



濱海投資有限公司  
BINHAI INVESTMENT COMPANY LIMITED

(Formerly known as Wah Sang Gas Holdings Limited)  
(Incorporated in the Bermuda with limited liability)  
Stock Code: 8035



First Quarterly Report  
2009

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Binhai Investment Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

The board of directors (the “**Board**”) of Binhai Investment Company Limited (the “**Company**”) hereby announces the results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2009, together with the comparative figures for the corresponding period in 2008.

## I. BUSINESS REVIEW

The Group is principally engaged in the construction of gas pipeline networks, provision of connection services, production and sale of liquefied petroleum gas (“**LPG**”) and piped gas.

### Connection Services

The Group constructs gas pipelines for its clients and connects their pipelines to the Group’s main gas pipeline networks, and charges connection service fees from industrial and commercial customers, property developers and property management agents. As at 30 June 2009, the Group’s total gas pipeline network was approximately 764 kilometres, which was reduced by 168 kilometres as a result of the disposal of 30 subsidiaries (as part of the restructuring proposal of the Group, details of which were set out in the circular of the Company dated 27 February 2009). Excluding the effect from such disposal, an increase of 14 kilometres of the pipeline network was recorded for the three months ended 30 June 2009. During the relevant period, the connection service fees amounted to approximately HK\$35 million, representing a decrease of HK\$7 million or 17% as compared to HK\$42 million in the corresponding period last year. This was mainly attributable to the disposal of 30 subsidiaries from the Group which was deemed to have been completed in May 2009. (Connection income of the disposed subsidiaries from May to June 2008 was approximately HK\$6 million). Excluding the effect from this, the connection income of this quarter is largely the same as the corresponding period last year.

## Provisions of Piped Gas and Gas Sales

During the three months ended 30 June 2009, consumption of piped gas by residential and industrial customers amounted to approximately  $186 \times 10^6$  and  $466 \times 10^6$  mega-joules respectively, as compared to  $161 \times 10^6$  and  $499 \times 10^6$  mega-joules respectively for the same period last year. For the three months ended 30 June 2009, the piped gas sales income of the Group amounted to HK\$69 million, representing an increase of HK\$19 million over the same period last year. This increase was mainly due to the completion of the second natural gas pipelines network of the Bin Hai New Area and commencement of gas sales to Tianjin TEDA Tsinlien Gas Co., Ltd ("TEDA Gas").

## II. FINANCIAL INFORMATION

### Unaudited Condensed Consolidated Income Statement

For the three months ended 30 June 2009

	Notes	2009 HK'000	2008 HK'000
Revenue	2	146,987	210,350
Cost of sales		(121,200)	(185,519)
<b>Gross profit</b>		<b>25,787</b>	24,831
Administrative expenses		(17,424)	(30,273)
		<b>8,363</b>	(5,442)
Finance costs	4	(11,861)	(13,986)
<b>Loss before interest waiver and taxation</b>		<b>(3,498)</b>	(19,428)
Interest waived	5	222,373	—
<b>Profit/(loss) before taxation</b>		<b>218,875</b>	(19,428)
Income tax expense	6	(17,408)	—
— related to interest waiver		(3,116)	(1,907)
— others			
		<b>(20,524)</b>	(1,907)
<b>Profit/(loss) for the period</b>		<b>198,351</b>	(21,335)
<b>Profit/(loss) attributable to</b>		<b>198,370</b>	(21,427)
Equity holders of the Company		(19)	92
Minority interest			
		<b>198,351</b>	(21,335)
<b>Earnings/(loss) per share attributable to the equity holders of the Company during the period (expressed in Hong Kong cents per share)</b>			
— basic and diluted	8	<b>3.14 cents</b>	(0.9) cents

## Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months ended 30 June 2009

	2009 HK'000	2008 HK'000
<b>Profit/(loss) for the current period</b>	<b>198,351</b>	(21,335)
<b>Other comprehensive income</b>		
– Exchange differences	(1,431)	(17,599)
<b>Total other comprehensive income</b>	<b>(1,431)</b>	(17,599)
<b>Total comprehensive income</b>	<b>196,920</b>	(38,934)
Total comprehensive income attributable to:		
– Equity holders of the Company	196,950	(39,212)
– Minority interest	(30)	278
	<b>196,920</b>	(38,934)



## Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 30 June 2009

	Attributable to equity holders of the Company		Minority interest HK\$'000	Total HK\$'000
	Share capital HK\$'000	Reserves HK\$'000		
<b>Balance at 1 April 2008</b>	21,770	(857,593)	7,145	(828,678)
Profit/(loss) for the period	—	(21,427)	92	(21,335)
Exchange differences	—	(17,785)	186	(17,599)
<b>Balance at 30 June 2008</b>	21,770	(896,805)	7,423	(867,612)
<b>Balance at 1 April 2009</b>	21,770	(916,581)	8,289	(886,522)
Issue of shares (Note)	638,158	234,474	—	872,632
Waiver of debt (Note)	—	160,000	—	160,000
Disposal of subsidiaries	—	—	(159)	(159)
Profit/(loss) for the period	—	198,370	(19)	198,351
Exchange differences	—	(1,420)	(11)	(1,431)
<b>Balance at 30 June 2009</b>	659,928	(325,157)	8,100	342,871

Note:

The Company issued ordinary shares, convertible preference shares and redeemable preference shares as part of the restructuring proposal of the Group. Details are set out in "Restructuring" section (paragraphs (i), (iv) and (v)).

## Notes

### 1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial information have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants and comply with the disclosure requirements under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The principle accounting policies adopted are the same as those adopted in the audited consolidated financial statements of the Company for the year ended 31 March 2009 except in relation to the following new/revised accounting standards and interpretations that are effective for the accounting period beginning 1 January 2009:

HKAS 1 (Revised)	Presentation of financial statements
HKAS 23 (Revised)	Borrowing costs
HKAS 1 & HKAS 32 (Amendment)	Presentation of financial statements & Financial Instruments: Presentation — Puttable financial instruments and obligations arising on liquidation
HKAS 27 & HKFRS 1 (Amendment)	Consolidated and separate financial statements & First-time adoption of HKFRS — Cost of an investment in a subsidiary, jointly controlled entity or associate
HKFRS 2 (Amendment)	Share-based payment — Vesting conditions and cancellations
HKFRS 7 (Amendment)	Financial Instruments: Disclosures — Improving disclosures about financial instruments
HKFRS 8	Operating segments
HK(IFRIC) — Int 13	Customer loyalty programmes
HK(IFRIC) — Int 15	Agreements for the construction of real estate
HK(IFRIC) — Int 16	Hedges of a net investment in a foreign operation
HKAS 39 (Amendment)	Financial instruments: Recognition and measurement

These new amendments and interpretations are either not applicable to the Group or has no material effect on the results of the Group for the current or prior accounting period.



## 2. TURNOVER

Turnover of the Group is analyzed as follows:

	<b>Unaudited</b>	
	<b>Three months ended 30 June 2009</b> <b>HK\$'000</b>	Three months ended 30 June 2008 <b>HK\$'000</b>
On-site gas sales <i>(Note i)</i>	<b>40,570</b>	103,896
Piped gas sales <i>(Note ii)</i>	<b>68,541</b>	49,604
Bottled gas sales	<b>2,744</b>	14,754
<b>Total gas sales</b>	<b>111,855</b>	168,254
Connection services	<b>35,132</b>	42,096
<b>Total turnover</b>	<b>146,987</b>	210,350

*Notes:*

- (i) On-site gas sales represent the wholesale of liquefied petroleum gas ("LPG") to individual agents directly from the suppliers' depots.
- (ii) The piped gas revenue for the three months ended 30 June 2009 included approximately HK\$10.4 million of sales to a related party, TEDA Gas. The Group and TEDA Gas have entered into a gas supply agreement which took effect on 1 June 2009.

