows:

### Condensed consolidated statement of comprehensive income

For the nine months and three months ended 30 September 2014

	Notes	Nine months ended 30 September		Three months ended 30 September	
		2014 HK\$'000 (unaudited)	2013 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)	2013 HK\$'000 (unaudited)
<b>Revenue</b>	3	<b>136,069</b>	106,284	<b>42,236</b>	39,783
Cost of service rendered		<u>(75,937)</u>	<u>(58,905)</u>	<u>(18,984)</u>	<u>(22,301)</u>
<b>Gross profit</b>		<b>60,132</b>	47,379	<b>23,252</b>	17,482
Other income		<b>830</b>	2,886	<b>291</b>	288
Other operating expenses		<b>(11,430)</b>	(9,982)	<b>(3,707)</b>	(3,328)
General and administrative expenses		<b>(19,529)</b>	(21,476)	<b>(6,201)</b>	(7,500)
Finance costs		<b>(17,445)</b>	(15,992)	<b>(6,034)</b>	(5,815)
<b>Profit before income tax</b>	4	<b>12,558</b>	2,815	<b>7,601</b>	1,127
Income tax expense	5	<b>(439)</b>	—	<b>(439)</b>	—
<b>Profit for the period</b>		<b>12,119</b>	2,815	<b>7,162</b>	1,127
<b>Other comprehensive income</b>					
Exchange (loss) gain on translation of foreign operations		<b>(4,702)</b>	778	<b>2</b>	1
<b>Total comprehensive income for the period</b>		<b><u>7,417</u></b>	<u>3,593</u>	<b><u>7,164</u></b>	<u>1,128</u>
<b>Profit for the period attributable to:</b>					
Owners of the Company		<b>9,292</b>	1,237	<b>5,798</b>	561
Non-controlling interests		<b>2,827</b>	1,578	<b>1,364</b>	566
		<b><u>12,119</u></b>	<u>2,815</u>	<b><u>7,162</u></b>	<u>1,127</u>
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		<b>5,218</b>	1,891	<b>5,799</b>	563
Non-controlling interests		<b>2,199</b>	1,702	<b>1,365</b>	565
		<b><u>7,417</u></b>	<u>3,593</u>	<b><u>7,164</u></b>	<u>1,128</u>
Basic earnings per share for the period attributable to owners of the Company		<b><u>HK0.79 cents</u></b>	HK0.11 cents	<b><u>HK0.49 cents</u></b>	HK0.05 cents

## Condensed consolidated statement of changes in equity

For the nine months ended 30 September 2014

	Attributable to owners of the Company					Non-controlling interests	Total equity
	Share capital	Share premium	Foreign exchange reserve	Accumulated losses	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2014	<u>117,706</u>	<u>63,018</u>	<u>29,364</u>	<u>(57,973)</u>	<u>152,115</u>	<u>25,668</u>	<u>177,783</u>
Profit for the period	—	—	—	9,292	9,292	2,827	12,119
Other comprehensive income for the period	<u>—</u>	<u>—</u>	<u>(4,074)</u>	<u>—</u>	<u>(4,074)</u>	<u>(628)</u>	<u>(4,702)</u>
Total comprehensive income for the period	<u>—</u>	<u>—</u>	<u>(4,074)</u>	<u>9,292</u>	<u>5,218</u>	<u>2,199</u>	<u>7,417</u>
At 30 September 2014	<u><u>117,706</u></u>	<u><u>63,018</u></u>	<u><u>25,290</u></u>	<u><u>(48,681)</u></u>	<u><u>157,333</u></u>	<u><u>27,867</u></u>	<u><u>185,200</u></u>
At 1 January 2013	<u>117,706</u>	<u>63,018</u>	<u>24,871</u>	<u>(62,711)</u>	<u>142,884</u>	<u>22,230</u>	<u>165,114</u>
Profit for the period	—	—	—	1,237	1,237	1,578	2,815
Other comprehensive income for the period	<u>—</u>	<u>—</u>	<u>654</u>	<u>—</u>	<u>654</u>	<u>124</u>	<u>778</u>
Total comprehensive income for the period	<u>—</u>	<u>—</u>	<u>654</u>	<u>1,237</u>	<u>1,891</u>	<u>1,702</u>	<u>3,593</u>
At 30 September 2013	<u><u>117,706</u></u>	<u><u>63,018</u></u>	<u><u>25,525</u></u>	<u><u>(61,474)</u></u>	<u><u>144,775</u></u>	<u><u>23,932</u></u>	<u><u>168,707</u></u>

