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濱海投資有限公司

**BINHAI INVESTMENT COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8035)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Binhai Investment Company Limited (the “**Company**”) will be held on Wednesday, 14 September 2011, at 10:00 a.m. at Suites 3205-07, 32/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong to consider, and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the Sai Rui Gas Supply Agreement as defined and described in the Circular of which this resolution forms part (a copy of the Sai Rui Gas Supply Agreement having been produced at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, ratified and/or confirmed;
- (b) the Annual Caps (as defined and described in the Circular) for the Sai Rui Gas Supply Agreement be and are hereby approved; and
- (c) the director(s) of the Company be and is/are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, agreements, instruments and deeds, and do all such acts, matters or things and take all such steps as they may in their discretion consider to be necessary, desirable or expedient to implement and/or give effect to the Sai Rui Gas Supply Agreement, the transactions and the Annual Caps thereunder as he/they may in their discretion consider to be desirable and in the interests of the Company.”

2. “**THAT:**

- (a) the Supplemental Teda-Gas Agreement as defined and described in the Circular of which this resolution forms part (a copy of each of the Supplemental Teda-Gas Agreement and the Teda-Gas Gas Supply Agreement (as amended by the Supplemental Teda-Gas Agreement) having been produced at the meeting and marked “B” and “C” respectively and each initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, ratified and/or confirmed;
- (b) the Annual Caps (as defined and described in the Circular) for the Teda-Gas Gas Supply Agreement (as amended by the Supplemental Teda-Gas Agreement) be and are hereby approved; and
- (c) the director(s) of the Company be and is/are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, agreements, instruments and deeds, and do all such acts, matters or things and take all such steps as they may in their discretion consider to be necessary, desirable or expedient to implement and/or give effect to the Supplemental Teda-Gas Agreement and the transactions and Annual Caps under the Teda-Gas Gas Supply Agreement (as amended by the Supplemental Teda-Gas Agreement), as he/they may in their discretion consider to be desirable and in the interests of the Company.”

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

Hong Kong, 29 August 2011

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (3) As at the date hereof, the Board comprises two executive Directors, namely, Mr. Zhang Bing Jun and Mr. Gao Liang, five non-executive Directors, namely, Mr. Shen Xiao Lin, Mr. Zhang Jun, Mr. Dai Yan, Mr. Wang Gang and Ms. Zhu Wen Fang, 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.

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