**3. BUSINESS SEGMENT*****Unaudited income statement for the three months ended 30 June 2009***

	On-site gas sales HK\$'000	Bottled gas sales HK\$'000	Piped gas sales HK\$'000	Connection services HK\$'000	Total HK\$'000
Turnover	40,570	2,744	68,541	35,132	146,987
Segment results	183	158	4,472	20,974	25,787
Unallocated costs					(17,424)
Finance costs					8,363
Loss before interest waiver and taxation					(11,861)
Interest waived from debt restructuring					(3,498)
Profit before taxation					222,373
Taxation					218,875
— related to interest waiver					(17,408)
— others					(3,116)
Profit for the period					198,351

**Unaudited income for the three months ended 30 June 2008**

	On-site gas sales HK\$'000	Bottled gas sales HK\$'000	Piped gas sales HK\$'000	Connection services HK\$'000	Total HK\$'000
Turnover	103,896	14,754	49,604	42,096	210,350
Segment results	330	4,261	(1,589)	21,829	24,831
Unallocated costs					(30,273)
Finance costs					(5,442) (13,986)
Loss before taxation					(19,428)
Taxation					(1,907)
Loss for the period					(21,335)

**4. FINANCIAL COSTS**

Finance costs amounted to approximately HK\$12 million include the interest waived of approximately HK\$4 million (Note 5).

**5. INTEREST WAIVED**

HK\$222 million interest waived have been credited to the Group's income for the three months ended 30 June 2009. The amount comprises approximately HK\$138 million waived by China Construction Bank, HK\$12 million waived by TEDA, HK\$18 million waived by TEDA Finance Bureau, HK\$48 million waived by the syndicated banks and HK\$6 million waived by China Merchants Bank.

This is a one-off waiver of interest arising from the debt restructuring of the Group.

## 6. INCOME TAX

No Hong Kong profit tax was provided as the Group had no assessable profit arising in or derived from Hong Kong.

Subsidiaries established in the PRC are subject to the PRC enterprise income tax ("EIT") at rates ranging from 20% to 25%. All of the current tax arose in the PRC as follows:

	Three months ended 30 June 2009 HK\$'000	Three months ended 30 June 2008 HK\$'000
Current taxation:		
– taxation on interest waived (Note)	17,408	–
– others	3,116	1,907
	<b>20,524</b>	1,907

Note: Taxation on interest waived represents provision for maximum potential tax payable, currently under negotiation with relevant authorities.

## 7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2009 (2008: Nil).

## 8. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings per share for the three months ended 30 June 2009 is based on the profit attributable to equity holders of HK\$198,370,000 (2008: loss of HK\$21,427,000) and the weighted average number of shares during the period of 6,321,444,444 (2008: 2,177,000,000). The calculation has taken into account the 5,666,666,666 new ordinary shares to be issued upon the conversion of the 170 million convertible preference shares as described in the "Restructuring" section (paragraphs (i) and (iv)) below as these preference shares will be automatically converted into ordinary shares of the Company by the tenth anniversary of issue.

The diluted earnings/(loss) per share for the period ended 30 June 2009 and 2008 equal to the basic earnings/(loss) per share as there is no dilutive potential share for both periods.

To enable an investor to better understand the Group's results, below is a table reconciling earnings per share to adjusted earnings per share, excluding the once off waiver of interest and the related provision for income tax expenses.

