



Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

Procedures for Shareholders to Propose a Person for Election as a Director

Appointment and Election of Directors (including procedures shareholders can use to propose a person for election as a director)

- According to the Articles of Association of the Company, Shareholders may by ordinary resolution elect any person to be an Elected Director. Candidates for election are proposed by separate resolutions put forward for shareholders' consideration at general meetings.

- According to Article 120 of the Articles of Association of the Company, no person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting of the Company unless:
 - (i) notice in writing by a member (not being the person to be proposed) who is entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director; and
 - (ii) notice in writing by that person of his willingness to be elected as a Director,

shall have been lodged at the registered office of the Company.

Under the aforesaid Article 120, the period for lodgement of the notices referred to in (i) and (ii) above (the “**Lodgement Period**”) will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting, provided that such period shall be at least 7 days.

- Therefore, if member(s) wish to propose a person other than a retiring director for election as a director at a general meeting convened for election of directors, such member(s) should deposit the written nomination notices referred to in (i) and (ii) above together with the biographical details of the proposed nominee as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) with the registered office of the Company at Suite 610, One Pacific Place, 88 Queensway, Hong Kong for the attention of the Company Secretary within the Lodgement Period.

- The Nomination Committee is authorized to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year, and to identify suitable candidates for directorship for the Board’s consideration and recommendation to shareholders for consideration. In the selection process, the Nomination Committee will make reference to criteria including but not limited to:
 - Qualifications required under the Listing Rules or any other relevant laws regarding characteristics and skills of the Company’s directors;
 - Professional ethics and integrity;
 - Appropriate professional knowledge and industry experience; and
 - Ability to devote sufficient time to the work of the Board and its committees and to participate in all Board meetings and shareholders’ meetings.

- To enable shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a Director together with his/her biographical details as required by Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past 3 years and other major appointments) will be set out in a circular to be sent to shareholders or published as an announcement on the website of the Company and the Stock Exchange prior to the meeting.

Removal of Directors

- Shareholders may by ordinary resolution remove any Director before the expiration of his/her term of office in accordance with Article 122 of the Articles of Association of the Company.