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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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)**

### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO BUYBACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening an annual general meeting of CIG Yangtze Ports PLC (the "AGM") to be held at Suite 1606, 16/F., Two Exchange Square, Central, Hong Kong on Friday, 20 May 2015 at 2:30 p.m. is set out on pages AGM-1 to AGM-5 of this circular.

A proxy form for use at the AGM 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 Shops 1712-1716, 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 website of the Company at [www.cigyangtzeports.com](http://www.cigyangtzeports.com) and the "Latest Company Announcement" page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting.*

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF THE 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.

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## DEFINITIONS

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*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, 16/F., Two Exchange Square, Hong Kong on Friday, 20 May 2016 at 2:30 p.m., notice of which is set out on pages AGM-1 to AGM-5 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
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution
“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

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot and issue securities of the Company not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate (if any)
“Latest Practicable Date”	18 March 2016, 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
“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”	Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*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  
Mr. Wong Wai Keung, Frederick  
Dr. Mao Zhenhua

*Registered Office:*

P.O. Box 309 GT Uglan 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

18 March 2016

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO BUYBACK SHARES, 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 grant of the Issue Mandate and the Buy-back Mandate and (ii) the re-election of Directors. The resolutions will be proposed at the forthcoming AGM to be held on Friday, 20 May 2016 and are set out in the notice of AGM as set out on pages AGM-1 to AGM-5 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **Grant of General Mandates to issue shares and to buyback shares**

At the annual general meeting of the Company held on 29 May 2015 (the “Last AGM”), ordinary resolutions were passed by the Shareholders granting general unconditional mandates to the Directors, (i) to issue and allot up to a maximum of 235,411,236 Shares, representing a maximum not exceeding 20% of the total number of issued Shares as at the date when the resolution was passed and (ii) to exercise the powers of the Company to buy-back up to a maximum of 117,705,618 Shares of its own Shares, representing a maximum not exceeding 10% of the total number of issued Shares as at the date when the resolution was passed in accordance with the GEM Listing Rules. These general mandates, 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 Buy-back 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 to exercise the power of the Company to allot and issue Shares up to maximum amount not exceeding 20% of the total number of issued Shares as at the date of the passing of the said ordinary resolution. Based on the 1,317,056,180 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back 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 263,411,236 Shares.

The Buy-back Mandate, if approved at the AGM, will grant to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of the said ordinary resolution. Based on the 1,317,056,180 Shares in issue at the Latest Practicable Date and assuming no further Shares will be issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back Mandate will be up to 131,705,618 Shares.

Further, subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Buy-back 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 bought back under the Buy-back Mandate, provided that such additional amount shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution.

The Issue Mandate and the Buy-back 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 the date upon which such authority is revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever is earlier.

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## LETTER FROM THE BOARD

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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 whether to vote for or against the proposed resolution for the granting of the Buy-back Mandate at the AGM 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, 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 also be proposed to re-elect Mr. Xie Bing Mu as executive Director, Mr. Fang Yibing as non-executive Director, Mr. Wong Wai Keung, Frederick as independent non-executive Directors and Dr. Mao Zhenhua 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.

### **AGM**

The Company will convene the AGM at Suite 1606, 16/F., Two Exchange Square, Central, Hong Kong on Friday, 20 May 2016 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 AGM-1 to AGM-5 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.

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## LETTER FROM THE BOARD

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### **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 (i) the granting of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iii) 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 Buy-back 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 Buy-back mandate**

As at the Latest Practicable Date, the number of Shares in issue was 1,317,056,180. Subject to the passing of the resolution in relation to the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the maximum number of Shares which can be bought back under the Buy-back Mandate will be up to a maximum of 131,705,618 Shares (representing 10% of the total number of Shares in issue 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 Buy-back Mandate by ordinary resolution of the Shareholders in general meeting, whichever is earlier.

**2.     Reasons for share buyback**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such share buyback 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 share buyback**

In buying back 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 buyback its Shares. Under Cayman Islands law, the capital portion payable on a share buyback 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 share buyback or, subject to the Companies Law, out of capital and, in the case of any premium payable on a share

buyback, 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 2015) in the event that the Buy-back Mandate is exercised in full at the current prevailing market value. However, the Directors do not propose to exercise the Buy-back 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 Buy-back 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 Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, 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 Buy-back Mandate is approved by the Shareholders.

**6. Effect of the Takeovers Code**

If as a result of a buy-back 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 67.00% of the issued share capital of the Company.

In the event that the Directors exercise the proposed Buy-back 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 74.45% 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 Buy-back Mandate to such an extent that would give out to such obligation or to exercise the Buy-back 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 share buyback pursuant to the Buy-back Mandate.

**7. Share buyback made by the Company**

During the previous six months preceding the Latest Practicable Date, the Company had not bought back any Shares (whether on the 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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
March	0.335	0.290
April	0.445	0.290
May	0.570	0.340
June	0.590	0.355
July	0.520	0.305
August	0.490	0.325
September	0.460	0.365
October	0.460	0.410
November	0.480	0.400
December	0.475	0.415
<b>2016</b>		
January	0.460	0.360
February	0.405	0.340
1 March to 18 March	0.500	0.370

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## APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

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

1. **Mr. Fang Yibing (方一兵)**, aged 61, was appointed as a non-executive Director and a member of the Audit Committee and the Remuneration Committee in November 2011 and he is member of the Nomination Committee since March 2012. Mr. Fang is a solicitor admitted in the PRC. He received a bachelor degree in Law from Hubei Huanggang Radio & TV University (湖北黃岡廣播電視大學), the PRC and holds an executive master of business administration degree from Wuhan University.

