
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CIG Yangtze Ports PLC, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

RENEWAL OF ISSUE MANDATE AND REPURCHASE MANDATE AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of CIG Yangtze Ports PLC to be held at Suite 1606, 16th Floor, Two Exchange Square, Central, Hong Kong on Friday, 29 May 2015 at 2:30 p.m. (the "AGM") is set out on pages 13 to 16 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's 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 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular, for which the directors of CIG Yangtze Ports PLC collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to CIG Yangtze Ports PLC. The directors of CIG Yangtze Ports PLC, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 herein or this circular misleading.

This circular will remain on the Company's website at www.cigyangtzeports.com and the "Latest Company Announcement" page on the GEM website at www.hkgem.com for at least seven days from the day of its posting.

* For identification purpose only

26 March 2015

CHARACTERISTICS OF GEM

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.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Suite 1606, 16th Floor, Two Exchange Square, Hong Kong on Friday, 29 May 2015 at 2:30 p.m., notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the Company’s board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CIG Yangtze Ports PLC, an exempted company incorporated in the Cayman Islands on 17 January 2003 with limited liability, the shares of which are listed on GEM (GEM stock code: 8233)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed under ordinary resolutions numbered 7 and 9 in the notice of the AGM which is attached to this circular to be granted to the Directors to allot and issue securities of the Company up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolutions

DEFINITIONS

“Latest Practicable Date”	26 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 8 in the notice of the AGM attached to this circular to be granted to the Directors to repurchase the Company’s shares up to an aggregate nominal amount not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of the passing of the said ordinary resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Ms. Liu Qin
Mr. Duan Yan
Mr. Xie Bing Mu

Non-executive Directors:

Mr. Yan Zhi (*Chairman*)
Mr. Fang Yibing

Independent non-executive Directors:

Mr. Lee Kang Bor, Thomas
Dr. Wong Tin Yau, Kelvin
Mr. Wong Wai Keung, Frederick

Registered Office:

P.O. Box 309 GT Uglund House
South Church Street
George Town Grand Cayman
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Suite 1606, 16th Floor
Two Exchange Square
Central
Hong Kong

26 March 2015

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF ISSUE MANDATE AND
REPURCHASE MANDATE AND
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM, among others, to seek your approval of ordinary resolutions for (i) the re-election of Directors; (ii) the renewal of the Issue Mandate and Repurchase Mandate; and (iii) to extend and increase the number of Shares which the Directors may issue under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate. The resolutions will be proposed at the forthcoming AGM to be held on Friday, 29 May 2015 and are set out in the notice of AGM as set out on pages 13 to 16 of this circular.

* *For identification purpose only*

LETTER FROM THE BOARD

RENEWAL OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 26 May 2014 (the “Last AGM”), resolutions were passed by the Shareholders giving general unconditional mandate to the Directors to issue and allot up to a maximum of 235,411,236 Shares representing a maximum of 20% of the 1,177,056,180 Shares which the Company had in issue at the date when the resolution was passed and to exercise the powers of the Company to repurchase up to a maximum of 117,705,618 Shares of its own Shares representing a maximum of 10% of the 1,177,056,180 Shares which the Company had in issue at the date when the resolution was passed in accordance with the GEM Listing Rules. These general mandates, which have not been exercised since the date they were granted, will expire at the conclusion of the forthcoming AGM.

At the AGM, ordinary resolutions will be proposed to seek the Shareholders’ approval for granting of the Issue Mandate and the Repurchase Mandate at the AGM. Details of the aforesaid ordinary resolutions are set out in ordinary resolutions numbered 7 to 9 in the notice of the AGM.

The Issue Mandate, if approved at the AGM, will grant to the Directors the power to allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of the said ordinary resolution. Based on the 1,177,056,180 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be allotted and issued under the Issue Mandate will be up to 235,411,236 Shares.

