

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 23 DECEMBER 2014; AND
(2) COMPLETION OF THE ISSUE OF CONVERTIBLE PREFERENCE SHARES**

The Board is pleased to announce that the resolutions set out in the Notice were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll at the EGM held on 23 December 2014.

The Board is also pleased to announce that following the passing of the resolutions set out in the Notice at the EGM, completion of the Subscription Agreement took place on 23 December 2014 and 1,300,000,000 Convertible Preference Shares have been allotted and issued to the Subscriber at the Subscription Price of HK\$3.0 per Convertible Preference Share.

Reference is made to the circular of Gemini Investments (Holdings) Limited (the “**Company**”) dated 27 November 2014 (the “**Circular**”) and the notice of extraordinary general meeting of the Company dated 27 November 2014 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolutions set out in the Notice were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll at the EGM held on 23 December 2014.

As at the date of the EGM, the Company had 448,100,000 Ordinary Shares in issue, which was the total number of Ordinary Shares entitling the Shareholders to attend and vote on the special resolution proposed at the EGM. The Subscriber and its associates held 312,504,625 Ordinary Shares

(representing approximately 69.74% of the issued Ordinary Shares as at the date of the EGM), which were required to abstain, and had abstained, from voting on the ordinary resolution approving the Subscription Agreement and the transactions contemplated thereunder. The total number of Ordinary Shares held by the Independent Shareholders entitled to attend and vote on the ordinary resolution proposed at the EGM was 135,595,375 Ordinary Shares. No Shareholder was required to abstain from voting on the special resolution relating to the adoption of the New Articles, and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

Tricor Standard Limited, the share registrar of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

Full text of the resolutions is set out in the Notice. The poll results in respect of the resolutions are as follows:

Ordinary Resolution	FOR		AGAINST	
	No. of votes	%	No. of votes	%
1. To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder (including the proposed grant of the specific mandate to the Board to allot and issue the Convertible Preference Shares and the Conversion Shares).	56,410	100.00	0	0.00
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
Special Resolution	FOR		AGAINST	
	No. of votes	%	No. of votes	%
2. To approve the adoption of the New Articles.	312,561,035	100.00	0	0.00
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.				

Note: The number of votes and percentage of the voting as stated above are based on the total number of Ordinary Shares held by the Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy.

COMPLETION OF THE ISSUE OF CONVERTIBLE PREFERENCE SHARES

The Board is also pleased to announce that following the passing of the resolutions set out in the Notice at the EGM, all the conditions precedent to completion of the Subscription Agreement have been fulfilled. Completion of the Subscription Agreement took place on 23 December 2014 after the EGM and 1,300,000,000 Convertible Preference Shares have been allotted and issued to the Subscriber at the Subscription Price of HK\$3.0 per Convertible Preference Share.

For illustrative purpose only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon full conversion of all the Convertible Preference Shares (assuming there are no other changes in the issued share capital of the Company and disregarding the restriction on conversion of the Convertible Preference Shares in relation to the public float of the Ordinary Shares):

Name of Shareholders	As at the date of this announcement		Immediately after full conversion of all Convertible Preference Shares ^(Note 2)	
	Number of Ordinary Shares	Approximate %	Number of Ordinary Shares	Approximate %
The Subscriber ^(Note 1)	312,504,625	69.74	1,612,504,625	92.24
Public Shareholders	<u>135,595,375</u>	<u>30.26</u>	<u>135,595,375</u>	<u>7.76</u>
Total:	<u>448,100,000</u>	<u>100.00</u>	<u>1,748,100,000</u>	<u>100.00</u>

Notes:

1. The 312,504,625 Ordinary Shares were beneficially owned by the Subscriber.
2. The above calculation only illustrates the maximum potential impact on the shareholding structure of the Company arising from a full conversion of the Convertible Preference Shares. Based on the current shareholding structure of the Company, a full conversion of the Convertible Preference Shares is currently not permissible under the terms of the Convertible Preference Shares which contain, among others, a restriction on conversion of the Convertible Preference Shares if such conversion will result in the public float of the Ordinary Shares falling below the minimum public float requirements stipulated under the Listing Rules.

By Order of the Board
Gemini Investments (Holdings) Limited
YUE Pui Kwan
Company Secretary

Hong Kong, 23 December 2014

As at the date of this announcement, the Directors are 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