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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
AND
CLOSURE OF REGISTER OF MEMBERS**

NOTICE IS HEREBY GIVEN that the 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, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.m. to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement (the “**Agreement**”) dated 19 May 2016 entered into between the Company, as vendor, and Xin Cai Global Holdings Limited, as purchaser, pursuant to which the Purchaser has conditionally agreed to acquire, and the Company has conditionally agreed to sell the entire issued share capital of Chance Bright Limited (the “**Disposal Company**”) and all amounts owed by the Disposal Company to the Company as at the date of completion stipulated under the Agreement for a total consideration of RMB970,000,000 subject to the terms and conditions of the Agreement (a copy of the Agreement is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) 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 Agreement and all transactions contemplated thereunder.”

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

Hong Kong, 10 June 2016

Notes:

- (a) A member entitled to attend and vote at the Meeting may appoint a proxy or, if holding two or more ordinary shares, more than one proxy to attend, and speak and vote at, the Meeting or any adjournment thereof on his behalf. If a member appoints more than one proxy, he must specify the number of ordinary 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.
- (c) The register of members of the Company will be closed from Monday, 27 June 2016 to Tuesday, 28 June 2016, both days inclusive, during which period no transfer of ordinary shares will be registered. The record date will be Tuesday, 28 June 2016. In order to determine the identity of ordinary 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, 24 June 2016.
- (d) Where there are joint registered holders of any ordinary share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such ordinary 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 ordinary share(s) shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the directors of the Company are as follows:

Executive Directors:

Mr. SUM Pui Ying
Ms. CUI Yueming
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. DENG Wei