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盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(formerly known as Gemini Property Investments Limited 盛洋地產投資有限公司)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to rule 13.18 of the Listing Rules.

Pursuant to the 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 failure which will be an event of default.

THE FACILITY AGREEMENT

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

On 1 August 2011, the Company (as borrower), the Controlling Shareholder (as guarantor) and the Lender entered into the Facility Agreement whereby a term loan facility in the principal amount of HK\$500,000,000 has been granted to the Company for a term of 36 months after the date of the Facility Agreement.

Pursuant to the 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 failure which will be an event of default. In the case of an event of default, the Lender may, by notice to the Company, (a) cancel the Commitment or any part of the Commitment; (b) declare that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Finance Documents be immediately due and payable; (c) declare that all or part of the loans, together with accrued interest, and all or any other amounts accrued or outstanding under the Finance Documents be payable on demand; and/or (d) exercise any or all of its rights, remedies, powers or discretions under the Finance Documents.

DEFINITIONS

In this announcement, the following terms shall have the following meanings unless stated herein otherwise:

“Company”	Gemini Investments (Holdings) Limited, a company incorporated in Hong Kong with limited liability, whose securities are listed on the Stock Exchange and is a subsidiary of the Controlling Shareholder
“Commitment”	has the meaning ascribed to it under the Facility Agreement
“Controlling Shareholder”	Sino-Ocean Land Holdings Limited, a company incorporated in Hong Kong with limited liability and whose securities are listed on the Stock Exchange. At the date of this announcement, it holds approximately 70.15% interests in the Company
“Facility Agreement”	the facility agreement dated 1 August 2011 and entered into between the Company, the Controlling Shareholder and DBS Bank Ltd., Hong Kong Branch in respect of the term loan facility in the principal amount of HK\$500,000,000 granted to the Company

“Finance Documents”	has the meaning ascribed to it under the Facility Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	DBS Bank Ltd., Hong Kong Branch
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Gemini Investments (Holdings) Limited
Adrian SUM
Chairman

Hong Kong, 1 August 2011

As at the date of this announcement, the directors of the Company are as follows:

<i>Executive director:</i>	<i>Non-executive directors:</i>	<i>Independent non-executive directors:</i>
Mr. LI Zhenyu	Mr. SUM Pui Ying	Mr. LAW Tze Lun
	Mr. LI Hongbo	Mr. LO Woon Bor, Henry
		Mr. ZHENG Yun