## Notes to the condensed consolidated financial statements

*For the nine months and three months ended 30 September 2014*

### 1. Corporate information

The Company was incorporated in the Cayman Islands on 17 January 2003 as an exempted company with limited liability and its issued shares are listed on The Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The head office of the Company is located at Suite 1606, 16/F., Two Exchange Square, Central, Hong Kong.

The Company’s immediate holding company is Zall Infrastructure Investments Company Limited, a limited liability company incorporated in the British Virgin Islands. The Directors consider the ultimate holding company to be Zall Holdings Company Limited, a company incorporated in the British Virgin Islands.

The Company acts as an investment holding company and the principal activities of Wuhan International Container Company Limited (“**WIT**”), the major operating subsidiary, are port construction and operation.

This condensed consolidated financial information has not been audited but has been reviewed by the Company’s Audit Committee.

### 2. Basis of preparation

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2014 have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”) 34, “Interim Financial Reporting” issued by the International Accounting Standards Board (“**IASB**”).

### 3. Segmental information

#### (a) Operating segments

The Group has presented into two reportable segments — terminal and related business and integrated logistics business.

Terminal and related business: Provision of terminal service, container handling, storage and other service, general and bulk cargo handling services.

Integrated logistics business: Rendering agency and logistics services, including provision of freight forwarding, customs clearance, transportation of containers and logistics management.

Segment profit represents the profit earned by each segment without allocation of corporate income and expenses and director’s emoluments. This is the measure reported to the Group’s chief operating decision maker for the purpose of resource allocation and assessment of segment performance. Inter-segment sales are priced with reference to prices charged to external parties for similar orders. Information regarding the Group’s reportable segments is set out below.

All reportable revenues for both period of 2014 and 2013 were sourced from external customers located in the People’s Republic of China (“**PRC**”). No geographical information is presented.

*For the nine months ended 30 September 2014*

	Terminal and related business <i>HK\$'000</i>	Integrated logistics business <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Unallocated corporate expenses <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customer	80,555	55,514	—	—	136,069
Inter-segment revenue	<u>1,863</u>	<u>—</u>	<u>(1,863)</u>	<u>—</u>	<u>—</u>
<b>Reportable segment revenue</b>	<b><u>82,418</u></b>	<b><u>55,514</u></b>	<b><u>(1,863)</u></b>	<b><u>—</u></b>	<b><u>136,069</u></b>
<b>Segment results</b>	<b>32,292</b>	<b>1,133</b>	<b>—</b>	<b>—</b>	<b>33,425</b>
Interest income	146	—	—	—	146
Finance costs	(16,227)	(1,218)	—	—	(17,445)
Corporate and other unallocated expenses	<u>—</u>	<u>—</u>	<u>—</u>	<u>(3,568)</u>	<u>(3,568)</u>
<b>Profit (Loss) before income tax</b>	<b>16,211</b>	<b>(85)</b>	<b>—</b>	<b>(3,568)</b>	<b>12,558</b>
Income tax expense	<u>(431)</u>	<u>(8)</u>	<u>—</u>	<u>—</u>	<u>(439)</u>
<b>Profit (Loss) for the period</b>	<b><u>15,780</u></b>	<b><u>(93)</u></b>	<b><u>—</u></b>	<b><u>(3,568)</u></b>	<b><u>12,119</u></b>

