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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of Binhai Investment Company Limited (the “**Company**”) will be held at 35/F, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Thursday, 28 September 2023 for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the entering into of the New Loan Agreement (as defined in the circular to the shareholders of the Company dated 7 September 2023 (the “**Circular**”), of which this notice forms part), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder and in connection therewith be and are hereby confirmed, approved, authorised and/or ratified in all respects;
- (b) the entering into of the New Share Charge (as defined in the Circular, of which this notice forms part, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder and in connection therewith be and are hereby confirmed, approved, authorised and/or ratified in all respects; and

- (c) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company in accordance with the bye-laws of the Company to) any documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the Transactions and (to the extent permitted by the applicable laws, regulations and rules) to approve and/or make amendments and modifications (including extension or relaxation of time period or constraints) to the terms and conditions thereof as such director(s) may deem necessary and in the interests of the Company and its shareholders to do so.”

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

Hong Kong, 7 September 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 25 September to 28 September 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 22 September 2023.

5. All resolutions set out in this notice will be decided by poll at the meeting.
6. 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.binhaiinv.com](http://www.binhaiinv.com)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify holders of ordinary shares of the Company 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. Holders of ordinary shares of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.
7. As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Hu Hao, Mr. Wang Xin and Mr. Gao Liang, three non-executive Directors, namely, Mr. Wang Gang, Mr. Shen Hong Liang and Mr. Yu Ke Xiang and four independent non-executive Directors, namely, Mr. Ip Shing Hing, *B.B.S., J.P.*, Mr. Lau Siu Ki, Kevin, Professor Japhet Sebastian Law and Dr. Tang Lai Wah.