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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 ADJOURNED GENERAL MEETING

References are 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**”); (iii) the notice of general meeting issued by the Company dated 14 January 2022 (the “**Original Notice of GM**”); (iv) the announcement of the Company dated 16 February 2022 in relation to the extension of Inspection Period of the Disposal and special arrangements and proposed adjournment of the GM to be held on 23 February 2022; (v) the poll results announcement of the Company dated 23 February 2022 in relation to the adjournment of the GM sine die; and (vi) the announcement of the Company dated 2 March 2022 in relation to the expiration of the Inspection Period and waiver of termination right by the Purchaser in relation to the Disposal (the “**2 March Announcement**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular and the 2 March Announcement.

As the Purchaser did not deliver written notice to the Vendors by 5:00 p.m. on 15 March 2022 (U.S. Eastern Time) that the Financing Contingency was not satisfied, the Financing Contingency is deemed to have been satisfied or waived by the Purchaser. As such, the Initial Deposit has become non-refundable to the Purchaser (except for the Vendors are in default under the Purchase and Sale Agreement as set out in the announcement of the Company dated 22 December 2021), and the parties shall proceed to Closing in accordance with the terms of the Purchase and Sale Agreement. In addition, the Vendor has been informed by the Purchaser that the Purchaser intends to extend the Closing Date by 30 days from the original Closing Date pursuant to the terms of the Purchase and Sale Agreement.

NOTICE IS HEREBY GIVEN that the adjourned GM will be held at Room 3902, 39th Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong (the “**Principal Meeting Venue**”) and online through the e-Meeting System (<https://spot-emeeting.tricor.hk/#/229>) (the “**e-Meeting System**”) on 6 April 2022 at 10:30 a.m. or any adjournment of such meeting for the purpose of considering and, if thought fit, approve, with or without modification, the following resolution as ordinary resolution (which is the same as the resolution set out in the Original Notice of GM).

1. to consider and, if thought fit, approve, with or without modification, the following resolution as an ordinary resolution:

“**THAT**

- (a) the Purchase and Sale Agreement dated 21 December 2021 (U.S. Eastern Time) (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 the Vendors and the Purchaser pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Properties for an aggregate consideration of US\$101,170,000 (equivalent to approximately HK\$784,068,000) subject to and upon, inter alia, the terms and conditions of the Purchase and Sale Agreement, and the Disposal contemplated thereunder be and is hereby confirmed, approved and ratified; and
- (b) any one 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 Disposal contemplated under it.”

Gemini Investments (Holdings) Limited

LAI Kwok Hung, Alex

Executive Director and Chief Executive Officer

Hong Kong, 16 March 2022

Notes:

- (1) **The GM will be a hybrid meeting. The Company strongly encourages members to exercise their rights to attend and vote at the GM through the e-Meeting System.** In light of the current COVID-19 pandemic situation and the current regulatory requirements and guidelines under the laws of Hong Kong, members will unlikely be able to gain access to the Principal Meeting Venue of the GM in person unless there is a relaxation of laws on group gatherings under the laws of Hong Kong by the time of the GM. Via the e-Meeting System, registered Shareholders will be able to attend the GM, vote and submit questions online. 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.

- (2) 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 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. However, if a member (other than those who are required to attend the GM physically to form a quorate meeting) wishes to vote on any resolution at the Principal Meeting Venue of the Meeting, he/she/it must complete the proxy form and appoint the Chairman of the GM as his/her/its proxy to exercise his/her/its right to vote at the Principal Meeting Venue of the Meeting in accordance with his/her/its instructions.
- (3) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk/#/229>) by using the username and password provided on the notification letter sent by the Company on 16 March 2022 not less than 48 hours before the time fixed for holding the GM or adjournment thereof. Completion and return of any instrument appointing a proxy shall not preclude a member from attending and voting online at the GM or any adjournment thereof by means of the e-Meeting System 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.
- (4) Registered Shareholders 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 login and access code to participate online to the e-Meeting System.
- (5) To ascertain shareholders' eligibility to attend and vote at the GM, the register of members of the Company will be closed from 31 March 2022 to 6 April 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 30 March 2022.

The record date for such purposes is 6 April 2022.

- (6) 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.
- (7) Shareholders are advised to read the circular to the shareholders of the Company dated 14 January 2022 which contains information concerning the resolution to be proposed in this notice.
- (8) 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.

- (9) 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.
- (10) 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