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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 (“EGM”) of Gemini Investments (Holdings) Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 28 March 2018 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions numbered 1 and 2 as special resolutions and the following resolution numbered 3 as an ordinary resolution of the Company:

SPECIAL RESOLUTION

1. Adoption of new amended Articles of Association

“THAT

- (a) the articles of association of the Company be amended by the deletion in its entirety of the existing Article 5A and the substitution of a new Article 5A, which incorporates the new terms of the Convertible Preference Shares, therefor as set out in the printed document produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification (the “**New Amended Articles**”) and the New Amended Articles be and are hereby approved and adopted as the new amended Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company;
- (b) the New Amended Articles shall take effect at the end of the period of 28 days from the date hereof, which is the date of variation, pursuant to Section 180(4) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”); and

- (c) any one director of the Company or the secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Amended Articles.”

2. Reduction of Share Capital

“THAT

- (a) conditional only upon the satisfaction of either one of the conditions set out in paragraph (b) of this special resolution and subject to any conditions imposed in accordance with paragraph (c) of this special resolution, the reduction of the amount standing to the credit of the share capital account of the Company by a sum equal to HK\$130,000,002 by cancelling and extinguishing 43,333,334 convertible preference shares of the Company (“**Capital Reduction**”) be and is hereby approved and the Directors be and are hereby authorized to credit the reduced share capital to a capital reduction reserve account of the Company and such reserve arising from the Capital Reduction is to be regarded as a realized profit pursuant to Section 214 of the Companies Ordinance which shall be available for set off against any accumulated losses and/or make distribution to the shareholders of the Company in the future when appropriate or as the Directors may think fit;
- (b) the approval and authorisation set out in paragraph (a) of this special resolution shall be conditional upon either (i) there being no application (“**Application**”) to the Court of First Instance of the High Court of Hong Kong (“**Court**”) for cancellation of the approval of the Capital Reduction, set out in this special resolution, by members of the Company or creditors of the Company within five weeks of the date of this special resolution; or (ii) if any such Application is made, the Court making an order to confirm this special resolution;
- (c) if such an Application is made and the Court makes an order to confirm this special resolution upon the Application, the approval and authorization in paragraph (a) of this special resolution shall be subject to any conditions that may be imposed by the Court; and
- (d) the Company be and is hereby authorised generally to do all acts and things as may be necessary, desirable or expedient to implement or to give effect to the foregoing.”

ORDINARY RESOLUTION

3. “**THAT** conditional upon the passing of the special resolution numbered 1 set out in this Notice (the “**Special Resolution**”):
- (a) the second supplemental deed dated 26 January 2018 entered into between Grand Beauty Management Limited and the Company (the “**Second Supplemental Deed**”) in relation to the amendment of the terms and conditions of non-voting convertible preference shares in the capital of the Company (the “**Convertible Preference Shares**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) the directors of the Company be and are hereby authorized to take all steps necessary 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 829,333,334 Convertible Preference Shares at the relevant conversion price in accordance with the New Amended Articles (the “**Conversion Shares**”); and
 - (c) the directors of the Company be and are hereby authorized 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 Second Supplemental Deed and the transactions contemplated thereunder and the issue of the Conversion Shares.

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

Hong Kong, 28 February 2018

Notes:

- (a) A member entitled to attend and vote at the EGM may appoint a proxy or, if holding two or more ordinary shares, more than one proxy to attend, and speak and vote at, the EGM 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) 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 EGM or any adjournment thereof (as the case may be).

- (c) The register of members of the Company will be closed from Friday, 23 March 2018 to Wednesday, 28 March 2018, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to qualify for attending and voting at the EGM, all relevant transfer documents 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 Thursday, 22 March 2018 for registration.
- (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 notice, 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