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CIG Yangtze Ports PLC

中國基建港口有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8233)

PROPOSALS FOR BONUS ISSUE OF SHARES, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the financial results of the Company for the year ended 31 December 2005 which was announced on 16 March 2006. The Board proposed a Bonus Issue on the basis of one Bonus Share for every ten existing Shares held by the Shareholders. The registers of members of the Company will be closed from 2 May 2006 to 8 May 2006 and the Record Date for entitlement to the Bonus Issue will be 8 May 2006.

The Directors also proposed that the general mandates of the Company dated 2 September 2005 to issue and repurchase Shares should be renewed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Bonus Shares.

At the AGM, ordinary resolutions will also be proposed to re-elect Mr. Leung Kwong Ho, Edmund, Mr. Goh Pek Yang, Michael and Mr. Zhao Cong, Richard as directors in accordance with the Articles of Association of the Company.

A circular setting out, inter alia, the details of the proposed Bonus Issue and general mandates to issue new Shares and repurchase Shares, re-election of Directors will be dispatched to the Shareholders on 31 March 2006.

BONUS ISSUE OF SHARES

The board of directors (the “Board”) of CIG Yangtze Ports PLC (the “Company”) are pleased to announce that the Company proposed a bonus issue of shares (the “Bonus Issue”), on the basis of one new share of HK\$0.10 each (credited as fully paid) (“Bonus Share”) for every ten existing shares of HK\$0.10 each (the “Share”) held by the shareholders of the Company (the “Shareholders”).

The exact total number of Bonus Shares to be issued under the Bonus Issue is not known as at the date of this announcement and will only be capable of determination as at the Record Date. Based on 345,379,747 Shares in issue as at the date of this announcement and assuming that no further Shares are or will be issued or repurchased prior to the Record Date, a total number of 34,537,974 Bonus Shares will be issued pursuant to the Bonus Issue, which represents approximately 10% of the issued share capital of the Company as at the date of this announcement and approximately 9.09% of the issued share capital of the Company as enlarged by the issue of the Bonus Shares. It is proposed that the Directors be authorized to capitalize the sum of HK\$3,453,797.5 being part of the amount standing to the credit of the share premium account of the Company and apply such sum in paying up in full the Bonus Shares.

CLOSURE OF REGISTERS OF MEMBERS

The registers of members of the Company will be closed from Tuesday, 2 May 2006 to Monday, 8 May 2006 (both dates inclusive) in order to determine entitlements to the Bonus Issue, during which period no transfers of Shares will be registered. The last day for dealing in Shares cum entitlements to the Bonus Issue will be on 26 April 2006.

In order to qualify for the Bonus Issue, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 28 April 2006.

EXPECTED TIMETABLE FOR THE BONUS ISSUE

	2006
Last day for trading in Shares cum entitlements to the Bonus Issue	Wednesday, 26 April
First day for trading in Shares ex entitlements to the Bonus Issue	Thursday, 27 April
Latest time for lodging transfers of Shares for registration in order to qualify for the Bonus Issue	4:00 p.m. Friday, 28 April
Register of members closes (both days inclusive)	from Tuesday, 2 May to Monday, 8 May
Latest time for proxy forms to be returned	11:00 a.m. on Saturday, 6 May
Record date for determination of entitlements to the Bonus Issue	Monday, 8 May
Annual General Meeting	11:00 a.m. on Monday, 8 May
Register of members reopens	Tuesday, 9 May
Despatch of certificates for the Bonus Shares	on or before Monday, 15 May
Expected first day of dealing in the Bonus Shares	Wednesday, 17 May

CONDITIONS

The proposed Bonus Issue is conditional upon the following:

- (i) the passing of the ordinary resolution to approve the Bonus Issue set out in the notice of annual general meeting of the Company (the “AGM”); and
- (ii) the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the Bonus Shares.

RIGHTS OF OVERSEAS SHAREHOLDERS

If at any time before the Record Date, the registered address of any of the Shareholders as shown on the register of members of the Company is in a territory other than Hong Kong, the Directors will, in compliance with Rules 17.41(1) of the GEM Listing Rules, seek legal advice as to whether or not it would be or might be unlawful or impracticable to offer the Bonus Shares in such places. Subject

to the legal advice, the Directors will exclude the overseas Shareholders from the Bonus Issue only if they consider that it is necessary or expedient not to offer the Bonus Shares to the overseas Shareholders on account either of the legal restrictions under the laws of the place of the his/her registered address or the requirements of the relevant regulatory body or stock exchange in that place. The Company will issue an announcement when it has ascertained whether it has any overseas Shareholders and will comply with Rule 17.41(1) of the GEM Listing Rules by then.

LISTINGS AND DEALINGS

Application will be made to the Stock Exchange for the listing of and permission to deal in the Bonus Shares. It is expected that certificates for the Bonus Shares will be posted to the Shareholders on or about 15 May 2006 at the risk of the persons entitled thereto and the Bonus Shares is expected to commence trading on 17 May 2006.

The Bonus Shares when issued and credited as fully paid will rank pari passu amongst themselves and in all respects (including entitlement to receive any future dividend of the Company) with the existing Shares in issue as at the date of allotment of the Bonus Shares.

The issued Shares are listed on and dealt in on the GEM. There is no equity or debt securities of the Company are listed or dealt in on any other stock exchange nor is listing or permission to deal in such securities on any other stock exchange being or proposed to be sought.

Dealing in the Bonus Shares, subject to the conditions therein, is expected to commence on 17 May 2006.

REASONS FOR THE BONUS ISSUE

The Bonus Issue will allow the Shareholders to participate in the growth of the Company by way of capitalisation of a portion of the share premium account.

APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

An ordinary resolution will be proposed at the AGM to seek a specific mandate to approve the issue and allotment of the Bonus Shares.

GENERAL MANDATES AND REPURCHASE MANDATE

The Directors also proposed that the general mandates to issue Shares and repurchase Shares granted at the extraordinary general meeting of the Company dated 2 September 2005 be renewed (i) to allot, issue and deal with the Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution and (ii) to

repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution.

RE-ELECTION OF DIRECTORS

At the AGM, ordinary resolutions will also be proposed to re-elect Mr. Leung Kwong Ho, Edmund, Mr. Goh Pek Yang, Michael and Mr. Zhao Cong, Richard as directors in accordance with the Articles of Association of the Company. The biographical details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, will be set out in the circular of the Company on 31 March 2006.

A circular to the Shareholders setting out, inter alia, the details of the proposed Bonus Issue and general mandates to issue new Shares and repurchase Shares, re-election of Directors will be dispatched to the Shareholders on 31 March 2006.

By order of the Board
Chow Kwong Fai, Edward
Chairman

Hong Kong, 31 March 2006

* *For identification purpose only*

As at the date of this announcement, the Board comprises an executive Director namely Mr. Chow Kwong Fai, Edward; five non-executive Directors namely Mr. Wong Ying Wai, Mr. Wong Yuet Leung, Frankie, Mr. Lee Jor Hung, Dannis, Mr. Zhao Cong, Richard and Mr. Goh Pek Yang, Michael and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Mr. Wong Tin Yau, Kelvin and Mr. Leung Kwong Ho, Edmund.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of the Securities on the Growth Enterprise Market 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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