HKEX
香港交易所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2026 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Gemini Investments (Holdings) Limited

Date Submitted: 02 November 2026

I. Movements in Authorised / Registered Share Capital Not applicable

II. Movements in Issued Shares and/or Treasury Shares and Public Float Sufficiency Confirmation

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00174	Description				

	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares
Balance at close of preceding month	730,905,500	0	730,905,500
Increase / decrease (-)	0	0	
Balance at close of the month	730,905,500	0	730,905,500

Public float sufficiency confirmation (Note 4)

Pursuant to Main Board Rule 13.32D(1) or 19A.28D(1) / GEM Rule 17.37D(1) or 25.21D(1), we hereby confirm that, in relation to the class of shares as set out above, as at the close of the month:

- [x] the applicable public float requirement (see below) has been complied with
- [ ] the applicable public float requirement (see below) has not been complied with

The applicable minimum public float requirement for the class of shares as set out above pursuant to Main Board Rule 13.32B or 19A.28B / GEM Rule 17.37B or 25.21B (as the case may be) is:

Applicable public float threshold	Initial Prescribed Threshold - 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares)
Additional information	

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer	Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00174	Description				

	Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Non-voting Convertible Preference Shares (Please refer to remarks)	HKD	754,333,333		0	754,333,333	0	0	377,166,666

Type of the Convertibles	Preference Shares
Stock code of the Convertibles (if listed on the Exchange) (Note 1)	
Subscription/Conversion price	HKD 3
General Meeting approval date (if applicable)	23 December 2014

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes) Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

V. Confirmations Not applicable

Remarks:

1. Gemini Investments (Holdings) Limited does not have an authorized share capital and par value of shares in its share capital.

2. Unless otherwise stated, capitalised terms used hereafter shall have the same meanings as those defined in the circular of the Company dated 27 November 2014.

The Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to issue and the Subscriber has conditionally agreed to subscribe for 1,300,000,000 Convertible Preference Shares. The Subscription Price is HK$3.0 per Convertible Preference Share payable in cash by the Subscriber. The total subscription amount of the Convertible Preference Shares is HK$3,900,000,000. The initial Conversion Price at which Conversion Shares will be issued upon exercise of the conversion rights attaching to the Convertible Preference Shares is HK$3.0, subject to adjustments. A specific mandate had been granted by the Independent Shareholders at the EGM held on 23 December 2014 to allot and issue the 1,300,000,000 Convertible Preference Shares to the Subscriber and all the Conversion Shares issuable to the Converting Shareholders upon full conversion of the Convertible Preference Shares.

No application has been made for the listing of, or permission to deal in, the Convertible Preference Shares on the Stock Exchange or any other stock exchange. The Company has obtained an approval from the Stock Exchange for the listing of, or permission to deal in, the Conversion Shares. Completion of the issue and allotment of the Convertible Preference Shares took place on 23 December 2014. Please refer to the Company's announcements dated 26 October 2014, 24 November 2014 and 23 December 2014; and the circular dated 27 November 2014, for the details.

3. Unless otherwise stated, capitalised terms used hereafter shall have the same meanings as those defined in the circular of the Company dated 13 June 2017.

On 31 May 2017, Grand Beauty executed the Deed of Cancellation in favour of the Company pursuant to which Grand Beauty agreed the proposed implementation of the Capital Reduction involving the cancellation of approximately 470.7 million CPS (representing approximately 36.21% of all the CPS in issue as at the date of the Deed of Cancellation). As all of the conditions of Capital Reduction were fulfilled on 10 August 2017, the Capital Reduction became effective on the same day and 470,666,666 CPS were cancelled.

4. Unless otherwise stated, capitalised terms used hereafter shall have the same meanings as those defined in the announcement of the Company dated 28 January 2018 in relation to a proposed amendments to the terms of the convertible preference shares of the Company.

On 26 January 2018, the Company entered into the Second Supplemental Deed with Grand Beauty, pursuant to which the parties conditionally agreed to amend certain terms of the Convertible Preference Shares, which include: (i) acceleration of the commencement of the Conversion Period such that it will commence from 3:00 p.m. (Hong Kong time) on the first Business Day immediately after the Amendments Effective Date (instead of commencing from the end of a five-year period from the issue date of the Convertible Preference Shares as originally contemplated); (ii) increase of the Conversion Price from HK$3 to HK$6 (subject to adjustments); and (iii) adjustment of the dividends payable on the Convertible Preference Shares from a non-cumulative floating rate per annum to a fixed rate of 3% per annum. Pursuant to Section 180(4) of the Companies Ordinance, the Proposed CPS Amendments shall take effect after the expiry of 28 days after all of the conditions to the Proposed CPS Amendments having been fulfilled. As all of the conditions of the Proposed CPS Amendments were fulfilled on 28 March 2018, the Proposed CPS Amendments became effective on 25 April 2018 (i.e. 28 days after 28 March 2018).

5. Unless otherwise stated, capitalised terms used hereafter shall have the same meanings as those defined in the announcement of the Company dated 28 January 2018 in relation to a proposed capital reduction involving cancellation of convertible preference shares of the Company (the "2018 January Announcement").

On 26 January 2018, Grand Beauty executed a second deed of cancellation in favour of the Company, pursuant to which Grand Beauty agreed to the implementation of the Proposed Capital Reduction involving the cancellation of 43,333,334 Convertible Preference Shares (representing approximately 5.23% of all the Convertible Preference Shares in issue as at the date of the 2018 January Announcement). As all of the conditions of the Proposed Capital Reduction were fulfilled on 3 May 2018, the Proposed Capital Reduction became effective on the same day and 43,333,334 CPS were cancelled.

6. Unless otherwise stated, capitalised terms used hereafter shall have the same meanings as those defined in the announcement of the Company dated 28 February 2020 in relation to a

proposed capital reduction involving cancellation of convertible preference shares of the Company (the “2020 February Announcement”).

On 28 February 2020, Grand Beauty executed a third deed of cancellation in favour of the Company, pursuant to which Grand Beauty agreed to the implementation of the Proposed Capital Reduction involving the cancellation of 31,666,667 Convertible Preference Shares (representing approximately 4.03% of all the Convertible Preference Shares in issue as at the date of the 2020 February Announcement). As all of the conditions of the Proposed Capital Reduction were fulfilled on 4 June 2020, the Proposed Capital Reduction became effective on the same day and 31,666,667 CPS were cancelled.

Submitted by: CHEUNG Sin Kei

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.

2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

   In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.

4. "Initial Prescribed Threshold", "Alternative Threshold" and "market value" have the meanings ascribed thereto under Main Board Rule 13.32A or 19A.28A / GEM Rule 17.37A or 25.21A. See also Main Board Rule 13.32D(4) or 19A.28D(4) / GEM Rule 17.37D(4) or 25.21D(4) on the basis of the public float disclosure.

5. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.

6. "Identical" means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.