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濱海投資有限公司
BINHAI INVESTMENT COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 8035)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Binhai Investment Company Limited (the “**Company**”) will be held on 8 November 2013, at 3:30 p.m. at Suites 3205-07, 32/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong to consider, and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to compliance by the Company with the relevant procedures and requirement under the Companies Act and with effect from the date of passing of this resolution:

- (i) the amount of HK\$424,737,296 standing to the credit of the share premium account of the Company as at 31 December 2012 be reduced from HK\$424,737,296 to nil (“**Share Premium Reduction**”);
- (ii) the amount of HK\$43,456,235 standing to the credit of the contributed surplus account of the Company as at 31 December 2012 be reduced from HK\$47,547,866 to HK\$4,091,631 (“**Contributed Surplus Reduction**”);
- (iii) the amount of HK\$160,000,000 from the item “Others” standing to the credit of the other reserves account of the Company as at 31 December 2012 be reduced from HK\$160,000,000 to nil (“**Other Reserves Reduction**”);
- (iv) the credit in the aggregate amount of HK\$628,193,531 arising from the Share Premium Reduction, the Contributed Surplus Reduction and the Other Reserves Reduction be applied to set-off and eliminate the accumulated losses of the Company in the amount of HK\$628,193,531 as at 31 December 2012 (the “**Application**”); and

- (v) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Share Premium Reduction, the Contributed Surplus Reduction, the Other Reserves Reduction and the Application.”

By Order of the Board
BINHAI INVESTMENT COMPANY LIMITED
Gao Liang
Executive Director

Hong Kong, 15 October 2013

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Zhang Bing Jun and Mr. Gao Liang, five non-executive Directors, namely, Mr. Shen Xiao Lin, Mr. Zhang Jun, Mr. Dai Yan, Mr. Wang Gang and Ms. Zhu Wen Fang, and four independent non-executive Directors, namely, Mr. Ip Shing Hing, J.P., Professor Japhet Sebastian Law, Mr. Tse Tak Yin and Mr. Lau Siu Ki, Kevin.

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