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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 OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CIG Yangtze Ports PLC (the “**Company**”) will be held at 9:30 a.m. on Thursday, 16 July 2009 at Room 3203, 32/F Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which will be proposed as resolutions of the Company:

SPECIAL RESOLUTION

1. **“THAT** the articles of association of the Company (the “**Articles**”) be and are hereby amended in the following manner

By deleting Article 168 of the Articles in its entirety and substituting the following therefor:

“The Company may in general meeting, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for dividend or otherwise available for distribution and such amount be set free for distribution among the members or any class of members who would be entitled to receive the same if distributed by way of dividend and in the same proportions, or among such of the members or such other persons and in such different proportions as recommended by the Board (such non-pro-rata distribution is to be approved by Company in general meeting by ordinary resolution on every occasion when the Board recommend the same), and that the same be applied on behalf of such members or such other persons either in or towards paying up in full any unpaid shares, or paying up in full, at par or at such premium as the resolution may provide, any unissued shares or debentures of the Company which shall be allotted, issued and distributed among such members or such other persons and in such proportions as the resolution may provide, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Law.”

* *For identification purpose only*

ORDINARY RESOLUTION

2. **“THAT**, subject to the passing of the special resolution no.1 as set out above and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Rights Shares (as defined below) and the Bonus Shares (as defined below) to be allotted and issued to the shareholders of the Company (the **“Shareholders”**) pursuant to the terms and conditions of the Rights Issue (together with the Bonus Issue),
 - (i) the issue by way of rights issue (the **“Rights Issue”**) of 334,327,589 shares of the Company (the **“Rights Shares”**) to the Shareholders (the **“Qualifying Shareholders”**) whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the **“Record Date”**) (excluding those Shareholders (the **“Excluded Shareholders”**) with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the **“Board”**) of directors (the **“Directors”**) of the Company considers it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places), on the basis of two Rights Shares for every three Shares then held be and is hereby approved, confirmed and ratified;
 - (ii) the issue by way of bonus issue (the **“Bonus Issue”**) of 334,327,589 shares of the Company (the **“Bonus Shares”**), credited as fully-paid at par by the Directors applying such amount for the time being standing to the credit of any reserve or fund of the Company as permitted for the Bonus Issue, to the Qualifying Shareholders who have taken up Rights Shares under the Rights Issue, on the basis of one Bonus Share for every Rights Share taken up under the Rights Issue, be and is hereby approved, confirmed and ratified;
 - (iii) any Director be and is hereby authorised to allot and issue the Rights Shares and the Bonus Shares pursuant to or in connection with the Rights Issue (together with the Bonus Issue), notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
 - (iv) the underwriting agreement dated 22 May 2009 (as supplemented by a supplemental agreement dated 18 June 2009) (the **“Underwriting Agreement”**) entered into between the Company and VC Brokerage Limited and the transactions contemplated thereunder (including but not limited to the arrangements for the taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;

- (v) the arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified; and
- (vi) any one or more of the Directors be and is/are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue (together with the Bonus Issue) or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue (together with the Bonus Issue), the Underwriting Agreement and the transactions contemplated thereunder.”

By order of the Board
CIG Yangtze Ports PLC
Wong Wai Keung, Frederick
Company Secretary

Hong Kong, 23 June 2009

As at the date hereof, the Board comprises an executive Director namely Mr. Chow Kwong Fai, Edward, three non-executive Directors namely Mr. Wong Yuet Leung, Frankie, Mr. Lee Jor Hung, Dannis and Mr. Goh Pek Yang, Michael 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 EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need 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 of members of the Company 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 Rooms 1806-7, 18/F, 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 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 Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) 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: (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 bases 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.