Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   **31 December 2013**

To: Hong Kong Exchanges and Clearing Limited

Name of Issuer	Binhai Investment Company Limited
Date Submitted	03/01/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code: 8035   Description: N/A

	No. of ordinary shares	Par value HKD	Authorised share capital HKD
Balance at close of preceding month	15,000,000,000	0.01	150,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	15,000,000,000	0.01	150,000,000

(2) Stock code: N/A   Description: N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code:	Nil	Description:	Convertible Preference Shares and Redeemable Preference Shares	

	No. of preference shares	Par value *HKD*	Authorised share capital *HKD*
Balance at close of preceding month	170,000,000 Convertible Preference Shares 8,600,000 Redeemable Preference Shares	1.00 50.00	170,000,000 430,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	170,000,000 Convertible Preference Shares 8,600,000 Redeemable Preference Shares	1.00 50.00	170,000,000 430,000,000

3. Other Classes of Shares

Stock code:	N/A	Description:	N/A	

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month HKD **750,000,000**

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	No. of ordinary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	5,992,812,000	Nil	170,000,000 Convertible Preference Shares 8,600,000 Redeemable Preference Shares	Nil
Increase/ (decrease) during the month	2,710,027	Nil	Nil	Nil
Balance at close of the month	5,995,522,027	Nil	170,000,000 Convertible Preference Shares 8,600,000 Redeemable Preference Shares	Nil

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month Granted	Exercised	Cancelled	Lapsed	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.Share option scheme exercise price: HK$0.56 (20/08/2010) Ordinary shares *(Note 1)*	Nil	Nil	Nil	Nil	Nil	74,000,000
2. (/ /) shares *(Note 1)*						
3. (/ /) shares *(Note 1)*						

Total A. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Total funds raised during the month from exercise of options (State currency)   N/A

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) _____						
2. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) _____						
3. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) _____						
4. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) _____						

Total B. (Ordinary shares) _____ N/A _____
(Preference shares) _____ N/A _____
(Other class) _____ N/A _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Preference Shares	HK$	170,000,000	Nil	170,000,000	Nil	5,666,666,666
Stock code (if listed)	N/A					
Class of shares issuable *(Note 1)*	Ordinary					
Subscription price	HK$0.03					
EGM approval date (if applicable) (dd/mm/yyyy)	23/03/2009					
2. Convertible Bonds due 2016	HK$	310,000,000	1,000,000	309,000,000	2,710,027	837,398,374
Stock code (if listed)	N/A					
Class of shares issuable *(Note 1)*	Ordinary					
Subscription price	HK$0.369					
EGM approval date (if applicable) (dd/mm/yyyy)	(N/A)					
3.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Total C. (Ordinary shares)   2,710,027
(Preference shares)   N/A
(Other class)   N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ (/ /) _____ shares *(Note 1)*		
2. _____ _____ _____ _____ (/ /) _____ shares *(Note 1)*		
3. _____ _____ _____ _____ (/ /) _____ shares *(Note 1)*		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price:	State currency ———	Class of shares issuable *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
2. Open offer	At Price:	State currency ———	Class of shares issuable *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)			
			EGM approval date: (dd/mm/yyyy)			
					N/A	N/A
3. Placing	At price:	State currency ———	Class of shares issuable ——— *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
4. Bonus issue			Class of shares issuable ——— *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price:	State currency ———	Class of shares issuable *(Note 1)*	———		
			Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
6. Repurchase of shares			Class of shares repurchased *(Note 1)*	———		
			Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
7. Redemption of shares			Class of shares redeemed *(Note 1)*	———		
			Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
8. Consideration issue	At price :	State currency ———	Class of shares issuable *(Note 1)*	———		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation		Class of shares issuable (Note 1) _____		
		Issue and allotment date : (dd/mm/yyyy) (/ /)		
		EGM approval date: (dd/mm/yyyy) (/ /)		
			N/A	N/A
10. Other (Please specify)	At price: State currency _____	Class of shares issuable (Note 1)		
		Issue and allotment date : (dd/mm/yyyy)		
		EGM approval date: (dd/mm/yyyy)	N/A	N/A
		Total E. (Ordinary shares)	N/A	
		(Preference shares)	N/A	
		(Other class)	N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	2,710,027
	(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Submitted by: <u>Yin Fu Gang</u>

Title: <u>Company Secretary</u>
      (Director, Secretary or other duly authorised officer)

Notes:

1.   *State the class of shares (e.g. ordinary, preference or other).*

2.   *If there is insufficient space, please append the prescribed continuation sheet.*