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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) DISCLOSEABLE TRANSACTION REGARDING
ACQUISITION OF PROPERTIES;
(2) PROFIT WARNING; AND
(3) 2014 LOAN INTEREST WAIVER**

THE ACQUISITIONS

The Board is pleased to announce that on 24 May 2014 (Hong Kong time), the First Purchaser and the Second Purchaser (both of which are indirect wholly-owned subsidiaries of the Company) entered into the First Agreement and the Second Agreement with the Vendor, respectively, in relation to the acquisition of the Properties comprising 10 residential condominium for a total cash Consideration of USD12,896,888 (equivalent to approximately HK\$100.0 million).

The Consideration was determined after arm's length negotiations among the parties to the Agreements with reference to, among other things, the prevailing market values of comparable properties in the nearby area of the Properties and the valuation of the Properties as at 30 April 2014 prepared by an independent professional valuer using market approach.

As the applicable percentage ratios of the Acquisitions, on an aggregated basis, are greater than 5% but less than 25%, the Acquisitions together constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements pursuant to the Listing Rules.

PROFIT WARNING

The Board wishes to inform the shareholders of the Company and potential investors that, based on a preliminary review of the unaudited consolidated management accounts of the Group for the four months ended 30 April 2014 currently available to the Board, the Group is expected to record a substantial drop in profit or a net loss for the six months ending 30 June 2014 as compared to the unaudited net profit attributable to the owners of the Company of approximately HK\$58.2 million for the corresponding period in 2013. Such expected deterioration in profitability for the six months ending 30 June 2014 is mainly attributable to the absence of (i) a one-off gain on disposal of a subsidiary of approximately HK\$45.7 million; and (ii) share of results of joint ventures of approximately HK\$26.4 million recorded during the six months ended 30 June 2013.

2014 LOAN INTEREST WAIVER

The Board is pleased to announce that on 21 May 2014, Grand Beauty granted a waiver of the interest on the Loan for the period from 1 January 2014 to 31 December 2014 which is estimated to amount to approximately HK\$23 million, as a continued support to the Company for the implementation of its investment strategy.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

A. THE ACQUISITIONS

The Board is pleased to announce that on 24 May 2014 (Hong Kong time), the First Purchaser and the Second Purchaser (both of which are indirect wholly-owned subsidiaries of the Company) and the Vendor entered into the First Agreement and the Second Agreement, respectively, in relation to the acquisition of the Properties comprising 10 residential condominium for a total cash Consideration of USD12,896,888 (equivalent to approximately HK\$100.0 million). The principal terms of the Agreements are set out below.

1. First Agreement

Date:

24 May 2014 (Hong Kong time)

Parties:

First Purchaser: Grandeur New Global II LLC

Vendor: 15 William (NY) Owner, LLC

Asset to be acquired:

Pursuant to the First Agreement, the First Purchaser has agreed to purchase, and the Vendor has agreed to sell, Units 26C, 28D, 29C, 30D and 32G of 15 William Street, New York, the U.S.

Consideration:

The consideration payable by the First Purchaser to the Vendor is USD5,381,173 (equivalent to approximately HK\$41.7 million).

The deposit in the sum of USD518,500 (equivalent to approximately HK\$4.0 million) has already been paid by the First Purchaser into an escrow account designated by the parties.

Upon completion of the First Acquisition, the balance of the consideration of USD4,862,673 (equivalent to approximately HK\$37.7 million) shall be paid by the First Purchaser to the Vendor. The deposit shall be transferred from the escrow account to the Vendor and the interest earned thereon shall be transferred to the First Purchaser.

If the First Purchaser becomes entitled to cancel the First Agreement and cancels the First Agreement accordingly, the deposit and any interest earned thereon shall be refunded in full to the First Purchaser.

Right of termination by the First Purchaser:

If, amongst other matters, the Vendor is unable to deliver title to the units to the First Purchaser in accordance with the First Agreement by reason of a defect in title, or substantial damage or destruction of the building by fire or other casualty, or if one or more of the units are damaged by fire or other casualty prior to closing, the First Purchaser may elect to terminate the First Agreement subject to the applicable grace periods.

Completion:

Completion of the First Acquisition is scheduled to take place at 10:00 a.m. on 29 May 2014 (New York time). Either party may, from time to time, adjourn the completion date by reasonable prior notice to the other party, provided that the completion date shall not be adjourned to a date later than 6 June 2014 (New York time).

2. Second Agreement

Date:

24 May 2014 (Hong Kong time)

Parties:

Second Purchaser: Shine Victory II LLC

Vendor: 15 William (NY) Owner, LLC

Asset to be acquired:

Pursuant to the Second Agreement, the Second Purchaser has agreed to purchase, and the Vendor has agreed to sell, Units 31F, 32F, 33E, 34G and 35E of 15 William Street, New York, the U.S.

