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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Gemini Investments (Holdings) Limited (the “**Company**”, and together with its subsidiaries, collectively referred to as the “**Group**”) announces that Ms. CHEN Yingshun (“**Ms. CHEN**”) has resigned as an independent non-executive Director with effect from 20 April 2024 in order to devote more time to her personal affairs (the “**Resignation**”).

In accordance with the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Ms. CHEN has confirmed to the Board that she has no disagreement with the Board and that there is no matter relating to the Resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its appreciation to Ms. CHEN for her invaluable contribution to the Group over the past years.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. LEUNG Wai Hung (“**Mr. LEUNG**”) has been appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 20 April 2024. The biographical details and other information of Mr. LEUNG are set out below.

Mr. LEUNG Wai Hung, aged 56, holds a bachelor's degree in business administration from The Chinese University of Hong Kong. He has been a fellow member of The Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. LEUNG has more than 20 years working experience in various listed companies in Hong Kong mainly engaged in property business including Cheung Kong (Holdings) Limited (now known as CK Hutchison Holdings Limited) (stock code: 001). Mr. LEUNG also has extensive financial experience in initial public offering (“**IPO**”), merger and acquisition as well as fund raising and is familiar with the business environment of both Hong Kong and the Mainland China. In addition, Mr. LEUNG has extensive experience in real estate investment trusts (“**REIT**”). He participated in the IPO setup of the first private sector REIT, Prosperity REIT (stock code: 808) in Hong Kong in 2005 and worked for the manager of Fortune REIT (stock code: 778) as a Finance Director from 2011 to 2012. He also worked as the financial controller of Shougang Concord International Enterprises Company Limited (now known as Shoucheng Holdings Limited) (stock code: 697) from 2013 to 2018. Mr. LEUNG has also been an independent non-executive director of Fineland Living Services Group Limited (stock code: 9978) since October 2017, China Fortune Holdings Limited (stock code: 110) since July 2021 and Sino-Ocean Service Holding Limited (stock code: 6677) since August 2022. From April 2022 onwards, Mr. LEUNG has been the financial controller and company secretary of BeijingWest Industries International Limited (stock code: 2339).

Mr. LEUNG has entered into an appointment letter with the Company for a term of 1 year until terminated in accordance with the terms of the appointment letter. Under the terms of the appointment letter, either party may terminate such appointment letter by giving the other not less than 1 month's notice in writing. Pursuant to the articles of association of the Company (the “**Articles**”), Mr. LEUNG shall hold office only until the next following general meeting of the Company. Thereafter, he will be subject to retirement by rotation and re-election in accordance with the Articles. Under the terms of the appointment letter, Mr. LEUNG's emolument is HK\$180,000 per annum. The remuneration of Mr. LEUNG has been reviewed by the remuneration committee of the Company and the same has been determined by the Board with reference to his previous experience, qualification, duties and responsibilities within the Company and the prevailing market conditions.

Mr. LEUNG has confirmed that (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) save that Mr. LEUNG is currently an independent non-executive director of Sino-Ocean Service Holding Limited (stock code: 6677) as disclosed above which in turn is a subsidiary of Sino-Ocean Group Holding Limited (stock code: 3377), a substantial shareholder of the Company with interests in shares of the Company disclosed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment. Considering all of the circumstances described above, the Board considers that Mr. LEUNG is independent.

As at the date of this announcement, save as disclosed above and as far as the Directors are aware, Mr. LEUNG does not (i) have any relationship with any director, senior management or substantial or controlling shareholders of the Company; (ii) have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold any other positions in other members of the Group.

Save as disclosed above, there are no other matters relating to the appointment of Mr. LEUNG that need to be brought to the attention of the shareholders of the Company and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. LEUNG for joining the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the Resignation, Ms. CHEN ceases to be a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 20 April 2024.

Mr. LEUNG has been appointed as a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 20 April 2024.

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

Hong Kong, 19 April 2024

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 Director:

Mr. TANG Runjiang

Independent non-executive Directors:

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