

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings:

“associate(s)”	has the meaning ascribed to it under Rule 1.01 of the GEM Listing Rules
“associated corporation”	has the meaning ascribed to it under Section 308 of the SFO
“authorised representative”	a person appointed as an authorised representative by a listed issuer under Rule 5.24 of the GEM Listing Rules
“Board”	the board of Directors
“BOCom”	Bank of Communications Wuhan Branch, Hubei Province, the PRC
“Business Day”	means a day (excluding Saturday, Sunday and a day on which a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning is in force in Hong Kong at any time) where banks in Hong Kong are generally open for business
“BVI”	British Virgin Islands
“Call Option Agreement”	the call option agreement dated 25 February 2005 and entered into between the Call Option Grantors and the Call Option Grantees (as supplemented by the nine option notices dated 24 June 2005 given by each of the Call Option Grantees to each of the Call Option Grantors) pursuant to which the Call Option Grantors sold and the Call Option Grantees acquired an aggregate of 26,007,351 Shares
“Call Option Grantees”	Spinnaker 1, Spinnaker 2 and Spinnaker 3
“Call Option Grantors”	Unbeatable, Chow Holdings and Harbour Master
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Chow Holdings”	Chow Holdings Limited, a company incorporated in the BVI with limited liability and wholly owned by Mr. Chow
“CIG International”	CIG International Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of CIGPLC, an associate of Mr. Chow and a connected person of the Company
“CIG Port”	CIG Port Holdings Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of the Company
“CIGCPF”	CIG Corporate and Project Finance Limited (formerly known as China Infrastructure Corporate and Project Finance Limited), a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of CIGPLC, an associate of Mr. Chow and a connected person of the Company

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“CIGPLC”	China Infrastructure Group Holdings PLC, a company incorporated in the Cayman Islands as an exempted company with limited liability, about 62.86% of the entire issued share capital of which is owned by Mr. Chow and thus an associate of Mr. Chow and a connected person of the Company
“Companies Law”	the Companies Law (2004 Revision), Cap. 22 of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” or “CIG”	CIG Yangtze Ports PLC, a company incorporated in the Cayman Islands as an exempted company with limited liability on 17 January 2003
“Corporate Investment Agreement”	the legally-binding heads of terms dated 19 August 2005 entered into between the Strategic Investor, the Company and Oriental Patron
“Corporate Placing”	the placing of 34,200,000 Placing Shares to the Strategic Investor at the Offer Price, as part of the Placing
“Director(s)”	director(s) of the Company
“Executive Director”	the executive Director, being Mr. Chow
“FIEs”	foreign investment enterprises established in the PRC
“First Yangtze Bridge”	the first bridge built across the Yangtze River in Wuhan to connect the districts of Wuchang and Hanyang
“Foreign Investment Provisional Regulations”	指導外商投資方向暫行規定 (the Provisional Regulations on Foreign Investment Guidelines)
“gazetted newspapers”	those newspapers which are, from time to time, specified in the list of newspapers issued and published in the Gazette for the purposes of Section 71A of the Companies Ordinance
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the Board of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	the internet website operated by the Stock Exchange for the purposes of GEM, the current domain name of which is “www.hkgem.com”
“Group”	the Company and its subsidiaries (or the Company and/or any one or more of its subsidiaries, as the context may require), and where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the Company and/or the present subsidiaries of the Company, where relevant

