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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, Hong Kong on Friday, 10 July 2015 at 10:30 a.m. to consider and, if thought fit, pass (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the purchase, sale and contribution agreement dated 31 December 2014 entered into by and amongst Gemini-Rosemont Realty Holdings LLC, Rosemont Realty, LLC, Gemini-Rosemont JV Member LLC, Garfield Group Partners LLC and Neutron Property Fund Limited (as amended by the first amendment to purchase, sale and contribution agreement dated 17 June 2015 between the same parties) (the “**Agreement**”) (a copy of which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and
- (b) any director of the Company be and is hereby authorized to do such acts and things, to sign and execute such other documents and to take such steps as he in his discretion consider necessary, appropriate, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to, the Agreement and the transactions contemplated thereunder.”

2. “**THAT**

Ms. CUI Yueming be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration.

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

Hong Kong, 23 June 2015

*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 (as the case may be) 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) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (c) 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).
- (d) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) The register of members of the Company will be closed from Thursday, 9 July 2015 to Friday, 10 July 2015, both days inclusive, during which period no transfer of ordinary shares will be registered. The record date will be Friday, 10 July 2015. 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 Wednesday, 8 July 2015.
- (f) 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 notice, the directors of the Company are as follow:

*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. ZHENG Yun