*For the nine months ended 30 September 2013*

	Terminal and related business <i>HK\$'000</i>	Integrated logistics business <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Unallocated corporate expenses <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customer	63,694	42,590	—	—	106,284
Inter-segment revenue	<u>2,603</u>	<u>—</u>	<u>(2,603)</u>	<u>—</u>	<u>—</u>
<b>Reportable segment revenue</b>	<b><u>66,297</u></b>	<b><u>42,590</u></b>	<b><u>(2,603)</u></b>	<b><u>—</u></b>	<b><u>106,284</u></b>
<b>Segment results</b>	<b>24,685</b>	<b>(409)</b>	<b>—</b>	<b>—</b>	<b>24,276</b>
Interest income	151	6	—	—	157
Finance costs	(15,992)	—	—	—	(15,992)
Corporate and other unallocated expenses	<u>—</u>	<u>—</u>	<u>—</u>	<u>(5,626)</u>	<u>(5,626)</u>
<b>Profit (Loss) before income tax</b>	<b>8,844</b>	<b>(403)</b>	<b>—</b>	<b>(5,626)</b>	<b>2,815</b>
Income tax expense	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<b>Profit (Loss) for the period</b>	<b><u>8,844</u></b>	<b><u>(403)</u></b>	<b><u>—</u></b>	<b><u>(5,626)</u></b>	<b><u>2,815</u></b>

(b) Geographical information

All reportable segment revenue for 2014 and 2013 were sourced from external customers located in the PRC. In addition, over 99% (2013: 99%) of the non-current assets of the Group as at the reporting date were physically located in PRC. No geographic information is presented.

**4. Profit before income tax**

Profit before income tax has been arrived at after charging the following:

	<b>Nine months ended</b>		<b>Three months ended</b>	
	<b>30 September</b>		<b>30 September</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(unaudited)</b>	(unaudited)	<b>(unaudited)</b>	(unaudited)
Depreciation and amortisation	<u><b>12,192</b></u>	<u>11,086</u>	<u><b>3,974</b></u>	<u>3,623</u>

**5. Income tax expense**

In accordance with the relevant income tax laws applicable to Sino-foreign joint ventures in the PRC engaging in port and dock construction which exceeds 15 years, upon approval by the tax bureau, WIT is entitled to exemption from PRC enterprise income tax for five years (the “**5-Year Exemption Entitlement**”) and a 50% reduction for five years thereafter (the “**5-Year 50% Tax Reduction Entitlement**”). The 5-Year Exemption Entitlement, which commenced on 1 January 2008, ended on 31 December 2012 irrespective of whether WIT is profit-making during this period and the 5-Year 50% Tax Reduction Entitlement commenced from 1 January 2013 to 31 December 2017 and tax payable will be charged at 12.5%.

Corporate income tax has been provided at the rate of 25% on the estimated assessable profits derived by companies in the PRC.

No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries which are subject to Hong Kong Profits Tax incurred a loss for taxation purpose for the reporting period.

**6. Dividend**

The Directors do not recommend the payment of a dividend in respect of the nine months ended 30 September 2014 (2013: Nil).

## Disclosure of interests

### Directors', chief executives' interests in shares and short positions in the shares of the Company (the "Share(s)")

As at 30 September 2014, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept under section 352 of the SFO, or (c) as otherwise to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules relating to the required standard of dealings by directors of listed issuers, were as follows:

#### *Long and short positions in Shares*

Name of Director	Capacity	As at 30 September 2014	
		Number of Shares (Note 1)	Approximate percentage of total number of Shares in issue
Mr. Yan Zhi	Interest through controlled corporation (note 2)	882,440,621 (L)	74.97%

#### Notes:

1. The letter "L" denotes a long position.
2. The 882,440,621 (L) Shares were held by Zall Infrastructure Investments Company Limited, a company indirectly wholly-owned by Mr. Yan Zhi.

