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## Gemini Property Investments Limited

盛洋地產投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 174)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Gemini Property Investments Limited (the “**Company**”) will be held at Level 10, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 23 June 2011 at 10:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

#### SPECIAL RESOLUTION

1. “**THAT** subject to the approval of the Registrar of Companies of Hong Kong, the name of the Company be and is hereby changed from “Gemini Property Investments Limited (盛洋地產投資有限公司)” to “Gemini Investments (Holdings) Limited (盛洋投資(控股)有限公司)” and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and execute all documents they, in their absolute discretion, consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

#### ORDINARY RESOLUTIONS

2. “**THAT** the authorised share capital of the Company be increased from HK\$35,000,000 to HK\$210,000,000 by the creation of 3,500,000,000 ordinary shares of HK\$0.05 each and that such new shares, upon issue, shall rank pari passu in all respects with the existing ordinary shares of the Company.”
3. “**THAT** :-
  - (a) the conditional agreement dated 11 May 2011 (the “**Disposal Agreement**”) entered into between Virtue Time Holdings Limited (the “**Purchaser**”) and the Company for the sale and purchase of 18,000 shares in Klendo Limited (“**Klendo**”), representing 90% of the issued share capital of Klendo at a consideration of HK\$137,000,000 (a copy of which is marked “A” and initiated by the chairman of the meeting for identification purpose) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director (the “**Director**”) of the Company or any person authorised by the board of Directors from time to time, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and do such acts as he/they may in his/their absolute discretion consider necessary, desirable or expedient to give effect to the Disposal Agreement and the implementation of all transactions contemplated thereunder or to be incidental to, ancillary to or in connection with the matter contemplated in or relating to the Disposal Agreement and agree such modifications, amendments, waivers, variations or extensions of the Disposal Agreement and/or the transactions contemplated thereunder”

4. “**THAT :-**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the proposed share option scheme of the Company (the “**Share Option Scheme**”), the rules of which are contained in the document marked “B” produced to the meeting and for the purpose of identification by the chairman of the meeting, the Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including but without limitation to:
  - (i) to administer the Share Option Scheme under which options will be granted to participants eligible under the Share Option Scheme to subscribe for Shares;
  - (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment;
  - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
  - (iv) to make application at the appropriate time or times to the Stock Exchange; and any stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the Share Option Scheme;
  - (v) to consent, if it deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and

- (b) the Directors be and are hereby authorised to grant options to subscribe for Shares (as defined in the Circular) in accordance with the rules of the Share Option Scheme up to a maximum of 10% of the total issued share capital as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.”

By Order of the Board  
**Gemini Property Investments Limited**  
**Adrian Sum**  
*Chairman*

Hong Kong, 31 May 2011

*Registered Office:*

Unit 3709, 37th Floor  
Lippo Centre Tower II  
89 Queensway  
Hong Kong

**Notes:**

- (a) A member entitled to attend and vote at the meeting may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) 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 thereof must be deposited at the Company's share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjournment thereof.
- (c) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the directors of the Company are as follows:*

*Executive Director:*

Mr. Li Zhenyu

*Non-executive Directors:*

Mr. Sum Pui Ying, Adrian  
Mr. Li Hongbo

*Independent non-executive Directors:*

Mr. Law Tze Lun  
Mr. Lo Woon Bor, Henry  
Mr. Zheng Yun