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濱海投資有限公司  
BINHAI INVESTMENT COMPANY LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2886)**

## **PROPOSED ADOPTION OF THE NEW BYE-LAWS**

This announcement is made by Binhai Investment Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing Bye-laws of the Company (the “**Existing Bye-laws**”) by way of adoption of the new Bye-laws of the Company (the “**New Bye-laws**”) in substitution for and to the exclusion of the Existing Bye-laws for the purpose of (i) conforming to the core shareholder protection standards set out in Appendix 3 of the Listing Rules; (ii) providing flexibility to the Company in relation to the conduct of general meetings (including allowing the general meetings to be held as hybrid meetings or electronic meetings in addition to physical meetings); and (iii) making other consequential and housekeeping amendments.

A summary of the major changes brought about by the proposed adoption of the New Bye-laws is set out below:

1. to set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
2. to allow general meetings (including adjourned meetings or postponed meetings) to be held as physical meetings in any part of the world and at one or more locations, or as hybrid meetings or electronic meetings, as may be determined by the Board in its absolute discretion;
3. to specify that a resolution put to the vote at general meetings of the Company shall be decided by poll except where the chairman of the meeting decides, in good faith, to allow a resolution which related purely to a procedural or administrative matter to be voted on by a show of hands;
4. to provide any member or director of the Company attending and participating at a meeting held by means of electronic facilities shall be deemed to be present at that meeting;

5. to provide that all the shareholders of the Company (the “**Shareholder(s)**”) have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
6. to provide that any representative authorised by a clearing house (means a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction) to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting; and
7. other housekeeping amendments to the Bye-laws are also proposed, including bringing the New Bye-laws in line with amendments made to the applicable laws of Bermuda and the Listing Rules and making consequential amendments in connection with the above amendments to the New Bye-laws and for clarity and consistency with the other provisions of the New Bye-laws where it is considered desirable and to better align the wordings with those of the Listing Rules and the applicable laws of Bermuda, as appropriate.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 12 May 2023 (the “**AGM**”). A circular containing, among other things, further particulars relating to the adoption of the New Bye-laws together with a notice convening the AGM will be despatched to Shareholders in due course.

By order of the Board  
**BINHAI INVESTMENT COMPANY LIMITED**  
**GAO Liang**  
*Executive Director*

Hong Kong, 23 March 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Hu Hao, 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, BBS, J.P., Mr. Lau Siu Ki, Kevin and Professor Japhet Sebastian Law.*