The Repurchase Mandate, if approved at the AGM, will grant to the Directors the power to repurchase Shares up to 10% of the issued share capital of the Company at the date of the passing of the said ordinary resolution. Based on the 1,177,056,180 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate will be up to 117,705,618 Shares.

Further, subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate, provided that such additional amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution.

The Issue Mandate and the Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or until revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

LETTER FROM THE BOARD

An explanatory statement required by the GEM Listing Rules to be provided to the Shareholders with all the information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to Article 130 of the Articles of Association, at each annual general meeting of the Company, not less than one-third of the Directors shall be subject to retirement by rotation at least once every three year. All retiring Directors shall be eligible for re-election. Accordingly, ordinary resolutions will be proposed to re-elect Mr. Duan Yan as executive Director, Mr. Yan Zhi as non-executive Director, and Dr. Wong Tin Yau, Kelvin and Mr. Lee Kang Bor, Thomas as independent non-executive Directors in accordance with the Articles of Association at the AGM. To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of such Directors proposed to be re-elected, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of Shareholders.

Dr. Wong Tin Yau, Kelvin and Mr. Lee Kang Bor, Thomas have been appointed as an independent non-executive Director since September 2005. If re-elected, each of Dr. Wong and Mr. Lee will have served the Company for more than 9 years. Pursuant to Code A.4.3 of the code provisions of Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, their further appointment should be subject to a separate resolution to be approved by shareholders.

Dr. Wong has extensive experience in the terminal operation and Mr. Lee has extensive experience in accounting field in his participations in the Board bring independent judgments on issues relating to the Group's accounts, internal controls, nominations of directors, conflicts of interests and other management matters. The Board considered the re-election of Dr. Wong and Mr. Lee as independent non-executive Directors can safeguard the interests of the Shareholders.

The Board has received from Dr. Wong and Mr. Lee confirmations of their independence pursuant to Rule 5.09 of the GEM Listing Rules, and noted that Dr. Wong and Mr. Lee have not engaged in any executive management of the Group. Taking into consideration of their independent scope of works in the past years, the Directors consider each of Dr. Wong and Mr. Lee to be independent under the GEM Listing Rules despite the fact that they will be serving the Company for more than nine years if they are re-elected at the AGM. Accordingly, each of Dr. Wong and Mr. Lee shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

LETTER FROM THE BOARD

AGM

The Company will convene the AGM at Suite 1606, 16th Floor, Two Exchange Square, Central, Hong Kong on Friday, 29 May 2015 at 2:30 p.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the AGM as set out on page 13 to 16 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you intend to be present and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch 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 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM in person should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

GEM LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the conclusion of the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is also enclosed in this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 circular is accurate and complete in all material respects or deceptive; and there is no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Yan Zhi
Chairman

This is an explanatory statement given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing rules, which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the number of Shares in issue was 1,177,056,180. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the maximum number of Shares which can be repurchased under the Repurchase Mandate will be up to a maximum of 117,705,618 Shares (representing 10% of the issued share capital of the Company as at the date of the passing of the said resolution) during the period from the date of the passing of the ordinary resolution up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is earlier.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2014) in the event that the

Repurchase Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Yan Zhi ("Mr. Yan"), the controlling shareholder of the Company and who through Zall Infrastructure Investments Company Limited, was interested in an aggregate of 882,440,621 Shares, representing approximately 74.97% of the issued share capital of the Company.

In the event that the Directors exercise the proposed Repurchase Mandate in full, then (if the present shareholdings otherwise remained the same) the shareholdings of Mr. Yan in the Company would be increased to an aggregate of approximately 83.3% of the issued share capital of the Company and such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors currently have no intention to exercise the Repurchase Mandate to such an extent that would give out to such obligation or to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, no purchase of Shares has been made by the Company on GEM or otherwise.

