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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 “**Meeting**”) of Gemini Investments (Holdings) Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 23 December 2014 at 10:30 a.m. to consider and, if thought fit, pass the following resolution numbered 1 as an ordinary resolution and the following resolution numbered 2 as a special resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** conditional upon the passing of the special resolution numbered 2 set out in the notice convening the Meeting (the “**Special Resolution**”):
 - (a) the subscription agreement dated 26 October 2014, as amended by a supplemental agreement thereto dated 24 November 2014, entered into between Grand Beauty Management Limited (the “**Subscriber**”) and the Company (collectively the “**Subscription Agreement**”) in relation to the subscription by the Subscriber of a total of 1,300,000,000 non-voting convertible preference shares in the share capital of the Company (which will have attached thereto the rights and restrictions as set out in the new articles of association of the Company to be adopted pursuant to the Special Resolution (including the Article 5A of such new articles of association of the Company)) (the “**Convertible Preference Share(s)**”) at a subscription price of HK\$3 per Convertible Preference Share (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the allotment and issue of the 1,300,000,000 Convertible Preference Shares to the Subscriber pursuant to the terms and conditions of the Subscription Agreement be and is hereby approved and the directors of the Company be and are hereby authorised to take all steps necessary to allot and issue the Convertible Preference Shares, and to allot and issue the new ordinary shares of the Company which may fall to be allotted and issued upon the exercise of the conversion rights attached to the 1,300,000,000 Convertible Preference Shares, in accordance with the articles of association of the Company; and
- (c) the directors of the Company be and are hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Subscription Agreement and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. “**THAT** the new articles of association of the Company (a copy of which has been produced to the Meeting marked “B” and initialed by the Chairman of the Meeting for the purpose of identification) be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this special resolution and **THAT** any one director of the Company or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”

Yours faithfully,
By order of the Board
Gemini Investments (Holdings) Limited
LAI Kwok Hung, Alex
Executive Director

Hong Kong, 27 November 2014

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 speak and vote at, the Meeting or any adjournment thereof (as the case may be) on his behalf. If a member appoints more than one proxy, he must specify the number of shares each proxy is appointed to represent. 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof (as the case may be).

- (c) The register of members of the Company will be closed from Monday, 22 December 2014 to Tuesday, 23 December 2014, both days inclusive, during which period no transfer of shares will be registered. The record date will be Tuesday, 23 December 2014. In order to determine the identity of shareholder(s) who is entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 19 December 2014.
- (d) 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 follow:

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