

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement



(Incorporated in the Cayman Islands with limited liability)

(Stock Code on Main Board: 1719)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of CIG Yangtze Ports PLC (the “**Company**”) hereby announces that, in order to update the memorandum and articles of association of the Company (the “**M&AA**”) in line with the amendments made to the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) following the successful transfer of the listing of the shares of the Company from the Growth Enterprise Market to the Main Board of the Stock Exchange, it proposed to adopt a new set of M&AA in substitution for, and to the exclusion of, of its existing set of M&AA. The major areas of amendments that will be incorporated in the new set of M&AA include the following:

- (a) simplifying the objects of the Company;
- (b) allowing the surrender of shares to the Company for no consideration, as permitted by the laws of the Cayman Islands;
- (c) allowing the register of members of the Company to be maintained in a format in compliance with the Listing Rules, as permitted by the laws of the Cayman Islands;
- (d) allowing shares in the Company to be transferred by methods permitted by the Listing Rules and approved by the Board;
- (e) permitting the sending of notices electronically or by publishing the same on the Stock Exchange’s website, in the manner permitted by the Listing Rules;
- (f) adjusting the notice period in respect of (i) closure of register of members (ii) suspensions on share transfers; (iii) calling of annual and extraordinary general meetings of the Company;

- (g) removal of the distinction between special business and ordinary business transacted at general meetings of the Company;
- (h) removal of voting by show of hands at general meetings of the Company, except in respect of a procedural or administrative matter;
- (i) removal of a Director's entitlement to vote on a proposal concerning another company in which such Director and/or his associates are interested in not more than 5% of the issued shares of such company, as an exception to the general restrictions placed on an interested Director against voting on any matter which he and/or his associates have any material interest;
- (j) providing that a resolution of the Directors which relates to any matter or business in which a substantial shareholder of the Company or a Director has a material interest conflicting with that of the Company shall only be passed at a meeting of the Directors;
- (k) providing that the removal of an auditor before the expiration of his term of office shall require the approval of an ordinary resolution at a general meeting of the Company;
- (l) allowing the Company to (i) transfer by way of continuation to a jurisdiction outside the Cayman Islands; and (ii) merger with another company; as permitted by the laws of the Cayman Islands; and
- (m) certain housekeeping and tidying up changes.

The proposed adoption of the new set of M&AA is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). A circular containing, among other things, the notice of the AGM and a summary of the major area of amendments to be incorporated in the new set of M&AA will be despatched to the Shareholders together with the Company’s annual report for the financial year ended 31 December 2017 and proxy form for the AGM before the end of April 2018.

By the order of the Board
CIG Yangtze Ports PLC
Yan Zhi
Chairman

Hong Kong, 26 March 2018

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Xie Bingmu, Mr. Zhang Jiwei and Ms. Liu Qin, two non-executive Directors namely Mr. Yan Zhi and Mr. Xia Yu and three independent non-executive Directors namely Mr. Lee Kang Bor, Thomas, Dr. Mao Zhenhua and Mr. Wong Wai Keung, Frederick.