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
March	0.355	0.290
April	0.300	0.285
May	0.305	0.255
June	0.305	0.255
July	0.290	0.250
August	0.285	0.240
September	0.325	0.240
October	0.320	0.250
November	0.600	0.243
December	0.385	0.270
2015		
January	0.305	0.265
February	0.300	0.242
1 March to 25 March	0.335	0.290

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. Yan Zhi (閻志)**, aged 42, is a non-executive Director and the Chairman of the Company in November 2011. Mr. Yan has extensive experience in logistics, project planning, business and operation management. He has approximately 10 years of experience in the commercial property and wholesale shopping mall industries, as well as, approximately 19 years of experience in the advertising and media industry and business management. Mr. Yan received a master's degree in business administration for senior executives from Wuhan University (武漢大學) in February 2008 and is currently studying for his executive master of business administrative degree at Cheung Kong Graduate School of Management (長江商學院). Mr. Yan is the chairman and substantial shareholder of Zall Holdings Co., Ltd. (卓爾控股有限公司). Mr. Yan is the chairman and executive director of Zall Development Group Ltd, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited.

Mr. Yan has entered into an appointment letter with the Company on 21 November 2011. There will be no specific length of service in respect of their appointment but he will be subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yan did not receive any director's fee. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. As at the Latest Practicable Date, Mr. Yan has held 882,440,621 shares of the Company. Save as disclosed above, Mr. Yan does not have any other interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yan does not have any other relationships with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company. Other than disclosed above, Mr. Yan has not held any other directorships in listed public companies in the last three years and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(x) of the GEM Listing Rules.

2. **Mr. Duan Yan (段岩)**, aged 35, is an executive Director of the Company in November 2011. Mr. Duan resigned as chief executive officer and an authorised representative of the Company on 7 March 2014. Mr. Duan is an assistant to the chairman of Zall Holdings Co., Ltd.. Mr. Duan holds a master degree of E-Commerce from Middlesex University in London and has extensive experience in logistics as well as business and operation management.

Mr. Duan has entered into a service agreement with the Company on 21 November 2011, with a term of appointment of 3 years. His appointment is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Duan receives a director's fee of HK\$240,000 per annum. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. As at the Latest Practicable Date, Mr. Duan does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Duan does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has not held any other directorships in listed public companies in the last three years and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(x) of the GEM Listing Rules.

3. **Dr. Wong Tin Yau, Kelvin (黃天祐)** JP, aged 54, took office as an independent non-executive Director in September 2005. He has been a member of the Audit Committee and the Remuneration Committee since September 2005 and he is the member and chairman of the Nomination Committee of the Group since 2012. He is an executive director and deputy managing director, chairman of the corporate governance committee and member of the executive committee of COSCO Pacific Limited (stock code 1199), a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Dr. Wong is the immediate past chairman and was chairman (2009-2014) of The Hong Kong Institute of Directors, a non-executive director of the Securities and Future Commission, a former member of the Main Board and GEM Listing Committee of the Stock Exchange (2007 - 2013), a convenor-cum-member of the Financial Reporting Review Panel, a member of the Standing Committee on Company Law Reform, a member of the Corruption Prevention Advisory Committee of Independent Commission Against Corruption, a member of the Appeal Board Panel (Town Planning), a board director of the Hong Kong Sports Institute Limited, a council member of The Hong Kong Management Association, a member of OECD/World Bank Asian Corporate Governance Round table and a council advisor and past chairman of the Hong Kong Chinese Orchestra Limited, Dr. Wong obtained his master of business administration degree from Andrews University in Michigan, the United States of America in 1992 and his doctor of business administration degree from The Hong Kong Polytechnic University in 2007. Dr. Wong is currently an independent non-executive director and chairman of the audit committee of China Zheng Tong Auto Services Holdings Limited (stock code; 1728), I.T. Limited (stock code: 0999) and Xinjiang Goldwind Science & Technology Co., Ltd. (stock code: 2208). He was also an independent non-executive director and chairman of the audit committee of China Metal International Holdings Inc. (stock code: 0319) (2004 - 2013). All the aforementioned companies are listed on The Stock Exchange of Hong Kong Limited.

