

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



濱海投資有限公司
BINHAI INVESTMENT COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 2886)

ANNOUNCEMENT CONNECTED TRANSACTION WITH TEDA GREENING

On 4 November 2022, Tianjin Clean Energy (a wholly-owned subsidiary of the Company) entered into the Greening Migration and Restoration Works Agreement with Teda Greening (a subsidiary of TEDA) in relation to the Construction Works to be carried out by Teda Greening on Taimin Road and Zhong Nan Second Street in Tianjin Economic-Technological Development Area of the PRC. The Construction Works are for the purpose of greening migration and restoration on the area above gas pipelines located underneath Taimin Road and Zhong Nan Second Street, in order to enable the constructions works of those gas pipelines to be completed.

TEDA is the controlling shareholder of the Company indirectly interested in 534,113,305 Shares (representing approximately 39.50% of the total number of Shares in issue), and is thus a connected person of the Company under the Listing Rules. Since Teda Greening is an associate of TEDA, it is also regarded as a connected person of the Company. Therefore, the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder based on the consideration is more than 0.1% but less than 5%, the Greening Migration and Restoration Works Agreement and the transaction contemplated thereunder are only subject to the reporting and announcement requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

On 4 November 2022, Tianjin Clean Energy (a wholly-owned subsidiary of the Company) entered into the Greening Migration and Restoration Works Agreement with Teda Greening (a subsidiary of TEDA) in relation to engagement of Teda Greening to carry out the greening migration and restoration works on Taimin Road and Zhong Nan Second Street in Tianjin Economic-Technological Development Area of the PRC.

The principal terms of the Greening Migration and Restoration Works Agreement are set out below.

Date

4 November 2022

The parties

(a) Tianjin Clean Energy

(b) Teda Greening

Nature of the transaction

Teda Greening is engaged by Tianjin Clean Energy to carry out the Construction Works above the location of the gas pipelines in Taimin Road and Zhong Nan Second Street.

Consideration

The consideration for the Construction Works is RMB4,609,346, which was determined based on with reference to the amount of construction work to be carried out, according to the design, the routes of the subject gas pipelines and actual construction needs in relation to the greening migration and restoration works.

Payment Terms

Tianjin Clean Energy shall pay the consideration of RMB4,609,346 in full to Teda Greening within 20 working days of the date of the Greening Migration and Restoration Works Agreement.

Construction Period

Teda Greening shall complete the Construction Works within 12 days from the date on which it enters into the construction, subject to extensions due to the site not yet suitable for carrying out such construction or other reasons not caused by Teda Greening.

Reasons for and benefits of entering into the Greening Migration and Restoration Works Agreement

The greening being the subject of migration and restoration of the Construction Works is situated above the ground of Taimin Road and Zhong Nan Second Street where gas pipelines being constructed by Tianjin Clean Energy are located. The carrying out of the Construction Works is essential to ensure the construction works of such important pipelines on Taimin Road and Zhong Nan Second Street will be completed as scheduled. Teda Greening was confirmed as the entity to carry out the Construction Works via an open tender process. Considering the basis of determination of the consideration, and the carrying out of the Construction Works pursuant to the Greening Migration and Restoration Works Agreement will facilitate Tianjin Clean Energy to carry out its gas pipeline construction works in the aforementioned location, the Directors consider that such agreement is in the interests of the Company and the Shareholders as a whole.

OPINION OF THE DIRECTORS

The Board (including the independent non-executive Directors) are of the view that the Greening Migration and Restoration Works Agreement is entered into in the ordinary and usual course of business of the Group, and on normal commercial terms or better, and the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

No Director has a material interest in the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

TEDA is the controlling shareholder of the Company indirectly interested in 534,113,305 Shares (representing approximately 39.50% of the total number of Shares in issue), and is thus a connected person of the Company under the Listing Rules. Since Teda Greening is an associate of TEDA, it is also regarded as a connected person of the Company. Therefore, the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder based on the consideration for the construction works is more than 0.1% but less than 5%, the Greening Migration and Restoration Works Agreement and the transactions contemplated thereunder are only subject to the reporting and announcement requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INFORMATION ON THE PARTIES

The Company is an investment holding company. The Group is principally engaged in the sales of piped natural gas, construction and gas pipeline installation service, gas passing through service and sales of bottled natural gas.

Tianjin Clean Energy is principally engaged in the investment, construction and operation of urban gas pipeline network in Tianjin region, provision of natural gas connection services, supply and sale of natural gas.

Teda Greening is principally engaged in bio-fertilizer technology R&D, landscaping planning and design, landscaping construction and management and urban garden greening area maintenance and other services. TEDA together with its wholly-owned subsidiary own the entire equity interest in Teda Greening.

TEDA is a state-owned enterprise established in the PRC and a controlling shareholder of the Company. The principal business areas of TEDA are regional development, public utilities, finance and modern services.

DEFINITIONS

Unless the context requires otherwise, the terms below have the following meanings in this announcement:

“associate”	has the meaning ascribed to it by the Listing Rules;
“Board”	the board of Directors;
“Company”	Binhai Investment Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 2886);
“connected person”	has the meaning ascribed to it by the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it by the Listing Rules;
“Construction Works”	greening migration and restoration works above the location of the gas pipelines on Taimin Road and Zhong Nan Second Street;
“Director(s)”	the director(s) of the Company;
“Greening Migration and Restoration Works Agreement”	the agreement dated 4 November 2022 entered into between Tianjin Clean Energy and Teda Greening in relation to the carrying out of the Construction Works by Teda Greening;

“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the holder(s) of Shares;
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Taimin Road”	Taimin Road, West District, Taijin Development Zone (天津開發區西區泰民路);
“Teda Greening”	天津泰達綠化科技集團有限公司 (Teda Greening Science and Technology Group Company Limited*), a state-owned enterprise established in the PRC and a subsidiary of TEDA;
“TEDA”	天津泰達投資控股有限公司 (Tianjin TEDA Investment Holding Co., Ltd.*), a state-owned enterprise established in the PRC, the controlling shareholder of the Company indirectly interested in approximately 39.50% of the total Shares in issue as at the date of this announcement;
“Tianjin Clean Energy”	天津泰達濱海清潔能源集團有限公司 (Tianjin TEDA Binhai Clean Energy Group Company Limited*), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company;

“Zhong Nan Second Street” Zhong Nan Second Street, West District, Taijin Development Zone (天津開發區西區中南二街);

“%” per cent

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

Hong Kong, 4 November 2022

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Wang Zhiyong, Mr. Zuo Zhi Min and Mr. Gao Liang, three non-executive Directors, namely, Mr. Wang Gang, Mr. Shen Hong Liang and Mr. Yu Ke Xiang, and three independent non-executive Directors, namely, Mr. Ip Shing Hing, J.P., Mr. Lau Siu Ki, Kevin and Professor Japhet Sebastian Law.

** For identification purposes only*