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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 Wednesday, 31 December 2014 at 10:30 a.m. to consider and, if thought fit, pass the following ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

Words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular dated 13 December 2014 published by the Company.

“**THAT:**

- (a) the Second GP Amendment Agreement and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) the Subscription Agreement and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (c) the Capital Commitment by Chance Bright of (i) USD250 million to the Fund under the Subscription Agreement and (ii) USD3.95 million to the General Partner under the Second GP Amendment Agreement be and is hereby approved, ratified and confirmed; and

- (d) any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute all documents and take all steps as he may consider necessary, desirable or expedient to implement and/or give effect to the Second GP Amendment Agreement, the Subscription Agreement, the Capital Commitment and all transactions contemplated thereunder.”

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

Hong Kong, 13 December 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 Tuesday, 30 December 2014 to Wednesday, 31 December 2014 both days inclusive, during which period no transfer of shares will be registered. The record date will be Wednesday, 31 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 Monday, 29 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