



# 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 to be held on Monday, 7 May 2012 (or any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders of (Note 2) \_\_\_\_\_  
Shares of HK\$0.10 each in the capital of CIG Yangtze Ports PLC (the "Company"), HEREBY APPOINT (Note 3) 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 Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, 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		FOR (Note 4)	AGAINST (Note 4)
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 2011;		
2.	To re-elect Mr. Yan Zhi as non-executive Director and to authorise the board of Directors to fix his remuneration;		
3.	To re-elect Mr. Fang Yibing as non-executive Director and to authorise 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 authorise the board of Directors to fix his remuneration;		
6.	To re-elect Mr. Lee Kang Bor, Thomas as independent non-executive Director and authorise 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;		
8.	To give a general mandate to the Board of Directors to issue new shares;		
9.	To give a general mandate to the Board of Directors to repurchase issued shares of the Company; and		
10.	To extend the general mandate granted by resolution no.8 by adding the shares purchased pursuant to the general mandate granted by resolution no. 9.		

Signature (Note 5): \_\_\_\_\_ Date: \_\_\_\_\_ 2012

**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.**
- 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