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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Binhai Investment Company Limited (the “**Company**”) will be held at Canvas 5, 26/F, The Parklane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, 12 May 2023 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2022 and the report of the directors and the independent auditor’s report thereon.
2. To approve a final dividend for the year ended 31 December 2022.
3. (A) To re-elect the following retiring directors of the Company (the “**Directors**”) and to elect a new independent non-executive Director:
  - (a) To re-elect Mr. Hu Hao as executive Director;
  - (b) To re-elect Mr. Shen Hong Liang as non-executive Director;
  - (c) To re-elect Mr. Ip Shing Hing, *BBS, J.P.* as independent non-executive Director;
  - (d) To elect Dr. Tang Lai Wah as a new independent non-executive Director; and(B) To authorize the board of Directors (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions and special resolutions of the Company by way of special business:

### ORDINARY RESOLUTIONS

5. (A) **“THAT:**

- (a) Subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company issued or any securities issued by the Company which are convertible into Shares, shall not exceed 20% of the total number of the issued Shares as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) for the purpose of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or regulations of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules (as defined in ordinary resolution in item 5(A) of the notice convening the meeting) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or regulations of Bermuda or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of Resolutions in items 5(A) and 5(B) of the notice convening the meeting, the general mandate granted to the Directors to allot, issue and deal with additional ordinary shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) pursuant to Resolution in item 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution in item 5(B) of the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of the issued Shares as at the date of passing the said Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares after the passing of this resolution).”

### **SPECIAL RESOLUTIONS**

6. “**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing Bye-laws of the Company, the details of which are set forth in Appendix III to the circular of the Company dated 13 April 2023 (the “**Circular**”), be and are hereby approved;
- (b) the new Bye-laws of the Company (incorporating the Proposed Amendments) (the “**New Bye-laws**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing Bye-laws of the Company with immediate effect; and

- (c) any one director, secretary or the registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Bermuda and Hong Kong.”
7. **“THAT** subject to compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time) and the applicable requirements of the Bye-laws of the Company (as amended from time to time) (the **“Bye-laws”**), with effect from the date of passing this resolution (the **“Effective Date”**):
- (a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be cancelled and reduced to nil, and the credit arising from such cancellation be transferred to the contributed surplus account of the Company (the **“Contributed Surplus Account”**);
- (b) the Directors of the Company be authorised to utilise and apply any credit balance in the Contributed Surplus Account in such manner as they consider appropriate from time to time (including, without limitation, the application of any amount to set off against the accumulated losses of the Company and to make distributions or payment of dividends to the shareholders of the Company) as may be permitted under the applicable laws of Bermuda and the Bye-laws; and
- (c) the Directors of the Company be authorised generally to execute any such documents and to do such acts and things as they may consider necessary, desirable or expedient to implement or give effect to the foregoing.”

By order of the Board  
**Binhai Investment Company Limited**  
**Gao Liang**  
*Executive Director*

Hong Kong, 13 April 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one proxy or more proxies (if a member who is the holder of two or more ordinary shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint holders of any ordinary share of the Company any one of such joint holder may vote, either in person or by proxy, in respect of such ordinary share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 9 May 2023 to Friday, 12 May 2023, both days inclusive, during which period no transfer of ordinary shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 8 May 2023.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 19 May 2023 to Tuesday, 23 May 2023, during which no transfer of ordinary shares of the Company will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18 May 2023.
6. With regard to resolutions in item 3(A) set out in this notice, details of the retiring Directors and proposed new Director are set out in Appendix II to the circular of the Company dated 13 April 2023.
7. In connection with the proposed repurchase mandate under ordinary resolution no. 5(B), an explanatory statement as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 13 April 2023.
8. All resolutions set out in this notice will be decided by poll at the meeting.

9. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company ([www.binhainv.com](http://www.binhainv.com)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation
  
10. As at the date of this notice, 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.