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

**(Stock Code: 8233)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of CIG Yangtze Ports PLC (the “Company”) will be held at 10:30 a.m. on Wednesday, 15th June 2016 at Suite 2101, 21st Floor, Two Exchange Square, Central, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the conditional share transfer agreement dated 28 November 2015 (the “Acquisition Agreement”) (a copy of which is marked “A” and signed by the chairman of the EGM for identification purpose and has been tabled at the EGM) entered into between (i) CIG Yangtze Corporate and Project Finance Limited, a wholly-owned subsidiary of the Company as purchaser; (ii) Zall Holdings Company Limited as vendor; and (iii) Mr. Yan Zhi as guarantor in relation to the acquisition of the one (1) share of Zall Infrastructure Group Company Limited and the transactions contemplated thereunder including but not limited to the allotment and issue of 408,010,509 ordinary shares in the share capital of the Company at an issue price of HK\$0.430 per share, credited as fully paid and which shall rank pari passu in all respects with the ordinary shares then in issue, by the Company to Zall Holdings Company Limited (the “**Consideration Shares**”), be and are hereby approved, confirmed and ratified;
- (b) each of the directors of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Acquisition Agreement and any of the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares; and

\* *For identification purpose only*

- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Consideration Shares.

By order of the board of directors of  
**CIG Yangtze Ports PLC**  
**Xie Bingmu**  
*Executive Director*

Hong Kong, 26 May 2016

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM, 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 EGM, 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 EGM 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 Shops 1712 – 1716, 17th 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 notarially certified copy of such power or attorney, not less than 48 hours before the time appointed for holding the EGM.
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against the resolutions. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. Voting on the ordinary resolutions at the EGM will be conducted by way of poll.

*As at the date of this notice, the Board comprises three executive Directors namely Ms. Liu Qin, Mr. Duan Yan and Mr. Xie Bingmu; 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. Mao Zhenhua and Mr. Wong Wai Keung, Frederick.*

*This notice, for which the Directors 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 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 herein or this notice misleading.*

*This notice will remain on the website of the Company at [www.cigyangtzeports.com](http://www.cigyangtzeports.com) and the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting.*