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盛洋投资

Gemini Investments (Holdings) Limited

盛洋投資（控股）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

**MAJOR TRANSACTION
IN RELATION TO INVESTMENT IN A FUND**

On 11 November 2013, the Board resolved to make the Proposed Investment in Neutron Property involving Swift Boom subscribing for 450,000 Participating Shares for a total consideration of US\$45.0 million (equivalent to approximately HK\$348.8 million). Application for the subscription of the Participating Shares has been made and the subscription money has been paid by Swift Boom to the administrator of Neutron Property on 11 November 2013.

As the applicable percentage ratios of the Proposed Investment (on a standalone basis and when aggregated with the Group's prior investments in Neutron Fund Limited and Neutron Private Equity Fund Limited with an aggregate investment amount of approximately HK\$296.9 million pursuant to Rule 14.22 of the Listing Rules by virtue of the mentioned investments in Neutron Fund Limited and Neutron Private Equity Fund Limited, and the Proposed Investment constituting a series of transactions made within a 12-month period) are greater than 25% but less than 100%, the Proposed Investment constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and the Proposed Investment is subject to, among other things, the approval of the Shareholders. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder has a material interest in the Proposed Investment and accordingly, no Shareholder is required to abstain from voting on the Proposed Investment. Grand Beauty, being the controlling Shareholder holding 312,504,625 Shares (representing approximately 70.15% of the issued share capital of the Company as at the date of this announcement), has given its written approval to the Proposed Investment and such written approval is accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. Accordingly, no physical Shareholders' meeting will be held by the Company for approving the Proposed Investment.

A circular containing, among other things, information relating to the Proposed Investment and Neutron Property is expected to be despatched to the Shareholders in accordance with the Listing Rules on or before 2 December 2013.

INTRODUCTION

On 11 November 2013, the Board resolved to make the Proposed Investment in Neutron Property involving Swift Boom subscribing for 450,000 Participating Shares for a total consideration of US\$45.0 million (equivalent to approximately HK\$348.8 million). Application for the subscription of the Participating Shares has been made and the subscription money has been paid by Swift Boom to the administrator of Neutron Property on 11 November 2013. Details of the Proposed Investment are set out below.

INFORMATION ON NEUTRON PROPERTY

Neutron Property is an exempted company incorporated with limited liability in the Cayman Islands on 10 October 2013 and is a closed-end private equity fund. As at the date of this announcement, the authorised share capital of Neutron Property is US\$50,000 divided into 50 voting non-participating management shares with par value of US\$1.00 each, 50 non-voting participating performance shares with par value of US\$1.00 each and 49,900,000 Participating Shares with par value of US\$0.001 each. The Participating Shares may be offered in one or more classes. As at the date of this announcement, all the voting non-participating management shares of Neutron Property have been issued and allotted to the Investment Manager. All non-voting participating performance shares of Neutron Property have also been issued to the Investment Manager for the purpose of enabling it to receive Carried Interest (as defined below). No Participating Shares have been issued as at the date of this announcement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Neutron Property, the Investment Manager, the administrator of Neutron Property and their respective ultimate beneficial owners are Independent Third Parties.

Investment objective and strategy

The investment objective of Neutron Property is to achieve medium to long term capital appreciation through investing substantially all of its assets available for investment in residential, industrial, retail and commercial real estate and related investments primarily in the U.S. and potentially to a lesser extent in Singapore and countries that are members of the Organisation for Economic Co-operation and Development.

The Investment Manager will employ a rigorous investment process to develop Neutron Property's portfolio and achieve the investment objective. Neutron Property expects to hold each of its investments for a two to five-year period.

Neutron Property will make investments either (i) on a stand-alone basis or in cooperation with strategic partners; or (ii) on a direct ownership basis or indirectly, through its subsidiaries. On account of tax or other considerations, Neutron Property may establish special purpose vehicles for the purpose of making one or more investments.

