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盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資（控股）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 (the “**EGM**”) of Gemini Investments (Holdings) Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Monday, 25 March 2013, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional agreement dated 8 February 2013 (the “**Disposal Agreement**”) entered into between the Company and Pacific Sunrise Holdings Limited for the sale and purchase of the entire issued share capital in Trendex Investment Limited at a consideration of RMB138,310,795 (equivalent to approximately HK\$170,496,000) (subject to adjustment set out in the Disposal Agreement) (a copy of which is tabled at the EGM and 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) the execution of the Disposal Agreement by any one director of the Company be and is hereby approved, confirmed and ratified; and any one director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such documents as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the Disposal Agreement and the transactions contemplated under any of the aforesaid documents.”

By Order of the Board
Gemini Investments (Holdings) Limited
Adrian Sum
Chairman

Hong Kong, 8 March 2013

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.
- (d) If a typhoon signal no. 8 (or above) is hoisted or remains hoisted at 9:00 a.m. on 25 March 2013, the EGM will be adjourned to a date to be determined. The Company will make a separate announcement on this.

As at the date of this notice, the Directors are as follows:

Executive Director:
Mr. LI Zhenyu

Non-executive Directors:
Mr. SUM Pui Ying
Mr. LI Hongbo

Independent non-executive Directors:
Mr. LAW Tze Lun
Mr. Lo Woon Bor, Henry
Mr. ZHENG Yun