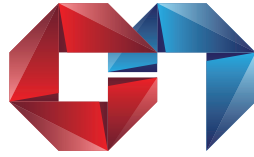


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GLOBAL MASTERMIND
環球大通

Global Mastermind Holdings Limited

環球大通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

VOLUNTARY ANNOUNCEMENT FORMATION OF A JOINT VENTURE COMPANY

INTRODUCTION

The Board is pleased to announce that on 17 March 2021, Long Joy, a wholly-owned subsidiary of the Company and LTL entered into the JV Agreement, pursuant to which Long Joy and LTL agreed to form the JV Company which will engage in promotion, distribution and sale of the products under the brand name of “Hocha” or “好茶養生” in the Greater China and Southeast Asia regions. The JV Company has not been established as at the date of this announcement.

THE JV AGREEMENT

The principal terms of the JV Agreement are as follows:

- Date: 17 March 2021
- Parties: (i) Long Joy; and
(ii) LTL
- Obligations of the parties: A. Upon signing of the JV Agreement,
(a) Long Joy shall pay a cash consideration of HK\$2 million to LTL by way of cheque; and

* For identification purposes only

(b) LTL shall

(i) authorise the rights of use of the brand name “Hocha” or “好茶養生”, and provide its know-how to the JV Company; and

(ii) provide management service for the operation of the JV Company,

for an initial period of three years (“**Period**”) and with an option to extend the Period by an additional two years subject to mutual agreement between the parties.

B. Long Joy shall be responsible for procuring other potential investors for investing in the JV Company subject to the terms as the parties shall agree.

Shareholding of the JV Company:

Long Joy and LTL will own 51% and 49% equity interest in the JV Company respectively.

Business scope of the JV Company:

To promote, distribute and sell the products under the brand name of “Hocha” or “好茶養生” in the Greater China and Southeast Asia regions.

Future contribution and profit sharing:

Any future contribution and profit sharing shall be based on the percentage of shareholding between Long Joy, LTL and other additional investor(s) (if any) in the JV Company.

Board composition and management:

The board of directors of the JV Company shall at all times consist of three directors, of whom two shall be appointed or removed from time to time at the request of Long Joy and one shall be appointed or removed from time to time at the request of LTL.

Transfer of interest and first right of refusal:

If any party (the “**Vendor**”) wishes to sell, transfer or dispose of all or any portion of its shares in the JV Company, the Vendor shall give to another party the right of first refusal in respect of the purchase of such shares in the JV Company.

INFORMATION OF LTL

LTL is a company incorporated in Hong Kong with limited liability and is principally engaged in general trading and operating shops under the brand name of “Hocha” or “好茶養生”.

As at the date of this announcement, LTL operates two physical shops which are located at Kwun Tong and Mong Kok, and an online shop which offers delivery in Hong Kong. The products operated under the brand name of “Hocha” or “好茶養生” mainly include herbal tea products, fruit tea products, syrup products, instant soup and snacks. To promote the products, LTL has joined the merchant partnership at HKTVmall and Zstore.com. LTL also opens pop-up stores and cooperates with distributors including but not limited to PARKnSHOP, Eslite Bookstore, Sinopec EASYJOY, clinics and dispensaries.

LTL partnered with a production factory in the PRC for production, processing, packaging and distribution of its products. The production factory has been awarded “ISO9001” and “ISO22000” issued by Certification Europe (Hong Kong) Limited to certify its quality management system and food safety management system in 2018.

REASONS FOR AND BENEFITS OF THE FORMATION OF THE JV COMPANY

The Company is an investment holding company and its subsidiaries are principally engaged in the provision and operation of travel business, treasury management business, money lending business and provision of securities, asset management and financial advisory services.

The JV Company shall be principally engaged in the promotion, distribution and sale of the products under the brand name of “Hocha” or “好茶養生” in the Greater China and Southeast Asia regions. Pursuant to the JV Agreement, LTL shall authorise the rights of use of the brand name “Hocha” or “好茶養生”, and provide its know-how and management service for the operation of the JV Company, whereas Long Joy shall be responsible for procuring other potential investors for investing in the JV Company subject to the terms as the parties shall agree.

One of the principal business of the Group is provision of corporate finance advisory services. To capitalise its client base and expertise in financial advisory services, the Group shall act as a corporate finance agent for introducing potential investors for providing capitals to the JV Company together with LTL and Long Joy. As at the date of this announcement, the Group has not identified appropriate parties as the investors.

Pursuant to the JV Agreement, LTL and Long Joy shall have no obligations for any capital commitment on the JV Company. The Company will make further announcement in relation to any capital commitment if it arises in accordance with the GEM Listing Rules as and when appropriate.

The Directors are of the view that the terms of the JV Agreement are fair and reasonable and on normal commercial terms, and the entering into of the JV Agreement is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the applicable percentage ratios (within the meaning of the GEM Listing Rules) in respect of the formation of the JV Company do not exceed 5%, the formation of the JV Company does not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. This announcement is made by the Company on a voluntary basis.

DEFINITIONS

In this announcement, the following words and expressions shall, unless the context otherwise requires, have the following meanings:

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|---------------------|---|
| “Board” | the board of Directors |
| “Company” | Global Mastermind Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8063) |
| “Director(s)” | the director(s) of the Company |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “JV Agreement” | the joint venture agreement entered into between Long Joy and LTL dated 17 March 2021 in relation to the formation of the JV Company |
| “JV Company” | a joint venture company to be incorporated in Hong Kong with limited liability |

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|------------------|--|
| “Long Joy” | Long Joy Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company |
| “LTL” | Le The Limited, a company incorporated in Hong Kong with limited liability |
| “PRC” | The People’s Republic of China |
| “Share(s)” | share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “HK\$” | Hong Kong Dollars, the lawful currency of Hong Kong |

By Order of the Board
Global Mastermind Holdings Limited
Cheung Kwok Wai, Elton
Chairman & Executive Director

Hong Kong, 17 March 2021

As at the date of this announcement, the Board comprises Mr. Cheung Kwok Wai, Elton, Mr. Mung Kin Keung and Mr. Mung Bun Man, Alan as executive Directors; and Mr. Law Kwok Ho, Kenward, Mr. Fung Wai Ching and Mr. Lai Hok Lim as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the date of its posting and on the Company’s website at www.globalmholdings.com.