Neutron Property may also invest in derivatives, transferable securities (including exchange traded funds, REITs, fixed income securities and unquoted companies), money market instruments, deposit, cash and near cash for investment and risk management purposes in order to (i) temporarily invest the liquid assets of Neutron Property on a short term basis while the Investment Manager is sourcing and negotiating the acquisition of investments; (ii) protect its unrealised gains in the value of its investment portfolio; (iii) hedge the interest rate or currency exchange rate on any of its liabilities or assets; or (iv) for any other reason that the Investment Manager deems appropriate. The Investment Manager anticipates that no more than 10% of Neutron Property's assets will be invested in such instruments, except where liquid assets are temporarily invested on a short-term basis in accordance with the aforesaid item (i), in which case a significant proportion or all of Neutron Property's assets may be so invested.

Investment period of Neutron Property commences from the date of closing of the first subscription period of the Participating Shares to the third anniversary of such date. The Investment Manager does not anticipate making further investments by Neutron Property after the end of its investment period other than investments that were committed to during that period or which constitute follow-on investments.

Proceeds from the sale of its investments, if distributed, would constitute a return of the subscription amount for the Participating Shares, and may be reinvested during the investment period of Neutron Property.

Investment Manager

BRIC Neutron Asset Management Limited is the investment manager of Neutron Property.

Pursuant to the investment management agreement entered into between Neutron Property and the Investment Manager, the latter is responsible for the selection of investments, supervising the day to day management of Neutron Property and the conduct of the administration of Neutron Property by the administrator of Neutron Property.

The Investment Manager is entitled to receive:

- a management fee, which is equal to 1.5% per annum of the aggregate subscriptions of the Participating Shares made by the holders, payable quarterly in advance; and
- the distribution of Carried Interest (as defined below), details of which are set out in the paragraph headed “Distribution and Carried Interest” below.

Administrator and custodian

DBS Bank Ltd., a company incorporated under the laws of Singapore, acting through its Hong Kong branch, will be the administrator responsible for Neutron Property’s day to day administration and providing custody of Neutron Property’s cash and securities respectively. DBS Bank Ltd. is an Independent Third Party.

DBS Bank Ltd. will also be separately appointed by the direct and indirect subsidiaries of Neutron Property as their administrator and custodian to hold cash and securities on behalf of such subsidiaries. Real estate title deeds and equivalent documents will be held by appropriate third parties where the directors of Neutron Property deem it necessary or appropriate.

Property agents

Day to day management of Neutron Property's property investments will be carried out by one or more independent third party property agents. In the case of property investments located in the U.S., such property agent(s) will be appointed by Neutron Property's indirect subsidiaries.

Term

Neutron Property will be wound-up upon the earlier of the occurrence of:

- eight years after the end of the first subscription period of the Participating Shares (such period being subject to extension by the directors of Neutron Property in their discretion);
- the sale, transfer or winding up of the last investment held by Neutron Property; and
- an unanimous resolution of holders of the shares in Neutron Property requesting Neutron Property to be wound-up.

Borrowing

Neutron Property may borrow to finance investments and to effect compulsory redemptions of Participating Shares, provided that such borrowing does not exceed 50% of the net asset value of Neutron Property at the time that the borrowing is entered into. Such borrowing may be secured upon the assets of Neutron Property.

Distribution and Carried Interest

Income and realisation proceeds from investments available for distribution by Neutron Property, after payment of or provision for the management fee and other expenses, will be paid in the following order of priority:

- (i) first, to holders of the Participating Shares until they have received in aggregate an amount equal to their subscription amount for their Participating Shares less the aggregate amount of all previous payments made to them under this paragraph;

- (ii) second, to holders of the Participating Shares an amount representing a return at the rate of 4% per annum compounded annually and calculated on a daily basis on the amount by which these shareholders' subscription amounts exceed the amount already distributed to them pursuant to paragraph (i) above, such amount to start accruing from the date which the relevant Participating Shares are issued and to continue until such time as the total subscription amount has been repaid pursuant to paragraph (i) above;
- (iii) third, to the Investment Manager (as holder of the non-voting participating performance shares of Neutron Property) an amount up to 15% of the aggregate of (a) distribution made under paragraph (ii) above; and (b) distribution under this paragraph (iii); and
- (iv) fourth, 85% to holders of the Participating Shares and 15% to the Investment Manager (as holder of the non-voting participating performance shares of Neutron Property).

