



# 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)

### Form of Proxy for use at Annual General Meeting (the “Meeting”) to be held on Friday, 20 May 2016 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holders of <sup>(Note 2)</sup> \_\_\_\_\_ Shares of HK\$0.10 each in the capital of CIG Yangtze Ports PLC (the “Company”), hereby appoint <sup>(Note 3)</sup> the Chairman of the Meeting or \_\_\_\_\_ of

as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Suite 1606, 16/F., Two Exchange Square, Central, Hong Kong (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS <sup>(Note 4)</sup>	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and the auditors for the year ended 31 December 2015;		
2.	To re-elect Mr. Fang Yibing as non-executive Director and to authorise the board of Directors (“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		
7.	To grant an issue mandate to the Directors to allot, issue and deal with shares of the new shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution;		
8.	To grant a buy-back mandate to the Directors to purchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution; and		
9.	To extend a general mandate granted by resolution numbered 7 by adding the shares bought back pursuant to the general mandate granted by resolution no. 8.		

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2016

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN “X” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged by post or by hand at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only