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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

Reference is made to the announcement of the Company dated 23 January 2014 regarding the Former Facility Agreement. The Board announces that the HK\$500 million term loan facility under the Former Facility Agreement has been renewed prior to the date of its expiry and the New Facility Agreement was entered into between the Company (as borrower), the Controlling Shareholder (as guarantor) and the Lender (as original lender) on 30 August 2016 whereby a renewed term loan facility in the principal amount of HK\$500 million had been granted to the Company for a term of 36 months after the date of the New Facility Agreement.

Pursuant to the New Facility Agreement, each of the Company and the Controlling Shareholder shall ensure that the Controlling Shareholder shall at all times remain the single largest shareholder (direct or indirect) of not less than 30% shareholdings in the Company and maintain control over the Company, and a failure to do so will be deemed an event of default under the New Facility Agreement.

In accordance with the requirements under Rule 13.21 of the Listing Rules, the disclosures required by Rule 13.18 of the Listing Rules will be included in subsequent interim and annual reports of the Company for so long as circumstances giving rise to the relevant obligations continue to exist.

DEFINITIONS

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

“Board”	the board of directors of the Company
“Company”	Gemini Investments (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (stock code: 174). It is a subsidiary of the Controlling Shareholder
“Controlling Shareholder”	Sino-Ocean Group Holding Limited, a company incorporated in Hong Kong with limited liability, the issued ordinary shares of which are listed on the Main Board of the Stock Exchange (stock code: 3377). As at the date of this announcement, it, through its indirect wholly-owned subsidiary, Grand Beauty Management Limited, holds approximately 69.29% of the issued ordinary shares of the Company
“Former Facility Agreement”	the facility agreement dated 23 January 2014 (as amended and supplemented by a supplemental deed dated 7 January 2015) made between the Company, the Controlling Shareholder and the Lender in respect of the grant of a term loan facility in the principal amount of HK\$500 million to the Company for a term of 36 months after the date of such facility agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	a licensed bank in Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Facility Agreement”	the facility agreement dated 30 August 2016 made between the Company, the Controlling Shareholder and the Lender in respect of the renewed term loan facility in the principal amount of HK\$500 million granted to the Company for a term of 36 months after the date of such facility agreement

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 30 August 2016

As at the date of this announcement, the directors of the Company comprise:

Executive directors:

Mr. SUM Pui Ying
Ms. CUI Yueming
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. DENG Wei