The Investment Manager is entitled to receive distributions under paragraphs (iii) and (iv) above (together, the "Carried Interest").

Subscription

The subscription price of each Participating Share shall be US\$100 during (i) the first subscription period commencing from 7 November 2013 and ending on 15 November 2013; and (ii) the second subscription period commencing from 16 December 2013 and ending on 30 December 2013, or such later period as the directors of Neutron Property may determine. There will be no subsequent capital calls on the investors of the Participating Shares.

Being a closed-end fund, there will be no subsequent issuance of Participating Shares after the above subscription periods.

The subscription price of the Participating Shares was determined after arm's length negotiations between Swift Boom and the Investment Manager.

Transfer of the Participating Shares

Holders of the Participating Shares may not sell, assign, pledge, hypothecate or otherwise transfer any interest in their Participating Shares except with the prior written consent from the board of directors of Neutron Property.

Redemption by holders of the Participating Shares

Holders of the Participating Shares will not be permitted to redeem their Participating Shares.

Compulsory redemption or transfer by Neutron Property

The directors of Neutron Property have the power to compulsorily redeem such number of Participating Shares as are held by a non-eligible investor whose holding of the Participating Shares may violate any applicable laws, as determined from time to time by the directors of Neutron Property, or where, in the opinion of the directors of Neutron Property, the holder of the Participating Shares is likely to cause a pecuniary or tax disadvantage to Neutron Property by virtue of the fact that such shareholder holds the Participating Shares, at the redemption price equal to the net asset value of Neutron Property attributable to each Participating Share. Other than redemption of the Participating Shares, the directors of Neutron Property may require the non-eligible investor to transfer to an eligible investor any or all of the Participating Shares held by it.

In the event of compulsory redemption or transfer of the Participating Shares, the directors of Neutron Property reserve the right to charge a redemption fee or transfer fee to such holder of the Participating Shares which is equivalent to the direct and indirect costs to Neutron Property arising from such compulsory redemption or transfer.

Net asset value

The net asset value of Neutron Property shall be determined by its directors in accordance with its articles of association and the offering memorandum of Neutron Property, and shall be equivalent to all its assets less all its liabilities as at the relevant valuation day.

Voting rights

The management shares of Neutron Property carry voting rights with respect to Neutron Property while the performance shares of Neutron Property and the Participating Shares are non-voting participating shares.

FINANCIAL INFORMATION OF NEUTRON PROPERTY

As Neutron Property was newly incorporated in October 2013 and has not commenced business since its incorporation, there is no historical financial record for Neutron Property.

REASONS FOR THE PROPOSED INVESTMENT

The Company is an investment holding company and the Group is principally engaged in property investment, securities investment and fund management business.

The Group's objective is to grow its investment return by adopting a proactive but prudent approach in its investments. In pursuit of such objective, the Board has been searching for investment opportunities in investment funds since early 2013. The Group has invested HK\$200 million in GlobalActive Fund Limited in June 2013 and an aggregate amount of approximately HK\$296.9 million in Neutron Fund Limited and Neutron Private Equity Fund Limited in August and September 2013. The investment scopes of the aforesaid funds are in line with the Group's investment objective. GlobalActive Fund Limited currently focuses on investments in listed stocks in Hong Kong, Singapore and the U.S. as well as futures in Hong Kong market. The main focus of Neutron Fund Limited is on Asia markets employing the fundamental value approach and Asia Pacific equity employing the multi-strategy investment approach. Neutron Private Equity Fund Limited is a private equity fund investing in one or more collective investment schemes that invest predominantly in real estate and related investments.

The Board considers that the Proposed Investment is also in line with the Group's investment objective, enable the Group to diversify its investment risk and further enhance the rate of return of the Group's core business through efficient access to a wider variety of investment channels to which the Group may not have direct access at present. Having considered Neutron Property is well-managed by investment

professionals and that the investment scopes of Neutron Property have minimal overlap with the Group's current investments, the Board considers that the Proposed Investment is in the interests of the Company and the Shareholders as a whole.

