

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: Binhai Investment Company Limited

Stock code (ordinary shares): 8035

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 February 2013.

A. General

Place of incorporation	:	Bermuda
Date of initial listing on GEM	:	16 March 2000
Name of Sponsor(s)	:	NIL
Names of directors (Please distinguish the status of the directors -Executive, Non-Executive or Independent Non-Executive)	:	Executive Directors Mr. Zhang Bing Jun (Chairman) Mr. Gao Liang Non-Executive Directors Mr. Shen Xiao Lin Mr. Zhang Jun Mr. Dai Yan Mr. Wang Gang Ms. Zhu Wen Fang Independent Non-Executive Directors Mr. Ip Shing Hing, J.P. Professor Japhet Sebastian Law Mr. Tse Tak Yin Mr. Lau Siu Ki, Kevin

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interest in the ordinary shares (the “Shares”) and other securities of the Company :	Tianjin TEDA Investment Holding Co. Ltd. 3,003,987,207 Shares 130,000,000 convertible preference shares 8,600,000 redeemable preference shares (corporate interest) (<i>Note 1</i>)
	Mr. Shum Ka Sang 749,350,000 Shares (corporate interest) (<i>Note 2</i>) 15,650,000 Shares (personal interest)
	Wah Sang Gas Development Group (Cayman Islands) Limited 749,350,000 Shares
	Madam Wu Man Lee 765,000,000 Shares (family interest) (<i>Note 3</i>)
	Tsinlien Group Company Limited 496,188,000 Shares (corporate interest) (<i>Note 4</i>)

Note 1: The interest disclosed represents the interest in the Company held by TEDA Hong Kong Property Company Limited, a wholly-owned subsidiary of Tianjin TEDA Investment Holding Co. Ltd..

Note 2: These Shares are held by Wah Sang Gas Development Group (Cayman Islands) Limited, a company incorporated in the Cayman Islands, which is legally and beneficially owned as to 100% by Mr. Shum Ka Sang.

Note 3: Madam Wu Man Lee is deemed to be interested in such shares and underlying shares by virtue of the interests in such shares and underlying shares by her spouse, Mr. Shum Ka Sang.

Note 4: The interest disclosed represents the interest in the Company held by Santa Resources Limited, a company which is directly wholly-owned by Tianjin Development Holdings Limited, a company incorporated in Hong Kong and the shares of which are listed on the Main Board of the Stock Exchange. Tsinlien Group Company Limited, through Tianjin Investment Holdings Limited which it wholly-owns, is a controlling shareholder of Tianjin Development Holdings Limited.

In addition, Cavalier Asia Limited, another wholly-owned subsidiary of Tsinlien Group Company Limited, has agreed to buy back 40,000,000 convertible preference shares of the Company from the syndicated banks pursuant to a Settlement Agreement on the 5th anniversary of the date of issue of such convertible preference shares. Cavalier Asia Limited has agreed to transfer these convertible preference shares to TEDA Hong Kong Property Company Limited after acquisition from the syndicated banks.

Name(s) of company (ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	NIL
Financial year end date	: 31 December
Registered address	: Clarendon House 2 Church Street Hamilton HM11 Bermuda
Head office and principal place of business	: Suites 3205-07, 32/F., Tower 2, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.
Web-site address (if applicable)	: www.binhainv.com
Share registrar	: <i>Bermuda principal share registrar and transfer office for ordinary shares</i> Butterfield Fulcrum Group (Bermuda) Limited 26 Burnaby Street, Hamilton HM 11, Bermuda <i>Bermuda share registrar and transfer office for the convertible preference shares and redeemable preference shares</i> Codan Services Limited Clarendan House, 2 Church Street Hamilton HM11, Bermuda <i>Hong Kong branch share registrar and transfer office</i> Hong Kong Registrars Limited Shops 1712-16, 17 th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
Auditors	: PricewaterhouseCoopers 22 nd Floor, Prince's Building, Central, Hong Kong.

B. Business activities

The Company is an investment holding company and its subsidiaries are principally engaged in the construction of gas pipeline networks, provision of connection services and sale of liquefied petroleum gas and piped gases in the PRC.

C. Ordinary shares

Number of ordinary shares in issue	: 5,992,812,000 Shares
Par value of ordinary shares in issue	: HK\$59,928,120 (HK\$0.01 per ordinary share)

Board lot size (in number of shares) : 4,000

Name of other stock exchange(s) on which ordinary shares are also listed : NIL

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio
(Not applicable if the warrant is denominated in dollar value of conversion right) : N/A

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Details of any other securities in issue.

(i) Convertible Preference Shares (Unlisted)

Number of convertible preference shares in issue : 170,000,000 convertible preference shares

Nominal value of convertible preference share in issue : HK\$ 170,000,000 (HK\$1.00 per convertible preference shares)

(ii) Redeemable Preference Shares (Unlisted)

Number of redeemable preference shares in issue : 8,600,000 redeemable preference shares

Nominal value of redeemable preference share in issue : HK\$ 430,000,000 (HK\$50.00 per redeemable preference shares)

(iii) Share Options (Unlisted)

Number of share options granted	:	Share options to subscribe for 90,500,000 Shares
Exercise price of share options granted:		HK\$0.56 per Share
Validity period of the share options	:	The share options shall be exercisable during the period of 10 years from 27 September 2010 to 26 September 2020 (both date inclusive)
Number of share options granted outstanding	:	74,000,000 Shares

(iv) CNY500,000,000 6.5% Bonds Due 2015 (Listed on The Stock Exchange of Hong Kong Limited)

Stock code	:	85906
Issue price	:	100%
Interest rate	:	6.5% per annum payable semi-annually
Date of issue	:	25 October 2012
Date of maturity	:	24 October 2015

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

(Signed) _____
Mr. Zhang Bing Jun

(Signed) _____
Mr. Gao Liang

(Signed) _____
Mr. Shen Xiao Lin

(Signed) _____
Mr. Zhang Jun

(Signed) _____
Mr. Dai Yan

(Signed) _____
Mr. Wang Gang

(Signed) _____
Ms. Zhu Wen Fang

(Signed) _____
Mr. Ip Shing Hing, J.P.

(Signed) _____
Professor Japhet Sebastian Law

(Signed) _____
Mr. Tse Tak Yin

(Signed) _____
Mr. Lau Siu Ki, Kevin

NOTES

- 1 *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.*