Dr. Wong entered into an appointment letter with the Company on 26 May 2014 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Dr. Wong receives a director’s fee of HK\$160,000 per annum. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company’s remuneration policy. As at the Latest Practicable Date, Dr. Wong does not have any other interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Wong does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Other than disclosed above Dr. Wong has not held any other directorships in listed public companies in the last three years and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(x) of the GEM Listing Rules.

4. **Mr. Lee Kang Bor, Thomas (李鏡波)**, aged 61, took office as an independent non-executive Director in September 2005. He has been a member and the chairman of the Audit Committee and the Remuneration Committee since September 2005 and is a member of the Nomination Committee of the Group since March 2012. He graduated from The Hong Kong Polytechnic University (formerly Hong Kong Polytechnic) with a higher diploma in accountancy in 1976. He received his bachelor and master of laws degrees from the University of London in 1988 and 1990 respectively. Mr. Lee is a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants (UK) and was called to the Bar of the Honourable Society of Lincoln's Inn in 1990. Mr. Lee is a past president and a member of the Council of the Taxation Institute of Hong Kong, and a past president and honorary advisor of Asia Oceania Tax Consultants' Association. Mr. Lee is the chairman of Thomas Lee & Partners Limited, Certified Tax Advisers. Mr. Lee is an independent non-executive director of Sparkle Roll Group Limited (stock code 0970), the shares of which are listed on the Stock Exchange of Hong Kong Limited.

Mr. Lee entered into an appointment letter with the Company on 26 May 2014 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lee receives a director's fee of HK\$160,000 per annum. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. As at the Latest Practicable Date, Mr. Lee does not have any other interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lee does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Other than disclosed above Mr. Lee has not held any other directorships in listed public companies in the last three years and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(x) of the GEM Listing Rules.

The Board has delegated the task of determining the remunerations of the Directors to the Remuneration Committee of the Company. In determining the remunerations of the Directors, the Remuneration Committee would take into consideration, amongst others, the experience of the Directors.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in accordance with their re-election.



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of CIG Yangtze Ports PLC (the “Company”) will be held at Suite 1606, 16th Floor, Two Exchange Square, Central, Hong Kong on Friday, 29 May 2015 at 2:30p.m. for the following purposes:

To consider and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution of the Company:

1. To receive and consider the audited financial statements and the reports of the Directors and the auditors for the year ended 31 December 2014;
2. To re-elect Mr. Yan Zhi as non-executive Director and to authorise the Board to fix his remuneration;
3. To re-elect Mr. Duan Yan as executive Director and to authorise the Board to fix his remuneration;
4. To re-elect Dr. Wong Tin Yau, Kelvin as independent non-executive Director and to authorise the Board to fix his remuneration;
5. To re-elect Mr. Lee Kang Bor, Thomas as independent non-executive Director and to authorise the Board to fix his remuneration;
6. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration; and
7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

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- (b) the approval of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or

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obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

9. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT conditional upon resolutions numbered 7 and 8 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution numbered 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal

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amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 8 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolution.”

By order of the Board
CIG Yangtze Ports PLC
Lai Pik Chi Peggy
Company Secretary

Hong Kong, 26 March 2015

As at the date hereof, 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.

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such holders be present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereto.
3. A form of proxy for the AGM is enclosed herewith.
4. In order to be valid, a form of proxy must be deposited by hand or by post at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or attorney, not less than 48 hours before the time appointed for holding the AGM.
5. Shareholders or their proxies shall produce their identity documents when attending the AGM.
6. Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against the resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 notice 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 notice misleading.

This notice will remain on the Company's website at www.cigyangtzeports.com and the "Latest Company Announcement" page on the GEM website at www.hkgem.com for at least seven days from the day of its posting.