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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 Tuesday, 14 May 2013, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the proposed investment (the “Proposed Investment”) in not more than 500,000 participating shares with a par value of HK\$0.10 each of GlobalActive Fund Limited in an aggregate amount of not more than HK\$200 million and all the transactions contemplated thereunder be and are hereby approved; and
- (b) the execution of any document to implement the Proposed Investment and all the transactions contemplated thereunder by any one director of the Company be and is hereby approved; 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 Proposed Investment and the transactions contemplated thereunder.”

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

Hong Kong, 26 April 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 14 May 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