Mr. Fang 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. Fang 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. Mr. Fang does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fang does not have any other relationships with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company. Other than disclosed above, Mr. Fang 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. Xie Bing Mu (謝炳木)**, aged 53, was appointed as an Executive Director, chief executive officer, an authorised representative and compliance officer in March 2014. He has been the general manager of Wuhan International Container Company Limited ("WIT") since November 2003 and a director of WIT since January 2004. He completed the professional studies in business administration at Fujian Broadcasting University (福建廣播電視大學) in 1986 and completed a postgraduate course conducted by Xiamen University in 2001. He is an accountant in the PRC. Mr. Xie have over 30 years' experience in port and container terminal business in the PRC. Mr. Xie joined the Group in March 2001. Prior to joining the Group, Mr. Xie had worked in an international port company and container terminal company in the PRC for the years between 1997 and 2001.

Mr. Xie has entered into a service agreement with the Company on 7 March 2014, 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. Xie receives a director's fee of RMB 598,000 plus performance bonus. 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. Xie does not have any interest in Shares within the meaning of Part XV of the SFO.

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## APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

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Save as disclosed above, Mr. Xie 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. Mr. Wong Wai Keung, Frederick (黃煒強)**, aged 60, took office as an independent non-executive Director in April 2014. He has been a member of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company since April 2014 and chairman of the Nomination Committee since October 2015. He is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors, and holds a master's degree in electronic commerce from Edith Cowen University, Western Australia. Mr. Wong has over 30 years of accounting, finance, audit, tax and corporate finance experience and has worked at an international certified public accountants firm and listed companies in the United Kingdom, New Zealand, Hong Kong and Thailand. Mr. Wong is now the chief financial officer and company secretary of APAC Resources Limited (stock code: 1104), shares of which are listed on the Main Board of the Stock Exchange. Mr. Wong is currently an independent non-executive director and the chairman of the audit committee of Perfect Group International Holdings Limited (stock code: 3326), shares of which are listed on the Main Board of the Stock Exchange. Prior to joining APAC Resources Limited, Mr. Wong was the chief financial officer, company secretary and authorised representative of the Company from January 2001 to January 2011. He was also an executive director of Hwa Kay Thai Holdings Limited (now known as China Solar Energy Holdings Limited) (stock code: 0155) from 1996 to 1999, shares of which are listed on the Main Board of the Stock Exchange.

Mr. Wong entered into an appointment letter with the Company on 29 May 2015 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wong receives a director's fee of HK\$320,000 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. Wong does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong 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.

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## APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

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4. **Dr. Mao Zhenhua (毛振華)**, aged 52, took office as an independent non-executive Director in January 2016. He has been a member of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company since January 2016. Dr. Mao graduated from Wuhan University with a Doctorate Degree in Economics. Dr. Mao is the chairman and chief executive officer of China Chengxin Credit Management Co., Ltd. He has extensive experience in investment banking. He is a part-time professor of Renmin University of China and the chairman of the Institute of Economy in Beijing from 2006 till now. Dr. Mao had carried out economic analysis and policies research for Hubei Provincial Government, Hainan Provincial Government and Research Office of the State Council. Dr. Mao is currently an independent non-executive director of U-Home Group Holdings Limited (stock code: 2327), shares of which are listed on the Main Board of the Stock Exchange, from October 2005 till now. He was an independent non-executive director of Beautiful China Holdings Limited (stock code: 0706), a company listed on the Stock Exchange, from February 2001 to March 2013 and was re-designated as executive director from March 2013 to February 2014.

Dr. Mao entered into an appointment letter with the Company on 30 December 2015 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Dr. Mao receives a director's fee of HK\$300,000 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. Mao does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Mao does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company 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.

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## NOTICE OF THE AGM

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of CIG Yangtze Ports PLC (the “Company”) will be held at Suite 1606, 16/F., Two Exchange Square, Central, Hong Kong on Friday, 20 May 2016 at 2:30 p.m. for the following purposes:

#### **Ordinary Business**

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

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2015;
2. To re-elect Mr. Fang Yibing as non-executive Director and to authorise the Board to fix his remuneration;
3. To re-elect Mr. Xie Bing Mu as executive Director and to authorise the Board to fix his remuneration;
4. To re-elect Mr. Wong Wai Keung, Frederick as independent non-executive Director and to authorise the Board to fix his remuneration;
5. To re-elect Dr. Mao Zhenhua 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:

\* *For identification purpose only*

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## NOTICE OF THE AGM

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“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;
- (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 total number of shares of the Company 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 total number of the issued shares of the Company as 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

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- (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 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 buyback 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 total number of shares of the Company authorised to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares 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

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- (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 total number of shares of the Company bought back by the Company under the authority granted pursuant to resolution numbered 8 above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue 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, 18 March 2016

*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, Mr. Wong Wai Keung, Frederick and Dr. Mao Zhenhua.*

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*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](http://www.cigyangtzeports.com) and the "Latest Company Announcement" page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting.*