	<b>Unaudited</b>	
	<b>Three months ended 30 June 2009 HK\$'000</b>	Three months ended 30 June 2008 HK\$'000
<b>Profit/(loss) attributable to equity holders</b>	<b>198,370</b>	(21,427)
Adjustments for:		
Interest waived	<b>(222,373)</b>	—
Taxation on interest waived	<b>17,408</b>	—
<b>Loss attributable to equity holders</b> (excluding interest waived and taxation on interest waived)	<b>(6,595)</b>	(21,427)
<b>Adjusted basic and diluted loss per share</b> (excluding interest waived and taxation on interest waived)	<b>(0.1) cents</b>	(0.9) cents

### III. MANAGEMENT DISCUSSION AND ANALYSIS

#### Restructuring

The following events took place during the three months ended 30 June 2009:

- (i) HK\$800 million was injected by Teda Hong Kong Property Company Limited ("**TEDA HK**"), a subsidiary of Tianjin TEDA Investment Holding Co., Ltd. ("**TEDA**"), into the Group through Cavalier Asia Limited ("**Tsinlien BVI**") for the subscription of 8.6 million non-voting redeemable preference shares of nominal value of HK\$50 each in the capital of the Company (the "**Redeemable Preference Shares**"), 130 million non-voting irredeemable convertible preference share of nominal value of HK\$1.00 each in the capital of the Company (the "**Convertible Preference Shares**") and 3 billion new ordinary shares of the Company for consideration of HK\$430 million, HK\$130 million and HK\$240 million respectively.

Tsinlien BVI was allotted the 8.6 million Redeemable Preference Shares and 130 million Convertible Preference Shares on 4 May 2009, and 3 billion new ordinary shares on 12 June 2009.

- (ii) On 4 May 2009, the Tianjin Municipality Government approved a further increase in the registered capital of Wah Sang Gas (China) Investment Co., Ltd. ("**WSGC**") from US\$65 million to US\$145 million. As at 30 June 2009, the entire registered capital of WSGC had been fully paid up.



- (iii) On 4 May 2009, the Group was deemed to have completed the disposal of 30 of its subsidiaries to TEDA at a consideration of approximately HK\$82 million, which was received on 7 May 2009. The final gross consideration would be adjusted based on the audited net asset value of the 30 subsidiaries and the audited outstanding inter-company loans payable to the Group by these subsidiaries as at the date of completion of the disposal. The Group does not expect to record any gain or loss on the disposal.
- (iv) Settlement of borrowings:
- On 7 May 2009, the Group repaid HK\$10 million and issued 40 million Convertible Preference Shares to the syndicated banks to discharge the syndicated bank loan of HK\$210 million. The hair cut of HK\$160 million has been credited to the Group's reserves. Pursuant to the settlement agreement (the "**Settlement Agreement**") dated 24 January 2008 entered into between the Company and the syndicated banks in respect of the settlement of a syndicated loan of HK\$220 million, Tsinlien BVI has committed to repurchase these Convertible Preference Shares from the syndicated banks in 2014 for HK\$225 million on the fifth anniversary of the date of issue of the Convertible Preference Shares by entering into a sale and purchase agreement with the syndicated banks on 7 May 2009.
  - On 11 May 2009, the Group repaid approximately HK\$4.9 million, RMB75 million and RMB70 million to China Merchants Bank, TEDA and TEDA Finance Bureau respectively together with related un-waived interests of HK\$2.1 million (in accordance with debt restructuring agreements disclosed in the circular of the Company dated 27 February 2009).

- On 2 June 2009, the Group repaid RMB280 million due to China Construction Bank, details of which were set out in the announcement of the Company dated 3 June 2009.
  - On 29 June 2009, the Group repaid RMB5 million due to Agricultural Bank of China details of which were set out in the announcement of the Company dated 29 July 2009.
- (v) The Company issued 815,812,000 ordinary shares by way of an open offer, the details of which were set out in the prospectus of the Company dated 11 May 2009. The open offer was over-subscribed as disclosed in the announcement of the Company dated 29 May 2009. The Company received proceeds of approximately HK\$32.6 million and 815,812,000 new ordinary shares were issued on 2 June 2009.

Upon the occurrence of the above events, the Group is deemed to have completed the disposal of 30 subsidiaries to TEDA, the injection of new capital into the Group by TEDA and the debt restructuring.

As at 30 June 2009, the Group's equity shareholders' deficit as at 31 March 2009 was reverted to positive assets whilst its net current liabilities position was turned into net current assets position.

