



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)

FORM OF PROXY FOR ADJOURNED GENERAL MEETING ON 6 APRIL 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares in the share capital of
Gemini Investments (Holdings) Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of (address) _____
at (email address) ^(Note 10) _____

OR FAILING HIM, the CHAIRMAN OF THE MEETING as my/our proxy to attend and act for me/us at the general meeting (the “GM”) of the Company to be held at the Company’s principal place of business in Hong Kong at Room 3902, 39/F, Tower One, Lippo Centre, No.89 Queensway, Hong Kong (the “Principal Meeting Venue”) and online through visiting the Tricor e-Meeting system — <https://spot-emeeting.tricor.hk/#/229> (the “e-Meeting System”) on 6 April 2022 at 10:30 a.m. or at any adjournment thereof, to vote for me/us and in my/our names in respect of the resolution as set out in the notice of GM of the Company (the “GM Notice”) as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 14 January 2022 issued by the Company.

Ordinary Resolution		FOR ^(Note 5)	AGAINST ^(Note 5)
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) 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.”		

Dated this _____ day of _____ 2022 Signature ^(Note 7) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
3. A member entitled to attend and vote at the meeting may appoint a proxy or, if holding two or more ordinary shares, more than one proxy to attend, and speak and vote at, the meeting 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. However, given the special arrangements adopted by the Company, 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 GM, he/she/it shall complete the proxy form and appoint the Chairman of the Meeting as his/her/its proxy to exercise his/her/its right to vote at the Principal Meeting Venue of the GM in accordance with his/her/its instructions.
4. In the case of joint holders, this form of proxy must be signed by the member whose name stands first on the register of members.
5. Please indicate with a “✓” in the appropriate space beside each of the resolutions showing how you wish your proxy to vote. In the absence of any such indication, you will be deemed to have authorised your proxy to vote or to abstain from voting at his discretion.
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. This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with 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 of meeting or any adjournment thereof.
9. Any alterations made in this form should be initialled.
10. 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 username and password to participate online via the e-Meeting System.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Tricor Standard Limited at the above address.