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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 31 DECEMBER 2014**

**(2) COMPLETION OF VERY SUBSTANTIAL AND DEEMED CONNECTED
TRANSACTION IN RELATION TO CAPITAL COMMITMENT INTO AN
INVESTMENT FUND**

The Board is pleased to announce that, on 31 December 2014, the Resolution set out in the Notice was duly passed as ordinary resolution by the Independent Shareholders by way of poll at the EGM.

Subsequent to the passing of the Resolution, the Capital Commitment has been drawn down on 31 December 2014, and the Acquisition Completion has taken place on the same day, pursuant to the Acquisition Agreement.

Reference is made to the announcements published on 17 November 2014, 5 December 2014 and 11 December 2014, the circular dated 13 December 2014 (the “**Circular**”) in relation to the very substantial and deemed connected transaction in relation to capital commitment into an investment fund and the notice of extraordinary general meeting dated the same date (the “**Notice**”) by Gemini Investments (Holdings) Limited (the “**Company**”) in relation to the extraordinary general meeting held on 31 December 2014 (the “**EGM**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution set out in the Notice (the “**Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM held on 31 December 2014 at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong. 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 Resolution is set out in the Notice. The poll results in respect of the Resolution are as follows:

Ordinary Resolution	FOR	AGAINST
	Number of Shares (% of total valid voting Shares)	Number of Shares (% of total valid voting Shares)
To approve, ratify and confirm the Second GP Amendment Agreement, the Subscription Agreement and the Capital Commitment, and to authorise any one director of the Company to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute all documents and take all steps as he may consider necessary, desirable or expedient to implement and/or give effect to the Second GP Amendment Agreement, the Subscription Agreement, the Capital Commitment and all transactions contemplated thereunder.	25,062,100 (98.04%)	502,000 (1.96%)

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

As more than 50% of the total valid voting Shares held by the Independent Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy were cast in favour of the Resolution proposed at the EGM, the Resolution was duly passed as ordinary resolution of the Company.

As at the date of the EGM, there were a total of 448,100,000 Shares in issue. Sino-Ocean Land and its associates, which directly and indirectly held 312,504,625 Shares (representing approximately 69.74% of the issued share capital of the Company carrying voting rights) as at the date of the EGM, were required to abstain and had abstained from voting in respect of the Resolution approving the Second GP Amendment Agreement, the Subscription Agreement and the Capital Commitment at the EGM. The total number of Shares held by the Independent Shareholders entitled to attend and vote on the Resolution at the EGM was 135,595,375. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save as aforesaid, none of the Shareholders had

a material interest in the Second GP Amendment Agreement, the Subscription Agreement or the Capital Commitment, and none of them was required to abstain from voting on the Resolution at the EGM. No Independent Shareholder was entitled to attend but was required to abstain from voting in favour of any of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

COMPLETION

The Board is pleased to announce that subsequent to the passing of the Resolution, the Capital Commitment has been drawn down on 31 December 2014, and the Acquisition Completion has taken place on the same day, pursuant to the Acquisition Agreement.

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

Hong Kong, 31 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