

*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.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Gemini Investments (Holdings) Limited.*



**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)**

**DESPATCH OF CIRCULAR  
AND  
SUPPLEMENTAL AGREEMENT IN RELATION TO  
THE ISSUE OF CONVERTIBLE PREFERENCE SHARES**

Reference is made to the joint announcement of Sino-Ocean Land Holdings Limited and Gemini Investments (Holdings) Limited (the “Company”) dated 26 October 2014 (the “Announcement”) in relation to, among other things, the issue of the Convertible Preference Shares by the Company to Grand Beauty Management Limited and the proposed adoption of new articles of association of the Company. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

**DESPATCH OF CIRCULAR**

The Gemini Board announces that the circular relating to the Subscription Agreement and the proposed adoption of new articles of association of the Company is expected to be despatched to the Shareholders on 27 November 2014.

## **SUPPLEMENTAL AGREEMENT IN RELATION TO THE ISSUE OF CONVERTIBLE PREFERENCE SHARES**

On 24 November 2014, the Company and the Subscriber entered into a supplemental agreement to the Subscription Agreement, pursuant to which the terms of the Convertible Preference Shares have been amended which allow the Gemini Board to elect not to pay any Dividend. Accordingly, the Convertible Preference Shares shall be classified as equity in accordance with the generally accepted accounting principles in Hong Kong. The Gemini Board intends to apply a consistent dividend payout policy for the Convertible Preference Shares and shall pay such dividend if there is sufficient distributable profits and cash. Save for the above, all clauses, agreements, provisions, terms and conditions as contained and/or referred to in the Subscription Agreement shall remain in full force and effect.

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

Hong Kong, 24 November 2014

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