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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 10:00 a.m. on Monday, 16 September 2013, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the service contract dated 15 August 2013 entered into between Mr. Sum Pui Ying and the Company (the “**Service Contract**”), a copy of which is marked “A” and produced to the meeting and signed by the Chairman for identification purpose only, be and is hereby approved, confirmed and ratified and that the directors of the Company be and are 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 they may in their discretion consider necessary or desirable for the purposes of or in connection with the Service Contract and the transactions contemplated thereunder.”;
2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Listing Committee**”) granting the listing of, and permission to deal in, the shares in the capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of such options, the grant of share options to Mr. Sum Pui Ying to subscribe for 16,000,000 Shares under the share option scheme adopted by the Company on 23 June 2011 (the “**Share Option Scheme**”) on the terms set out in the circular issued by the Company on 23 August 2013 be and is hereby approved, ratified and confirmed and that the directors of the Company be authorised to take all such steps as may be necessary or desirable to give effect to the grant.”; and

3. “**THAT** subject to and conditional upon the Listing Committee granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company:
- (a) approval be granted for the refreshment of the general limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme and any other share option scheme(s) of the Company provided that (i) the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue at the date of passing this resolution; and (ii) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or exercised options and those options referred to in resolution (2) as set out in the notice convening this meeting provided that such resolution has been passed) will not be counted for the purpose of calculating the 10% refreshed limit; and
 - (b) the directors of the Company be authorised to offer or grant options pursuant to the Share Option Scheme and any other share option scheme(s) of the Company within the 10% refreshed limit and to exercise all powers of the Company to allot and issue Shares upon the exercise of such options.”

By order of the Board
Gemini Investments (Holdings) Limited
Yue Pui Kwan
Company Secretary

Hong Kong, 23 August 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 8:00 a.m. on 16 September 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 of the Company are as follows:

Executive Directors:

Mr. SUM Pui Ying

Mr. LI Zhenyu

Mr. LAI Kwok Hung, Alex

Non-executive Directors:

Mr. LI Ming

Mr. LI Hongbo

Independent non-executive Directors:

Mr. LAW Tze Lun

Mr. LO Woon Bor, Henry

Mr. ZHENG Yun