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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8233)

MAJOR AND CONNECTED TRANSACTION SUPPLEMENTAL ACQUISITION AGREEMENT

Reference are made to the announcements (the “**Announcements**”) of the Company dated 28 November 2015, 4 December 2015 and 18 December 2015 respectively in relation to, among other things, the Acquisition. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

As stated in the announcement of the Company dated 28 November 2015, the Consideration will be adjusted based on the net asset value of the Target Group as at 30 June 2015 stated in its financial report prepared in accordance with the International Financial Reporting Standards and reported by Grant Thornton Hong Kong Limited, Certified Public Accountants, Hong Kong.

On 22 February 2016 (after trading hours), CIG Yangtze Corporate and Project Finance Limited, a wholly-owned subsidiary of the Company, (being the Purchaser), Zall Holdings (being the Vendor) and Mr. Yan (being the Guarantor) entered into a supplemental acquisition agreement (the “**Supplemental Acquisition Agreement**”) to the Acquisition Agreement to amend certain terms and conditions thereto. Pursuant to the Supplemental Acquisition Agreement, it is agreed that:

- (i) the parties shall procure the preparation of the financial report of the Target Company prepared in accordance with the International Financial Reporting Standards and reported by Grant Thornton Hong Kong Limited, Certified Public Accountants, Hong Kong for the year ended 31 December 2015 (the “**Annual Audited Accounts**”) and accordingly the Consideration will be adjusted based on the net asset value of the Target Group as stated in the Annual Audited Accounts (the “**Annual Audited Value**”) and will be the lower of (a) the Annual Audited Value; and (b) HK\$175.4 million; and

* *For identification purpose only*

- (ii) during the period from the date of the Acquisition Agreement to the Completion Date, the Vendor should, upon request of the Purchaser, provide (a) the consolidated financial statements of the Target Group for the period from 31 October 2015 up to the latest practicable date prepared in accordance with the International Financial Reporting Standards; and (b) the consolidated management accounts of the Target Group as at the end of the previous month on or before the tenth calendar day of every month to the Purchaser.

Save for the amendments above, all other principal terms and conditions of the Acquisition Agreement shall remain unchanged and in full force and effect. The Directors consider that the terms of the Supplemental Acquisition Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors should note that the completion for the Acquisition is subject to certain conditions precedent under the Acquisition Agreement as amended by the Supplemental Acquisition Agreement to be fulfilled and, as such, the Acquisition as contemplated may or may not complete. Shareholders and potential investors should also note that there are risks associated with the Acquisition and they should consider and assess all such risks carefully. Shareholders and potential investors are reminded to exercise extreme caution when dealing in the Shares and other securities of the Company.

By order of the Board
CIG Yangtze Ports PLC
Xie Bing Mu
Director

Hong Kong, 22 February 2016

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, Mr. Fang Yibing and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Dr. Mao Zhenhua and Mr. Wong Wai Keung, Frederick.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 herein or this announcement misleading.

This announcement 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 of its posting.