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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 “**Stock Exchange**”) (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 purposes of (i) updating and bringing the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) better aligning the amendments of the Existing Bye-laws for house keeping purposes with the provisions of the Listing Rules and the applicable Bermuda laws.

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

1. to clarify that references to a notice or document include those which are recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
2. to allow any notice or document to be given or issued by the Company by electronic communication at the electronic address provided without the need for any additional consent or notification;

3. to allow any notice or document to be given or issued by the Company by publishing it on the Company's website or the website of the Stock Exchange without the need for any additional consent or notification;
4. to deem any notice or document sent by electronic communication is given or served by the Company on the day on which it is transmitted from the server of the Company or its agent;
5. to deem any notice, document or publication placed or published on either the Company's website or the website of the Stock Exchange is given or served on the day on which such notice, document or publication first so appears on the relevant website;
6. to update the provision regarding the inspection of branch register that it shall be opened to the members of the public at specific time;
7. to provide that an annual general meeting of the Company shall be called by notice of not less than twenty-one clear days. All other general meetings (including a special general meeting) must be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed;
8. to allow a resolution in writing signed by a majority of the Directors to be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held;
9. to provide the Board with the power to capitalise reserves of the Company to pay up in full shares to be issued pursuant to a share incentive scheme or employee benefit scheme that has been adopted or approved by the shareholders of the Company (the "**Shareholders**") at a general meeting;
10. to provide that the Shareholders may, at any general meeting convened and held in accordance with the bye-laws of the Company, by extraordinary resolution (i.e. by a majority of not less than two thirds of votes) remove the auditor(s) of the Company at any time before the expiration of his/their term of office;
11. to update the provision regarding the appointment of the auditor(s) of the Company to fill any casual vacancy therein that any such auditor(s) appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders; and

12. other housekeeping amendments to the Existing 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 10 May 2024 (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, 25 March 2024

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Hu Hao, Mr. Wang Xin and Mr. Gao Liang, two non-executive Directors, namely, 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.