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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 GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (the “**GM**”) of Gemini Investments (Holdings) Limited (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on 10 January 2022, at 10:30 a.m. or any adjournment of such meeting for the following purposes:

1. to re-elect Mr. LEE Sai Kai, David as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration; and
2. to consider and, if thought fit, approve, with or without modification, the following resolution as an ordinary resolution:

“**THAT**

- (a) the reinstated and second amendment to the purchase and sale agreement dated 24 November 2021 (U.S. Eastern Time) (the “**Second Amendment**”, a copy of which has been produced to the GM marked “A” and initialed by the chairman of the GM for identification purposes) entered into between SouthCourt Operating LLC as vendor (the “**Vendor**”) and Crescent Acquisitions, LLC as purchaser (the “**Purchaser**”) pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the office building located at 3211 Shannon Road, Durham, North Carolina 27707, the U.S. (the “**Property**”) for an aggregate consideration of US\$22,350,000 (equivalent to approximately HK\$173,213,000) subject to the terms and conditions of the Second Amendment, and the disposal of the Property (the “**Disposal**”) contemplated thereunder be and is hereby confirmed, approved and ratified; and

- (b) any one director of the Company (the “**Director**”) be and is hereby authorised to take all steps and acts and things and to sign and execute all documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by the Director to be incidental to, ancillary to or in connection with the Second Amendment and the Disposal contemplated under it.”

By Order of the Board  
**Gemini Investments (Holdings) Limited**  
**LAI Kwok Hung, Alex**  
*Executive Director and Chief Executive Officer*

Hong Kong, 10 December 2021

*Notes:*

- (1) A member entitled to attend and vote at the GM may appoint a proxy or, if holding two or more ordinary shares, more than one proxy to attend, and speak and vote at, the GM 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.
- (2) In order to be valid, a proxy form, together with a power of attorney or other authority, if any, under which it is signed or certified by a notary or an official copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The proxy form must be signed by the appointor or his attorney 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 duly authorised to sign the same.
- (3) To ascertain shareholders’ eligibility to attend and vote at the GM, the register of members of the Company will be closed from 5 January 2022 to 10 January 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the GM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 4 January 2022.

The record date for such purposes is 10 January 2022.

- (4) 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.

- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 10 December 2021 which contains information concerning the resolution to be proposed in this notice.
- (6) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the chairman of the GM will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolution at the GM.
- (7) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Directors are as follows:

*Executive Directors:*

Mr. SUM Pui Ying  
Mr. LAI Kwok Hung, Alex  
Ms. LAM Yee Lan

*Non-executive Directors:*

Mr. TANG Runjiang  
Mr. ZHOU Yue

*Independent non-executive Directors:*

Mr. LO Woon Bor, Henry  
Ms. CHEN Yingshun  
Mr. LEE Sai Kai, David