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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)

**(1) EXTENSION OF INSPECTION PERIOD IN RELATION TO DISPOSAL
OF PROPERTIES IN THE U.S. BY U.S. REAL ESTATE FUND PLATFORM;
AND
(2) SPECIAL ARRANGEMENTS AND
PROPOSED ADJOURNMENT OF GENERAL MEETING
TO BE HELD ON 23 FEBRUARY 2022**

Reference is made to (i) the announcements of Gemini Investments (Holdings) Limited (the “**Company**”) dated 22 December 2021 and 13 January 2022 in relation to, among others, the Disposal contemplated under the Purchase and Sale Agreement; (ii) the circular of the Company dated 14 January 2022 (the “**Circular**”); and (iii) the notice of general meeting issued by the Company dated 14 January 2022 (the “**Notice of GM**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular and Notice of GM.

**EXTENSION OF INSPECTION PERIOD IN RELATION TO DISPOSAL OF PROPERTIES
IN THE U.S. BY U.S. REAL ESTATE FUND PLATFORM**

As disclosed in the Circular, pursuant to the Purchase and Sale Agreement, the Inspection Period is a period which shall end at 5:00 p.m. (U.S. Eastern Time) on 15 February 2022, during which the Purchaser may conduct engineering or market and economic feasibility studies of the Properties and a physical inspection of the Properties, including studies or inspections to determine the existence of any environmental hazards or conditions.

Given that additional time is required for the Purchaser to conduct its due diligence inspection, on 15 February 2022 (U.S. Eastern Time), upon the request of the Purchaser, the Vendors have entered into the First Amendment to the Purchase and Sale Agreement (the “**Amendment Agreement**”) with the Purchaser for a nominal consideration, pursuant to which the parties have mutually agreed to extend the Inspection Period to 1 March 2022 (U.S. Eastern Time). Save for the extension of the Inspection Period, all of the provisions in the Purchase and Sale Agreement shall remain unchanged and in full force and effect.

SPECIAL ARRANGEMENTS AND PROPOSED ADJOURNMENT OF GENERAL MEETING TO BE HELD ON 23 FEBRUARY 2022

The Board wishes to announce that in light of the extension of the Inspection Period (pursuant to the Amendment Agreement) and potential further negotiations on the terms of the Purchase and Sale Agreement, it is proposed that the GM, which was scheduled to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 23 February 2022, at 10:30 a.m., will be adjourned *sine die* (without a date, i.e. indefinitely).

Accordingly, upon the commencement of the GM and provided that a quorum is present, the chairman of the GM will put forward a resolution (the “**Adjournment Resolution**”) to adjourn the GM *sine die* pursuant to the articles of association of the Company and will not put forward the ordinary resolution set out in the Notice of GM, subject to the passing of the Adjournment Resolution by the Shareholders.

In addition, the Board wishes to announce that, in light of the revised Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”) that came into effect on 10 February 2022, the GM, which will be held for the purpose of passing the Adjournment Resolution, will be a hybrid meeting to be held at the Company’s principal place of business in Hong Kong at Room 3902, 39th Floor Tower One, Lippo Centre, No. 89 Queensway, Hong Kong and online through the e-Meeting System instead.

The Company wishes to emphasise that the health and safety of the Shareholders and the employees of the Company and compliance with the relevant laws and regulations are its primary concerns. As no business will be discussed aside from the Adjournment Resolution at the GM, Shareholders are strongly encouraged not to attend the GM in person. If Shareholders do attempt to attend the GM in person, they will unlikely be able to gain access to the meeting venue given the Regulation. Instead, Shareholders may attend the GM online through the Internet by using their computer, tablet device or smartphone or vote by proxy in advance of the GM by returning the revised proxy form and appointing the chairman of GM as their proxy. Registered Shareholders will be able to attend the GM, vote and submit questions online through the e-Meeting System. Each registered Shareholder’s personalized username and password will be sent to him or her under separate letter. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the GM, vote and submit questions online through the e-Meeting System. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

A revised proxy form including the Adjournment Resolution will be despatched to the registered Shareholders. Save for the changes set out in this announcement, all the information set out in the Circular and the Notice of GM remain unchanged. Shareholders are required to re-submit the revised proxy form in accordance with the Notice of GM or via the designated URL by using the username and password provided on the notification letter which will be sent by the Company as soon as practicable, not less than 48 hours before the time fixed for holding the GM.

Registered Shareholders submitting the revised proxy form are requested to provide a valid email address of his or her proxy (except appointment of “The Chairman of the Meeting”) for the proxy to receive the username and password to participate online via the e-Meeting System.

Subject to the continuing development of the COVID-19 pandemic, the Company may be required to adopt further changes to the GM arrangements at short notice. Shareholders are advised to check the websites of the Company (www.geminiinvestments.com.hk) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for any further announcement(s) and information relating to the GM.

The Company will publish further announcement(s) and/or supplementary circular to inform the Shareholders of any further updates as and when appropriate in accordance with the Listing Rules.

Shareholders and potential investors of the Company should note that Closing is subject to the satisfaction or waiver of the conditions precedent as well as the Purchaser’s satisfaction of its findings during the Inspection Period (as amended by the Amendment Agreement). Therefore, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

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

Hong Kong, 16 February 2022

As at the date of this announcement, 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