
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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: 1719)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM of CIG Yangtze Ports PLC to be held at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong at 10:30 a.m. on Thursday, 28 June 2018 is set out on pages 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar in Hong Kong, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

All times and dates specified herein refer to Hong Kong local times and dates.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the Company’s board of Directors
“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 the Main Board of the Stock Exchange (stock code: 1719)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be convened and held to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name
“Group”	collectively, the Company and its subsidiaries from time to time
“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
“HKEx”	Hong Kong Exchanges and Clearing Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	the notice of EGM set out on pages 8 to 9 of this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “CIG Yangtze Ports PLC” to “China Infrastructure & Logistics Group Ltd.”, and to adopt the dual foreign name in Chinese “中國通商集團有限公司” in replacement of the existing Chinese name “中國基建港口有限公司” which was adopted for identification purpose only
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)” holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



中國基建港口有限公司*
CIG Yangtze Ports PLC

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

Executive Directors:

Mr. Xie Bingmu
Mr. Zhang Jiwei
Ms. Liu Qin

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors:

Mr. Yan Zhi (*Chairman*)
Mr. Xia Yu

*Head office and principal place of
business in Hong Kong:*

Suite 2101, 21st Floor
Two Exchange Square
Central
Hong Kong

Independent non-executive Directors:

Mr. Lee Kang Bor, Thomas
Dr. Mao Zhenhua
Mr. Wong Wai Keung, Frederick

5 June 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM to seek Shareholders' approval for, among other things, the Proposed Change of Company Name.

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out on pages 8 to 9 of this circular and a form of proxy is also included for your further action.

* *For identification purpose only*

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Company announced on 29 May 2018 that it proposed to change the English name of the Company from “CIG Yangtze Ports PLC” to “China Infrastructure & Logistics Group Ltd.”, and to adopt the dual foreign name in Chinese “中國通商集團有限公司” in replacement of the existing Chinese name “中國基建港口有限公司” which was adopted for identification purpose only, subject to the fulfillment of the conditions set out below.

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders of the Company to approve the Proposed Change of Company Name at the EGM of the Company; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the new English name and dual foreign name of the Company in Chinese will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new logo.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the adoption of the new Company name can better reflect the strategic direction and business focus of the Group and provide a clearer corporate identity and image of the Company. The current business of the Group has expanded to port construction and operation, port and warehouse leasing, the provision of logistics services, port-surrounding processing trade and the provision of integrated port-surrounding services combining infrastructure investment and construction, aiming to build the largest inner port logistics system and a leading port logistics ecosystem in the People’s Republic of China.

LETTER FROM THE BOARD

The Company will capitalise on the strategic opportunities from the Yangtze River Economic Belt and the “One Belt, One Road” initiatives. Adhering to the principle of “Promoting Environmental Protection and Eschewing Large-Scale Development”, the Company is committed to implementing green development whilst maintaining high standard of quality. With various inner ports as important junctions and origins, it will focus on developing a logistics distribution network accessing river and sea and connecting different markets, which facilitates the establishment of an open-ended, highly efficient and large-scale trading system and green commercial ecosystems, thereby promoting more frequent trading activities and deepening market integration. The original name does not fully reflect the Company’s current business activities. As such, a new name “China Infrastructure & Logistics Group Ltd.” will be adopted to better reflect the content and development direction of the Company’s business. Therefore, the Board is of the opinion that the Proposed Change of Company Name is beneficial to the business development of the Group and is in the best interests of the Company and its Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates. Once the Proposed Change of Company Name becomes effective, all new share certificates will be issued under the new name of the Company.

The Company expects to be traded in its new English name and the new dual foreign name in Chinese as soon as the Proposed Change of Company Name becomes effective and the filing procedures in Hong Kong have been fulfilled.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Proposed Change of Company Name and the new stock short names for trading in the shares of the Company on the Stock Exchange as and when appropriate.

EGM AND PROXY ARRANGEMENT

Set out on pages 8 to 9 of this circular is a notice convening the EGM to be held at 10:30 a.m. on Thursday, 28 June 2018 at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name.

LETTER FROM THE BOARD

A special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name.

A form of proxy for the use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolution proposed at the EGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As no Shareholders have a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members will be closed from 25 June 2018, (Monday) to 28 June 2018, (Thursday), both days inclusive, during which period no share transfers of the Company will be effected. In order to determine the shareholders who are entitled to attend and vote at the above meeting, all properly completed transfer documents accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 22 June, 2018 (Friday).

RECOMMENDATION

The Directors believe that the Proposed Change of Company Name is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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, 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.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

NOTICE OF EGM



中國基建港口有限公司*
CIG Yangtze Ports PLC

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CIG Yangtze Ports PLC (the “Company”) will be held at Suite 2101, 21/F., Two Exchange Square, Central, Hong Kong at 10:30 a.m. on Thursday, 28 June 2018 for considering and, if though fit, passing the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “CIG Yangtze Ports PLC” to “China Infrastructure & Logistics Group Ltd.”, and to adopt the dual foreign name in Chinese “中國通商集團有限公司” in replacement of the existing Chinese name “中國基建港口有限公司” which was adopted for identification purpose only (the “**Proposed Change of Company Name**”) and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 5 June 2018

* *For identification purpose only*

NOTICE OF EGM

Note:

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 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 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 notarial 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.
7. For the purposes of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 25 June 2018 (Monday) to 28 June 2018 (Thursday) (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 June 2018 (Friday).

As at the date hereof, 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.