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“Harbour Master”	Harbour Master Limited, a company incorporated in the BVI with limited liability and is a wholly owned subsidiary of Yangtze Ventures
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hubei”	Hubei province, the PRC
“Hubei Valuer”	湖北中信房地產估價有限公司 (Hubei Zhongxin Property Valuation Co, Ltd), an independent land and property valuer in the PRC
“HYT Port”	an existing port at Hanyang Ying Wu Zhou (漢陽鸚鵡洲頭), Wuhan City, Hubei
“IFC”	International Finance Corporation
“IFRS”	International Financial Reporting Standards (formerly referred to as the International Accounting Standards) issued by the International Accounting Standards Board
“Implementing Rules”	中華人民共和國國際海運條例實施細則 (Implementing Rules of the Regulations of the PRC on International Maritime Transportation)
“Index” or “FII Directing Index”	外商投資產業指導目錄 (the Catalogue for the Guidance of Foreign Investment Industries)
“Independent Third Party(ies)”	party(ies) who is (are) independent of, and not connected with any of the directors, chief executive, substantial shareholders of the Company and Initial Management Shareholders, and their respective associates
“Initial Management Shareholder(s)”	has the meaning ascribed thereto under Rule 13.15(2) of the GEM Listing Rules and includes any person/entity designated as such in the section headed “Shareholders” in this prospectus
“Latest Practicable Date”	31 August 2005, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained in this prospectus
“Listing Date”	the date on which trading of the Shares first commences on GEM
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM which, for the avoidance of doubt, excludes GEM
“Maritime Regulations”	中華人民共和國國際海運條例 (Regulations of the PRC on International Maritime Transportation)

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“Ministry of Commerce”	中華人民共和國商務部, which has been formed and reorganized from 中華人民共和國對外貿易經濟合作部 (Ministry of Foreign Trade and Economic Cooperation of the PRC) and 中華人民共和國經濟貿易委員會 (State Economic and Trade Commission)
“MOC”	中華人民共和國交通部 (Ministry of Communications of the PRC)
“MOFTEC”	the former Ministry of Foreign Trade and Economic Cooperation of the PRC
“Mr. Chow”	Mr. Chow Kwong Fai, Edward, the executive Director
“NDRC”	中華人民共和國國家發展和改革委員會 (National Development and Reform Commission of the PRC)
“New Issue”	the conditional issue of the New Shares at the Offer Price pursuant to the Share Offer
“New Shares”	120,000,000 new Shares being offered by the Company for subscription at the Offer Price
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage, SFC transaction levy, SFC investor compensation levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for pursuant to the Share Offer, to be determined as described under the section headed “Structure and conditions of the Share Offer” in this prospectus
“Offer Shares”	the Public Offer Shares and the Placing Shares, together with, where relevant, any additional Sale Shares to be placed pursuant to the exercise of the Offer Size Adjustment Option
“Offer Size Adjustment Option”	the option granted by the Vendor to the Placing Underwriter under the Underwriting Agreement to require the Vendor to place up to an aggregate of 18,000,000 Sale Shares at the Offer Price to cover over-allocations in the Placing
“Oriental Patron” or “Sponsor”	Oriental Patron Asia Limited, which is a licensed corporation under the provisions of the SFO to carry out the regulated activities namely, Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) as set out in Schedule 5 of the SFO and is the sponsor to the Company and the lead manager of the Share Offer
“Pacific Top”	Pacific Top Holding Limited, a company incorporated in the BVI and a fellow subsidiary of Oriental Patron, which is primarily engaged in trading and investment of securities and which is not connected with the Directors, chief executive, substantial shareholders of the Company or the Initial Management Shareholders or any of their respective associates and will be allotted the Remuneration Shares pursuant to the Underwriting Agreement