Consideration:

The consideration payable by the Second Purchaser to the Vendor is USD7,515,715 (equivalent to approximately HK\$58.3 million).

The deposit in the sum of USD683,940 (equivalent to approximately HK\$5.3 million) has already been paid by the Second Purchaser into an escrow account designated by the parties.

Upon completion of the Second Acquisition, the balance of the consideration of USD6,831,775 (equivalent to approximately HK\$53.0 million) shall be paid by the Second Purchaser to the Vendor. The deposit shall be transferred from the escrow account to the Vendor and the interest earned thereon shall be transferred to the Second Purchaser.

If the Second Purchaser becomes entitled to cancel the Second Agreement and cancels the Second Agreement accordingly, the deposit and any interest earned thereon shall be refunded in full to the Second Purchaser.

Other terms:

The other key terms of the Second Agreement, including provisions on termination rights of the Second Purchaser and completion, are the same as those for the First Agreement as set out above.

3. Basis of Consideration

The Consideration was determined after arm's length negotiations among the parties to the Agreements with reference to, among other things, the prevailing market values of comparable properties in the nearby area of the Properties and the valuation of the Properties prepared by an independent professional valuer of approximately USD13.0 million as at 30 April 2014 using market approach.

The Group intends to satisfy the Consideration through its internal resources.

4. Description of the Properties

The Properties comprise 10 residential condominium (Units 26C, 28D, 29C, 30D, 31F, 32F, 32G, 33E, 34G and 35E) located at 15 William Street, New York, the U.S., and are units within a high-rise residential building located in the heart of Manhattan's financial district, just steps away from Wall Street, the New York Stock Exchange, the World Trade Center Site, Stone Street and the high-end retail stores on Wall Street, Exchange Street and Broad Street in New York. The total gross floor area of the Properties is approximately 8,900 square feet.

Eight units of the Properties are currently leased to Independent Third Parties under existing tenancy agreements at a total monthly rent of USD39,000 (before deduction of management fees and government rates) for residential use and two units are currently in vacant possession. The Properties shall be sold to the Purchasers subject to the existing tenancies mentioned above. The estimated annual rental yield calculated based on the current and latest monthly rent data and the Consideration is approximately 3.1%. The tenancies in respect of the Properties will expire during the period between August 2014 and April 2015.

5. Information on the parties to the Agreements

Each of the Purchasers is a limited liability company incorporated in the State of Delaware, the U.S. and an indirect wholly-owned subsidiary of the Company.

The Vendor is a limited liability company incorporated in the State of Delaware, the U.S.. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Vendor is a member of the CIM Group, which is principally engaged in the business of private equity investment; and (ii) the Vendor and its ultimate beneficial owner(s) are Independent Third Parties.

6. Reasons for and benefits of the Acquisitions

The principal business activity of the Company is investment holding and the Group is principally engaged in property investment, securities investment, fund investment and fund management business.

The Directors are optimistic about the U.S. economy due to better than expected corporate profile and economic data, and believe that the main driver of the U.S. market will be strong corporate profit, sustainable employment and housing market recovery. The pickup on housing demand has been uneven across the U.S., with some cities experiencing solid and steady improvements as the recovery in the U.S. spreads. The Directors believe that the return of the properties market in New York will remain healthy and the growth in the properties market in New York will be sustainable in the near future.

The Acquisitions offer the Company the opportunity to invest in the heart of Manhattan's financial district, New York, which has been one of the strongest property markets in the U.S. In view of the prime location of the Properties and the estimated annual rental yield (calculated based on the current and latest monthly rent data) of the Properties of around 3.1%, which is higher than the Group's existing bank borrowing cost of approximately 2.5%, the Directors are of the view that the Acquisitions are in line with the core business strategy of the Group and are expected to generate stable rental revenue and return and provide capital appreciation potential to the Group.

Based on the above, the Directors are of the view that the Acquisitions are in the interests of the Company and its shareholders as a whole, and the terms of the Agreements are fair and reasonable.

7. Listing Rules implications

As the applicable percentage ratios for the Company under the Acquisitions, on an aggregated basis, are greater than 5% but less than 25%, the Acquisitions together constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements pursuant to the Listing Rules.

B. PROFIT WARNING

The following disclosure concerning profit warning is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The Board wishes to inform the shareholders of the Company and potential investors that, based on a preliminary review of the unaudited consolidated management accounts of the Group for the four months ended 30 April 2014 currently available to the Board, the Group is expected to record a substantial drop in profit or a net loss for the six months ending 30 June 2014 as compared to the unaudited net profit attributable to owners of the Company of approximately HK\$58.2 million for the corresponding period in 2013. Such expected deterioration in profitability for the six months ending 30 June 2014 is mainly attributable to the absence of (i) a one-off gain on disposal of a subsidiary of approximately HK\$45.7 million; and (ii) share of results of joint ventures of approximately HK\$26.4 million recorded during the six months ended 30 June 2013.

