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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)**

**RENEWAL OF GENERAL MANDATE TO ISSUE AND  
REPURCHASE SHARES AND  
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 to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 7 May 2012 at 11:00 a.m. (the "AGM") is set out on pages 12 to 15 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 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. If you attend and vote at the meeting, the authority of your proxy will expire.

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 GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of posting and can be viewed at the Company's website at [www.cigyangtzeports.com](http://www.cigyangtzeports.com)*

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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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 Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 7 May 2012 at 11:00 a.m., notice of which is set out on pages 12 to 15 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“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 Committee”	the listing sub-committee of the board of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general and unconditional mandates proposed under ordinary resolutions numbered 8 and 10 in the notice of the AGM which is attached to this circular to be granted to the Directors to (i) 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 resolution; (ii) to extend the mandate in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company made pursuant to and in accordance with the Repurchase Mandate
“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

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## DEFINITIONS

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“Latest Practicable Date”	26 March 2012, 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
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 9 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.

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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 (*Chief executive officer*)

*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. Fan Chun Wah, Andrew

*Registered Office:*

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

*Head Office and Principal Place  
of Business in Hong Kong:*

2909A Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

30 March 2012

*To the Shareholders*

Dear Sir or Madam,

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

**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 the re-election of Directors, to exercise the powers of the Company to repurchase the Company's fully paid up Shares of HK\$0.10 each representing up to a maximum of 10% of the existing issued share capital of the Company at the date of passing the resolution (the "Repurchase Mandate"), to grant a general mandate to the Directors to issue new shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution (the "General Mandates") and to increase the number of Shares which the Directors may issue under their general mandate by the number of Shares repurchased. The resolutions will be proposed at the forthcoming AGM to be held on 7 May 2012 (the "AGM") and are set out in the notice of AGM as set out on pages 12 to 15 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RENEWAL OF GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 3 May 2011 (the “Last AGM”), resolutions were passed by the Shareholders giving general unconditional mandates to the Directors (i) to issue and allot up to a maximum of 234,029,312 Shares representing a maximum of 20% of the 1,170,146,564 shares which the Company had in issue at the date when the resolution was passed and (ii) to exercise the powers of the Company to repurchase up to a maximum of 117,014,656 Shares of its own Shares representing a maximum of 10% of the 1,170,146,564 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 lapse at the conclusion of the forthcoming AGM.

It is therefore necessary to renew the General Mandate and the Repurchase Mandate at the AGM and ordinary resolutions will be proposed to seek the Shareholders’ approval for granting of the General Mandates and the Repurchase Mandate at the AGM. Details of the aforesaid ordinary resolutions are set out in ordinary resolutions numbered 8 to 10 in the notice of the AGM.

The General Mandate, if approved at the AGM, will grant to the Directors the power 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 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 securities which can be allotted and issued under the General Mandates would be equivalent to 235,411,236 Shares.

The Repurchase Mandate, if approved at the AGM, would allow the Company to repurchase 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 Company would be allowed under the Repurchase Mandate to repurchase a maximum of 117,705,618 Shares, being 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereof.

Further, subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The General Mandates 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 occurs first.

An explanatory statement as required by the GEM Listing Rules to provide 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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect Mr. Yan Zhi as non-executive Director, Mr. Fang Yibing as non-executive Director, Ms. Liu Qin as executive Director, Mr. Duan Yan as executive Director and Mr. Lee Kang Bor, Thomas as independent non-executive Director in accordance with the Articles of Association. To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of Shareholders.

### ANNUAL GENERAL MEETING

The Company will convene the AGM at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 7 May 2012 at 11:00 a.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 pages 12 to 15 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 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATION

The Directors consider that the granting of the General Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company, the Group and the Shareholders as a whole and so 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 Company would be allowed under the Repurchase Mandate to repurchase a maximum of 117,705,618 Shares (representing 10% of the issued share capital of the Company) 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 occurs first.

## **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.

## **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 2011) in the event that the Repurchase Mandate is exercised in full. 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 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 connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he 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 Rule 32 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 held the interest 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 83.30% of the issued share capital of the Company and such increase 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**

No purchase of Shares has been made by the Company during the period from 3 May 2011 (date of the Last AGM) to the Latest Practicable Date, whether 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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2011</b>		
March	0.100	0.083
April	0.160	0.086
May	0.155	0.123
June	0.147	0.110
July	0.144	0.111
August	0.180	0.113
September	0.225	0.170
October	0.360	0.295
November	0.360	0.310
December	suspended	suspended
<b>2012</b>		
January	0.400	0.250
February	0.370	0.250
1 March to 26 March	0.355	0.300

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 39, is the controlling shareholder and an executive director of Zall Development (Cayman) Holding Co. Ltd. (Stock Code: 2098.HK), a company listed on the main board of the Stock Exchange. Mr. Yan has extensive experience in logistics, project planning, business and operation management. He has approximately 6 years of experience in the commercial property and wholesale shopping mall industries, as well as approximately 15 years of experience in the advertising and media industry and business management.

Mr. Yan has entered into a service agreement with the Company on 21 November 2011 with a term of appointment of 3 years. His appointment will be subject to normal retirement and re-election at the next annual general meeting by the shareholders of the Company pursuant to the articles of association of the Company. 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 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.