The investment amount in respect of the Proposed Investment was determined taking into account the current financial resources available to the Group. The subscription money paid by the Group for the Proposed Investment amounts to US\$45.0 million (equivalent to approximately HK\$348.8 million) and was funded by internal resources of the Group. The Proposed Investment will be accounted for as available-for-sale investments in the Group's financial statements. Except for the transaction cost and future performance of Neutron Property, there is no gain or loss associated with the Proposed Investment and there is no change in the total assets and liabilities of the Group immediately after completion of the Proposed Investment.

The Directors are of the view that the Proposed Investment is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios of the Proposed Investment (on a standalone basis and when aggregated with the Group's prior investments in Neutron Fund Limited and Neutron Private Equity Fund Limited with an aggregate investment amount of approximately HK\$296.9 million pursuant to Rule 14.22 of the Listing Rules by virtue of the mentioned investments in Neutron Fund Limited and Neutron Private Equity Fund Limited, and the Proposed Investment constituting a series of transactions made within a 12-month period) are greater than 25% but less than 100%, the Proposed Investment constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and the Proposed Investment is subject to, among other things, the approval of the Shareholders.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder has a material interest in the Proposed Investment and accordingly, no Shareholder is required to abstain from voting on the Proposed Investment. Grand Beauty, being the controlling Shareholder holding 312,504,625 Shares (representing approximately 70.15% of the issued share capital of the Company as at the date of this announcement), has given its written approval to the Proposed Investment and such written approval is accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules.

Accordingly, no physical Shareholders' meeting will be held by the Company for approving the Proposed Investment. Details of the Group's prior investments in Neutron Fund Limited and Neutron Private Equity Fund Limited have been set out in the announcement of the Company dated 27 September 2013 and the circular of the Company dated 21 October 2013.

A circular containing, among other things, information relating to the Proposed Investment and Neutron Property is expected to be despatched to the Shareholders in accordance with the Listing Rules on or before 2 December 2013.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	any day(s) (except Saturday and Sunday) on which banks are open for usual business in Hong Kong provided that where as a result of a Number 8 typhoon signal, black rainstorm warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be a Business Day unless the directors of Neutron Property otherwise determine
“BVI”	British Virgin Islands
“Company”	Gemini Investments (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code : 174)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

“Grand Beauty”	Grand Beauty Management Limited, being the controlling Shareholder and an indirect wholly-owned subsidiary of Sino-Ocean Land Holdings Limited whose shares are listed on the Main Board of the Stock Exchange (stock code: 3377)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected persons (as defined in the Listing Rules) of the Company and is/are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Investment Manager”	the investment manager of Neutron Property, being BRIC Neutron Asset Management Limited which is an Independent Third Party, a company incorporated in Hong Kong and a corporation licensed to carry out type 9 (asset management) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Neutron Property”	Neutron Property Fund Limited, a company incorporated in the Cayman Islands on 10 October 2013 as an exempted company with limited liability
“Participating Share(s)”	non-redeemable, non-voting participating share(s) in the capital of Neutron Property with par value of US\$0.001 each
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan

“Proposed Investment”	the proposed investment by Swift Boom in Neutron Property with an investment amount of US\$45.0 million (equivalent to approximately HK\$348.8 million) as described in this announcement
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Swift Boom”	Swift Boom Investments Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“U.S.”	the United States of America
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the U.S.

Unless the context requires otherwise, amounts denominated in US\$ have been converted into HK\$ at an exchange rate of US\$1: HK\$7.75 for the purpose of illustration only. No representation is made that any amount in HK\$ or US\$ could have been or could be converted at the relevant dates at the above rate or at any other rates or at all.

By Order of the Board
Gemini Investments (Holdings) Limited
Lai Kwok Hung, Alex
Executive Director

Hong Kong, 11 November 2013

As at the date of this announcement, the Board comprises eight Directors as follows:

Executive Directors:

*Mr. SUM Pui Ying
Mr. LI Zhenyu
Mr. LAI Kwok Hung, Alex*

Non-executive Directors:

*Mr. LI Ming
Mr. LI Hongbo*

*Independent non-executive
Directors:*

*Mr. LAW Tze Lun
Mr. LO Woon Bor, Henry
Mr. ZHENG Yun*