The information above is only based on the assessment by the Board according to the unaudited consolidated management accounts of the Group for the four months ended 30 April 2014 which are currently available, and is not based on any information or figures which have been audited or reviewed by the Company's auditors or the audit committee of the Board.

C. 2014 LOAN INTEREST WAIVER

Reference is made to the announcement of the Company dated 15 August 2013 in relation to the Loan provided by Grand Beauty.

The Board is pleased to announce that on 21 May 2014, Grand Beauty granted a waiver of the interest on the Loan for the period from 1 January 2014 to 31 December 2014 which is estimated to amount to approximately HK\$23 million, as a continued support to the Company for the implementation of its investment strategy.

As disclosed in the Company's 2013 annual report, the Group is expected to be under much pressure on its operating results in the financial year ending 31 December 2014, as the realisation of the Group's major investments brought a one-off lucrative return in the last financial year ended 31 December 2013, and the results of the Group's new investment strategy adopted since August 2013 are unlikely to be reflected in the near term. Since the implementation of new investment strategy in August 2013, the Company has been actively and cautiously looking for investment opportunities in Hong Kong and overseas property markets which could enable the Group to enhance its earnings potential and benefit its strategic development and at the same time diversify its investment risk as well as minimise any overlapping with those of Sino-Ocean. In January 2014, the Group has successfully completed the investment in a direct interest in a property development project in Melbourne, Australia. Completion of the Acquisitions can extend the Group's investment portfolio to the U.S.

With the focused effort on the implementation of the investment strategy and the continued support from Sino-Ocean including the waiver of interest on the Loan as explained above, the Group is committed to creating long term value for the shareholders of the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

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

“Acquisitions”	the First Acquisition and the Second Acquisition
“Agreements”	the First Agreement and the Second Agreement
“Board”	the board of Directors
“Company”	Gemini Investments (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 174)
“Consideration”	the cash consideration in the total sum of USD12,896,888 (equivalent to approximately HK\$100.0 million) for the Acquisitions
“Director(s)”	director(s) of the Company
“First Acquisition”	the acquisition of Units 26C, 32G, 28D, 29C and 30D of 15 William Street, New York, the U.S. by the First Purchaser from the Vendor pursuant to the First Agreement
“First Agreement”	the agreement entered into between the First Purchaser and the Vendor on 24 May 2014 (Hong Kong time) in respect of the First Acquisition
“First Purchaser”	Grandeur New Global II LLC, a limited liability company incorporated in the State of Delaware, the U.S. and an indirect wholly-owned subsidiary of the Company
“Grand Beauty”	Grand Beauty Management Limited, an indirect wholly-owned subsidiary of Sino-Ocean
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the principal amount of HK\$1,000,000,000 granted by Grand Beauty to the Company pursuant to the loan agreement dated 15 August 2013 entered into between the Company and Grand Beauty
“Properties”	10 residential condominium (Units 26C, 28D, 29C, 30D, 31F, 32F, 32G, 33E, 34G, 35E) at the building located at 15 William Street, New York, the U.S. to be acquired by the Purchasers from the Vendor pursuant to the Agreements
“Purchasers”	the First Purchaser and the Second Purchaser
“Second Acquisition”	the acquisition of Units 31F, 32F, 33E, 34G and 35E of 15 William Street, New York, the U.S. by the Second Purchaser from the Vendor pursuant to the Second Agreement
“Second Agreement”	the agreement entered into between the Second Purchaser and the Vendor on 24 May 2014 (Hong Kong time) in respect of the Second Acquisition
“Second Purchaser”	Shine Victory II LLC, a limited liability company incorporated in the State of Delaware, the U.S. and an indirect wholly-owned subsidiary of the Company
“Sino-Ocean”	Sino-Ocean Land Holdings Limited, a company incorporated with limited liability in Hong Kong whose shares are listed on the Main Board of the Stock Exchange (stock code: 3377) and the controlling shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S.”	United States of America

“Vendor”	15 William (NY) Owner, LLC, a limited liability company incorporated in the State of Delaware, the U.S.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“USD”	United States dollars, the lawful currency of the U.S.

Unless the context requires otherwise, amounts denominated in USD have been converted into HK\$ at an exchange rate of USD1 to HK\$7.75 for the purpose of illustration only. No representation is made that any amount in HK\$ or USD 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, 24 May 2014

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

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>	<i>Independent non-executive Directors:</i>
<i>Mr. SUM Pui Ying</i>	<i>Mr. LI Ming</i>	<i>Mr. LAW Tze Lun</i>
<i>Mr. LI Zhenyu</i>	<i>Mr. LI Hongbo</i>	<i>Mr. LO Woon Bor, Henry</i>
<i>Mr. LAI Kwok Hung, Alex</i>		<i>Mr. ZHENG Yun</i>