2. **Mr. Fang Yibing (方一兵)**, aged 57, is a solicitor admitted in the PRC. He received a bachelor degree in Law from 湖北黃岡廣播電視大學 (HuBeihuanggang Radio & TV University\*), the PRC and holds an Executive Master of Business Administration degree from Wuhan University. Mr. Fang holds directorship in a number of subsidiaries of Zall Holdings Company Limited, including 卓爾大新華物流有限公司 (Wuhan Zall Grand China Logistics Co., Ltd\*), 卓爾寶沃勤(武漢)物流有限公司 (Zall Power Chain (Wuhan) Logistics Co., Ltd\*) and 武漢卓盛物流有限公司 (Wuhan Zhuosheng Logistic Co., Ltd\*).

Mr. Fang has entered into a service agreement with the Company on 21 November 2011 with a term of appointment of 3 years. His appointment will be subject to normal retirement and re-election at the next annual general meeting by the shareholders of the Company pursuant to the articles of association of the Company. As at the Latest Practicable Date, 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 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.

Mr. Fang is a member of the Audit and Remuneration Committee of the Company.

\* For identification purpose only

3. **Ms. Liu Qin (劉琴)**, aged 43, is an assistant to the chairman of Zall Holdings Company Limited and Zall Development (Cayman) Holding Co. Ltd. (Stock Code: 2098.HK), a company listed on the main board of the Stock Exchange. Ms. Liu has a bachelor degree in economics management from 武漢市廣播電視大學 (Wu Han Radio and TV University\*), the PRC and is studying for an Executive Master of Business Administration degree from Tsinghua University, the PRC. Ms. Liu has extensive experience in human resources and administration management. She was the president of 漢口北市場投資有限公司 (North Hankou Trade Market Investment Co., Ltd\*), 卓爾投資集團有限公司 (Zall Investment Group Co., Ltd\*) and the general manager and vice president of 漢口北集團有限公司 (North Hankou Group Co., Ltd.\*). In addition, she is the general manager of 武漢卓爾中心投資有限公司 (Wuhan Zall Centre Investment Co., Ltd\*) and 武漢大世界投資有限公司 (Wuhan Big World Investment Co., Ltd\*).

Ms. Liu has entered into a service agreement with the Company on 21 November 2011 with a term of appointment of 3 years. Her appointment will be subject to normal retirement and re-election at the next annual general meeting by the shareholders of the Company pursuant to the articles of association of the Company. As at the Latest Practicable Date, Ms. Liu does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Liu does not have any 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.

4. **Mr. Duan Yan (段岩)**, aged 32, is an executive director of 卓爾大新華物流有限公司 (Wuhan Zall Grand China Logistics Co., Ltd\*) and the chairman of 卓爾寶沃勤(武漢)物流有限公司 (Zall Power Chain (Wuhan) Logistics Co., Ltd\*). Mr. Duan is also the vice president of 漢南港實業集團有限公司 (Hubei Hannan Port Industrial Co., Ltd\*). In addition, Mr. Duan is an assistant to the chairman of Zall Holdings Company Limited. 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 will be subject to normal retirement and re-election at the next annual general meeting by the shareholders of the Company pursuant to the articles of association of the Company. 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 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.

\* For identification purpose only

5. **Mr. Lee Kang Bor, Thomas (李鏡波)**, aged 58, took office as an Independent Non-executive Director in September 2005. 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 is serving as Deputy President of Asia Oceania Tax Consultants' Association and Vice President of Hong Kong Professionals and Senior Executives Association. Mr. Lee is chairman of Thomas Lee & Partners Limited, Certified Tax Advisers. Mr. Lee is also a non-executive director of Man Sang International Limited and an independent non-executive director of Sparkle Roll Group Limited; the shares of both named companies are listed on the Stock Exchange.

Mr. Lee has entered into an appointment letter with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lee received a director's fee of HK\$160,000 for the year ended 31 December 2011. 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 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.

The Board has delegated the task of determining the remunerations of the Directors to the Audit and Remuneration Committee of the Company. In determining the remunerations of the Directors, the Audit and 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 ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of CIG Yangtze Ports PLC (the “Company”) will be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 7 May 2012 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (“Directors”) and the auditors of the Company for the year ended 31 December 2011.
2. To re-elect Mr. Yan Zhi as non-executive Director and to authorize the board of Directors to fix his remuneration.
3. To re-elect Mr. Fang Yibing as non-executive Director and to authorize the board of Directors to fix his remuneration.
4. To re-elect Ms. Liu Qin as executive Director and to authorise the board of Directors to fix her remuneration.
5. To re-elect Mr. Duan Yan as executive Director and to authorize the board of Directors to fix his remuneration.
6. To re-elect Mr. Lee Kang Bor, Thomas as independent non-executive Director and to authorize the board of Directors to fix his remuneration.
7. To re-appoint Grant Thornton Jingdu Tianhua as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

8. **“THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“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 authorize 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 of the Company 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 recognized regulatory body or any stock exchange applicable to the Company).”



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9. **“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 recognized by the Securities and Futures Commission of Hong Kong (“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.”
10. **“THAT** conditional upon resolutions no. 8 and 9 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 no. 8 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 9 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**  
**Siu Hin Leung**

Hong Kong, 30 March 2012

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*As at the date hereof, the Board comprises two executive directors namely Ms. Liu Qin and Mr. Duan Yan, 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. Fan Chun Wah, Andrew.*

*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 notarially 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: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on based and assumptions that are fair and reasonable.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least seven days from the day of its posting.*