## **Gross Profit Margin**

The gross profit margin of the Group during the three months ended 30 June 2009 was 18% versus 12% in same period last year. The increase in gross profit margin of the Group was mainly due to the disposal of 30 subsidiaries which contributed lower gross profit margins.

## **Administrative Expenses**

Administrative expenses of the Group for the three months ended 30 June 2009 was HK\$17 million, representing a decrease of HK\$13 from HK\$30 million for the corresponding period in 2008. Such decrease was mainly due to the decrease of professional fees for the preparation of the resumption of trading.

## **IV. INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND CHIEF EXECUTIVES IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

### **(a) Interests and short positions of the Directors and the chief executives in the share capital of the Company and its associated corporations**

As at 30 June 2009, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (“SFO”)) which would be required to be: (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 Part XV of the SFO (including interests and short positions which a director or a chief executive would be taken or deemed to have under such provisions of the SFO); or (b) entered in the register kept by the Company pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors referred to in Rules 5.46 of the GEM Listing Rules.

## (b) Interests and short positions of substantial shareholders in the share capital of the Company

As at 30 June 2009, the persons (not being a Director, Supervisor or chief executive of the Company) or companies had interests or short positions in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept under section 336 of the SFO and who were directly or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

Name of shareholder	Position	Beneficial interests	Family interests	Corporate interests	Others	Total	Approximate percentage of the issued ordinary share capital
Tsinlien Group Company Limited	Long	–	–	496,188,000 (Note 1)	8,666,666,666 (Note 2)	9,162,854,666	152.90%
	Short	–	–	8,666,666,666 (Note 3)	–	8,666,666,666	144.62%
Tianjin TEDA Investment Holdings Co., Limited	Long	–	–	8,666,666,666 (Note 3)	–	8,666,666,666	144.62%
Tianjin Development Holdings Limited	Long	–	–	496,188,000 (Note 1)	–	496,188,000	8.28%
Tianjin Investment Holdings Limited	Long	–	–	496,188,000 (Note 1)	–	496,188,000	8.28%

Name of shareholder	Position	Beneficial interests	Family interests	Corporate interests	Others	Total	Approximate percentage of the issued ordinary share capital
Santa Resources Limited	Long	496,188,000	–	–	–	496,188,000	8.28%
Mr. Shum Ka Sang	Long	45,650,000	–	819,350,000 (Note 4)	–	865,000,000	14.43%
Wah Sang Gas Development Group (Cayman Islands) Limited	Long	819,350,000 (Note 4)	–	–	–	819,350,000	13.67%
Ms. Wu Man Lee	Long	–	865,000,000 (Note 5)	–	–	865,000,000	14.43%

*Notes:*

- The interest disclosed represents the interest in the Company held by Santa Resources Limited, a company which is directly wholly-owned by Tianjin Development Holdings Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange. Tianjin Investment Holdings Limited is a substantial shareholder of Tianjin Development Holdings Limited.
- These 8,666,666,666 ordinary shares of HK\$0.01 each in the Company (“Shares”) represent (i) 3,000,000,000 Shares which were allotted and issued to Tsinlien BVI on 12 June 2009 pursuant to the conditional subscription agreement entered into between the Company and Tsinlien BVI on 28 May 2008 and subsequently amended by the supplemental agreement dated 25 February 2009 (“**Subscription Agreement**”), (ii) 4,333,333,333 potential Shares which are issuable to Tsinlien BVI assuming full conversion of 130,000,000 Convertible Preference Shares issued to Tsinlien BVI under the Subscription Agreement and (iii) 1,333,333,333 potential Shares which are issuable to Tsinlien BVI assuming full conversion of the 40,000,000 Convertible Preference Shares issued to the

syndicated banks under the Settlement Agreement, pursuant to which Tsinlien BVI has agreed to buy back such Convertible Preference Shares from the syndicated banks on the 5th anniversary of the date of issue of such Convertible Preference Shares.