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“Placing”	the conditional placing of the Placing Shares (subject to the exercise of the Offer Size Adjustment Option and re-allocation) at the Offer Price to professional, institutional and/or other investors on and subject to the terms and conditions described in this prospectus, the Underwriting Agreement and the placing letters relating thereto
“Placing Shares”	the 108,000,000 New Shares initially offered by the Company for subscription under the Placing (subject to the exercise of the Offer Size Adjustment Option and re-allocation)
“Placing Underwriter”	Oriental Patron
“Port Law”	the Port Law of the PRC which came into effect on 1 January 2004
“Port Regulations”	中華人民共和國國務院關於中外合資建設港口碼頭優惠待遇的暫行規定 (Provisional Regulations Concerning Preferential Treatment for Sino-Foreign Joint Venture for constructions of Port)
“PRC” or “China”	the People’s Republic of China, which for the purpose of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-IPO Share Option(s)”	option(s) granted by the Company under the Pre-IPO Share Option Scheme
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 2 September 2005, the principal terms of which are summarised in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix VI to this prospectus
“Price Determination Date”	the date, expected to be on or around 12 September 2005 (Hong Kong time) or such later date as may be agreed between the Company and Oriental Patron (on behalf of the Underwriters), on which the Offer Price is expected to be fixed for the purpose of the Share Offer
“Public Offer”	the offer for subscription of the Public Offer Shares to the public at the Offer Price and subject to the terms and conditions set in this prospectus and application forms relating hereto
“Public Offer Shares”	12,000,000 New Shares initially offered for subscription at the Offer Price under the Public Offer (subject to re-allocation)
“Public Offer Underwriters”	Oriental Patron, First Shanghai Securities Limited, Friedmann Pacific Securities Limited and Sanfull Securities Limited
“Ramwealth”	Ramwealth Company Limited, a company incorporated in Hong Kong with limited liability and beneficially owned by Mr. Lee Jor Hung, Dannis
“Remuneration Shares”	4,317,247 Shares to be issued to Pacific Top as the consideration for the services provided and to be provided by Oriental Patron as sponsor to the Company for the listing and referred to in the Underwriting Agreement

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“SAFE”	中華人民共和國國家外匯管理局 (the PRC State Administration for Foreign Exchange), the bureau which is responsible for matters relating to foreign exchange administration
“SAIC”	中華人民共和國國家工商行政管理局 (State Administration for Industry and Commerce of the PRC)
“Sale Shares”	up to 18,000,000 existing Shares being offered for sale by the Vendor at the Offer Price pursuant to the Placing upon the exercise of the Offer Size Adjustment Option by Oriental Patron
“Second Yangtze Bridge”	the second bridge built across the Yangtze River in Wuhan to connect the districts of Wuchang and Hankou
“SETC”	the former State Economic and Trade Commission
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Offer”	the Public Offer and the Placing
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 2 September 2005, the principal terms of which are summarised in the paragraph headed “Summary of the principal terms of the Share Option Scheme” in Appendix VI to this prospectus
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SPC”	the former State Planning Commission
“SPDB”	Shanghai Pudong Development Bank, Wuhan Branch, Hubei Province, the PRC
“Spinnaker 1”	Spinnaker Global Emerging Markets Fund Ltd., a private global emerging markets fund, is independent of and not connected with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their associates. This fund is incorporated in the BVI with limited liability and managed by Spinnaker Asset Management—SAM Limited and Spinnaker Capital Limited
“Spinnaker 2”	Spinnaker Global Opportunity Fund Ltd., a private global emerging market fund, is independent of and not connected of with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their associates. This fund is incorporated in the BVI with limited liability and managed by Spinnaker Capital Limited and Spinnaker Asset Management—SAM Limited