## Substantial shareholders and other persons

So far as was known to the Directors, as at 30 September 2014, the persons (not being Directors or chief executives of the Company) whose interests in Shares or underlying shares or debentures, which were notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO (as recorded in the register required to be kept under section 336 of the SFO) or who were interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group were as follows:

### *Long and short positions in Shares*

#### *Substantial shareholders*

<b>Name of shareholder</b>	<b>Capacity</b>	<b>Number of Shares</b> <i>(Note 1)</i>	<b>Approximate percentage of total number of Shares in issue</b>
Zall Infrastructure Investments Company Limited <i>(Note 2)</i>	Beneficial owner	882,440,621 (L)	74.97%
Zall Holdings Company Limited <i>(Note 2)</i>	Interest of controlled corporation	882,440,621 (L)	74.97%

#### *Notes:*

1. The letter “L” denotes a long position.
2. Zall Infrastructure Investments Company Limited is wholly-owned by Zall Holdings Company Limited, which in turn is wholly-owned by Mr. Yan Zhi.

## **Director's right to acquire shares or debentures**

Save as disclosed under the heading "Directors", chief executive interests in shares and short positions in the shares of the Company" under the section headed "Disclosure of interests", during the nine months ended 30 September 2014, none of the Directors was granted any other options to subscribe for the Shares.

## **Code of conduct regarding securities transactions by Directors**

The Company adopted a code of conduct regarding securities transactions by Directors ("**Code of Conduct**") on terms no less stringent than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules ("**Required Standard of Dealings**"). The Company has also made specific enquiry of all Directors, who have confirmed that, during the period ended 30 September 2014, they were in compliance with the Code of Conduct and the Required Standard Dealings.

## **Competing interests**

For the nine months ended 30 September 2014, none of the Directors, the management shareholders, the significant shareholders or the substantial shareholders of the Company as defined in the GEM Listing Rules had any interest in a business which competes or may compete with the business of the Group or any other conflict of interest which any such person has or may have with the Group.

## **Corporate governance practices**

The Company endeavours to adopt prevailing best corporate governance practices. For the nine months ended 30 September 2014, the Company has complied with the code provisions (the "**CG Code Provisions**") set out in Appendix 15 of Corporate Governance Code and Corporate Governance Report (the "**CG Code**") of the GEM Listing Rules.

## **Review by the Audit Committee**

The audit committee of the Board (the "**Audit Committee**") has reviewed the accounting principles and practices adopted by the Group and discussed with the management of the Company the results of the Group for the nine months ended 30 September 2014.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Lee Kang Bor, Thomas (Chairman), Dr. Wong Tin Yau, Kelvin and Mr. Wong Wai Keung, Frederick and one non-executive Director, Mr. Fang Yibing.

## **Purchase, redemption or sale of listed securities**

For the period from 1 January 2014 to 30 September 2014, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.



## **Acknowledgement**

On behalf of the Board, I would like to express my sincere gratitude to all our staff for their dedication and contribution to the Group. In addition, I would like to thank all our shareholders and investors for their support and our customers for the patronage.

By order of the Board  
**CIG Yangtze Ports PLC**  
**Yan Zhi**  
*Chairman*

Hong Kong, 11 November 2014

*As at the date of this announcement, the Board comprises three executive Directors namely Ms. Liu Qin, Mr. Duan Yan and Mr. Xie Bing Mu; two non-executive Directors namely Mr. Yan Zhi and Mr. Fang Yibing and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Dr. Wong Tin Yau, Kelvin and Mr. Wong Wai Keung, Frederick.*

*This announcement will remain on the Company's website at [www.cigyangtzeports.com](http://www.cigyangtzeports.com) and the "Latest Company Announcements" page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days of its posting.*

\* *For identification purpose only*