3. The interests disclosed represent the interests in the Company which shall be delivered to TEDA HK pursuant to a nominee arrangement between Tsinlien Group Co., Ltd and TEDA HK. TEDA HK, a wholly-owned subsidiary of TEDA, has conditionally agreed to acquire Tsinlien BVI from Tsinlien Group Co., Ltd.
4. Wah Sang Gas Development Group (Cayman Islands) Limited is wholly-owned by Mr. Shum. The corporate interests held by Mr. Shum represent his deemed interests in the Shares by virtue of his interests in Wah Sang Gas Development Group (Cayman Islands) Limited.
5. Madam Wu Man Lee is deemed to be interested in the Shares by virtue of the interests in such shares owned by her spouse, Mr. Shum.

## V. CONTINUOUS FINANCIAL ISSUES

### Financial Guarantee Contract

During the period, the Company has given guarantee of approximately HK\$68 million (2008: HK\$392 million) to subsidiaries in respect of their bank borrowings.

## VI. INTERESTS OF COMPLIANCE ADVISER

Pursuant to the Compliance Adviser Agreement dated 7 May 2009 between the Company and WAG Worldsec Corporate Finance Limited ("**WAG Worldsec**"), WAG Worldsec has been appointed as the compliance adviser of the Company for the period from 12 May 2009 to 31 March 2013. WAG Worldsec receives a fee for working as the compliance adviser of the Company.



In June 2005, WAG Worldsec entered into an agreement with the Company to act as the financial adviser to the Company in respect of the restructuring proposal of the Company for resumption of trading of the Shares on GEM, under which WAG Worldsec receives a fee. During the three months ended on 30 June 2009, WAG Worldsec was still acting as the financial adviser to the Company on the restructuring proposal.

On 4 May 2009, WAG Worldsec entered into an agreement with the Company in respect of the underwriting of the Open Offer of the Company, the details of which were set out in the prospectus of the Company dated 11 May 2009. As stated in the announcement of the Company dated 29 May 2009, the Open Offer was over-subscribed and as a result the obligations of WAG Worldsec as an underwriter under the Underwriting Agreement were fully discharged.

Save as disclosed above, none of WAG Worldsec or its directors, employees or associates has any interests in the securities of the Company or any member of the Group, nor any rights to subscribe or nominate others to subscribe for the securities of the Company or any members of the Group.

## **VII. COMPETING INTERESTS**

During the period, none of the Directors or the management shareholders of the Company or their respective associates had any interests in a business which competes or may compete with the business of the Group.

## VIII. AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with the GEM Listing Rules on 23 March 2009. The Audit Committee comprises Mr. Ip Shing Hing J.P., Professor Japhet Sebastian Law, Mr. Lau Siu Ki, Kevin and Mr. Tse Tak Yin, all of whom are independent non-executive Directors. Mr. Lau is the Chairman of the Audit Committee. The primary duties of the Audit Committee include the review and supervision of the Group’s financial reporting system and internal control procedures, review of the Group’s financial information and review of the Company’s relationship with its auditors. The Audit Committee has reviewed the unaudited consolidated results of the Group for the three months ended 30 June 2009 and has provided advice and comments on this report.

## IX. PURCHASES, SALES AND REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its issued shares during the three months ended 30 June 2009. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the three months ended 30 June 2009.

By order of the Board  
**Binhai Investment Company  
Limited**  
**Wang Gang**  
Executive Director

Hong Kong, 11 August 2009

*As at the date of this report, the Board comprises six executive Directors, namely, Mr. Liu Hui Wen, Mr. Zhou Li, Mr. Zhang Jun, Mr. Dai Yan, Mr. Wang Gang and Mr. Gao Liang and four independent non-executive Directors, namely, Mr. Ip Shing Hing J.P., Professor Japhet Sebastian Law, Mr. Tse Tak Yin and Mr. Lau Siu Ki, Kevin.*