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“Spinnaker 3”	Spinnaker Global Strategic Fund Ltd., a private global emerging markets fund, is independent of and not connected with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their associates. This fund is incorporated in the BVI with limited liability and managed by Spinnaker Capital Limited and Spinnaker Asset Management—SAM Limited
“Spinnaker Asset Management — SAM Limited”	Spinnaker Asset Management — SAM Limited is a company incorporated in the BVI and regulated by the BVI Financial Services Commission. It is the investment manager of Spinnaker 1 and the co-manager of Spinnaker 2 and Spinnaker 3, each of Spinnaker 1, Spinnaker 2 and Spinnaker 3 is accustomed or obliged to act in accordance with the directions or instructions of Spinnaker Capital Limited and Spinnaker Asset Management — SAM Limited. It is independent of and not connected with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their associates
“Spinnaker Capital Limited”	Spinnaker Capital Limited is a company incorporated in England and Wales and regulated by the Financial Services Authority of the UK. It is the co-manager of Spinnaker 1 and the investment manager of Spinnaker 2 and Spinnaker 3, each of Spinnaker 1, Spinnaker 2 and Spinnaker 3 is accustomed or obliged to act in accordance with the directions or instructions of Spinnaker Capital Limited and Spinnaker Asset Management — SAM Limited. It is independent of and not connected with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their associates
“State Council”	中華人民共和國國務院 (the State Council of the PRC)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Strategic Investor” or “MOL”	MOL (Asia) Ltd., a company incorporated in Hong Kong with limited liability and is independent of and not connected with the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of their associates
“Unbeatable”, “Vendor”	Unbeatable Holdings Limited, a company incorporated in the BVI with limited liability and beneficially owned by Mr. Chow
“Underwriters”	the Placing Underwriter and Public Offer Underwriters
“Underwriting Agreement”	the conditional underwriting agreement dated 5 September 2005 relating to the Share Offer entered into between the Company, the executive Director, Unbeatable, Chow Holdings, Oriental Patron and the Underwriters
“US”	United States of America
“Valuer”	DTZ Debenham Tie Leung Limited, an independent property valuer

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“WHAB”	武漢港務管理局 (Wuhan Harbour Administration Bureau), the predecessor of WHGCL
“WHGCL”	武漢港務集團有限公司 (Wuhan Harbour Group Co., Ltd.) (formerly known as 武漢港口集團有限責任公司 (Wuhan Port Group Co., Ltd.))
“WIHL”	Wuhan Investment Holdings Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of the Company
“WIT”	武漢國際集裝箱轉運有限公司 (Wuhan International Container Transshipment Co., Ltd.), an equity joint venture company established in the PRC, 85% of the registered capital of which is owned by the Group
“WIT Port”	a port under development at Yangluo, Xinzhou District, Wuhan City, Hubei which, upon completion, will cover Phase I, Phase II and Phase III
“WIT Project”	a project to construct, develop and operate Phase I of the WIT Port as illustrated in the master plan in the “Business” section of this prospectus
“WIT Share Transfer Agreement”	the share transfer agreement dated 10 January 2004 entered into between WYDCL and CIG Port (as supplemented by supplemental agreement dated 29 November 2004 and share transfer implementation agreement dated 1 February 2005) pursuant to which CIG Port purchased WYDCL’s 28.9% interest in WIT at a consideration of RMB42.0 million (approximately HK\$39.25 million)
“WTO”	World Trade Organisation
“WYDCL”	武漢陽邏開發有限公司 (Wuhan Yangluo Development Company Limited), an enterprise established in the PRC which is owned by the 武漢市交通建設投資有限公司 (Wuhan Municipal Transport Construction Investment Company Limited), a state-owned enterprise in the PRC
“Yangtze River Delta”	the delta area to the south of Yangtze River which, for the purpose of this prospectus, covers the areas of Nanjing, Shanghai and Ningbo
“Yangtze Ventures”	The Yangtze Ventures II Limited, a company incorporated in the Cayman Islands with limited liability
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB”	Renminbi yuan, the lawful currency of the PRC
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“km”	kilometres
“sq.ft.”	square feet
“sq.m.”	square metres

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“%” per cent.

For the purpose of this prospectus, unless otherwise indicated, the following approximate exchange rates are used for conversions of HK dollars from or to the relevant currency:

HK\$1 to RMB1.07

US\$1 to HK\$7.775

Such conversion should not be construed as a representation that the Hong Kong dollar amounts have been, could have been or could be converted to Renminbi or US dollars, as the case may be, or vice versa, at that rate or at any other rate.

All figures are converted (where relevant) for the purpose of this prospectus from square metres to square feet at 1 square metre = 10.764 square feet, 1 mou = 666.67 square metres and from nautical miles to kilometres at 1 nautical mile = 1.852 kilometres.

The English translations of the names of Chinese of the PRC individuals or entities mentioned in this prospectus are for identification purpose only. If there is any inconsistency between any of such Chinese names and its English translation, the Chinese version shall prevail.