
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Mastermind Holdings Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Unit 3108, 31/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 5 December 2016 at 10:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular, which is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company.

Whether or not you are able to attend the EGM, you are advised to read the notice and to complete and return the form of proxy, in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

17 November 2016

* for identification purposes only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the joint announcement of the Company dated 12 October 2016 in relation to, amongst others, the Subscription
“associate(s)”	has the meaning ascribed to it under the Main Board Listing Rules or the GEM Listing Rules (as the case may be)
“Board”	the board of directors of the Company
“Company”	Global Mastermind Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on GEM (stock code: 8063)
“Completion Date”	the date of the completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 3108, 31/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 5 December 2016 at 10:30 a.m. for the Shareholders to consider and, if thought fit, approve, amongst others, the Subscription, the Subscription Agreement and the transactions contemplated respectively thereunder
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	14 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Long Stop Date”	31 December 2016, or such other date to be agreed between the Company and the Subscriber
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to be granted by the Shareholders to the Board at the EGM for the allotment and issue of the Subscription Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Haier Healthwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Subscriber Shares are listed on the Main Board of the Stock Exchange (stock code: 348)
“Subscriber Board”	the board of directors of the Subscriber
“Subscriber Director(s)”	the director(s) of the Subscriber
“Subscriber Group”	the Subscriber and its subsidiaries
“Subscriber Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Subscriber
“Subscriber Shareholder(s)”	the holder(s) of the Subscriber Share(s)
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement

DEFINITIONS

“Subscription Agreement”	the Subscription Agreement dated 12 October 2016 entered into between the Company and the Subscriber in relation to the Subscription
“Subscription Price”	HK\$0.14 per Subscription Share
“Subscription Share(s)”	the 800,000,000 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the terms and conditions of the Subscription Agreement
“substantial shareholder(s)”	has the meaning ascribed to it in the Main Board Listing Rules or the GEM Listing Rules (as the case may be)
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan
Mr. Leung Wai Man
Mr. Tse Ke Li

Independent non-executive Directors:

Mr. Law Kwok Ho, Kenward
Mr. Tsai Yung Chieh, David
Mr. Fung Wai Ching

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 3108,
31/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

17 November 2016

To the Shareholders

Dear Sir or Madam,

ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement. On 12 October 2016, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 800,000,000 Subscription Shares at the Subscription Price of HK\$0.14 per Subscription Share.

* for identification purposes only

LETTER FROM THE BOARD

The allotment and issue of the Subscription Shares will be made under the Specific Mandate to be sought from the Shareholders at the EGM.

The purpose of this circular is to provide you with, among other things, further details of the Subscription Agreement, the proposed grant of the Specific Mandate together with a notice convening the EGM to consider and, if thought fit, to approve the Subscription contemplated under the Subscription Agreement and the proposed grant of the Specific Mandate.

PRINCIPAL TERMS OF THE SUBSCRIPTION AGREEMENT

Date: 12 October 2016

Parties to the Subscription Agreement:

Subscriber: the Subscriber

Issuer: the Company

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber are third parties independent of and not connected with the Company or any directors, chief executive or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates.

As at the Latest Practicable Date, the Subscriber Group, including the Subscriber, does not hold any Share and the Group does not hold any Subscriber Share.

Number of the Subscription Shares

The aggregate number of 800,000,000 Subscription Shares represents:

- (i) approximately 29.07% of the existing issued share capital of the Company of 2,752,417,050 Shares as at the Latest Practicable Date; and
- (ii) approximately 22.52% of the issued share capital of the Company of 3,552,417,050 Shares as enlarged by the allotment and issue of the 800,000,000 Subscription Shares (assuming no issue or repurchase of Shares, other than the issue of the Subscription Shares, from the Latest Practicable Date to the Completion Date).

The Subscriber will become a substantial shareholder of the Company as a result of the completion of the Subscription.

LETTER FROM THE BOARD

The Subscription Price

The Subscription Price of HK\$0.14 per Subscription Share represents:

- (i) a discount of approximately 8.50% to the closing price of HK\$0.153 per Share as quoted on the Stock Exchange on 12 October 2016, being the date of the Subscription Agreement; and
- (ii) a discount of approximately 6.04% to the average closing price of approximately HK\$0.149 per Share in the last five consecutive trading days immediately prior to 12 October 2016, being the date of the Subscription Agreement.
- (iii) a discount of approximately 12.50% to the closing price of HK\$0.160 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscriber with reference to, among other factors, the historical trading prices of the Shares and the historical trading liquidity of the Shares. In considering such factors, the Board made reference to (i) the fluctuation of the market prices of the Shares during the 12-month period prior to the date of the Subscription Agreement, up to and including the date of the Subscription Agreement, where the daily closing price per Share ranged from HK\$0.090 per Share to HK\$0.168 per Share; (ii) the thin trading liquidity of the Shares during the 12-month period prior to the date of the Subscription Agreement, up to and including the date of the Subscription Agreement, where the daily trading volume of the Shares ranged from the highest of approximately 36.0 million Shares to nil and the average daily trading volume of the Shares during the aforementioned period was approximately 1.91 million Shares, representing 0.07% of the total number of issued Shares as at the date of the Subscription Agreement and 0.24% of the Subscription Shares. The Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The net price per Subscription Share will be approximately HK\$0.139.

The aggregate Subscription Price

The aggregate Subscription Price of HK\$112.0 million shall be satisfied by the Subscriber by cash upon completion.

Ranking of the Subscription Shares

The Subscription Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

LETTER FROM THE BOARD

Conditions Precedent

Completion of the Subscription is conditional upon:

- (i) the Shares remaining listed and traded on GEM at all times from the date of the Subscription Agreement to the Completion Date, save for any temporary suspension not exceeding ten consecutive trading days, or such longer period as the Subscriber may accept in writing, and no indication being received on or before the Completion Date from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on GEM will or may be withdrawn or objected to (or conditions will or may be attached thereto), whether in connection with the transactions contemplated under the Subscription Agreement or otherwise, save for such temporary suspension for the purposes of clearing any announcement and circular in relation to the Subscription and the transactions contemplated under the Subscription Agreement by the regulatory authorities;
- (ii) the passing of the necessary resolution by the Shareholders at the EGM to approve the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares;
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares;
- (iv) the representations and warranties given by the Company under the Subscription Agreement remaining true, accurate and not misleading in all material respects;
- (v) all necessary consents and approvals as may be required in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained by the Company and the Subscriber;
- (vi) all consents of the Subscriber Shareholders, the Stock Exchange and the SFC (if necessary) in connection with the transactions contemplated under the Subscription Agreement having been obtained, including but not limited to the Subscription; and
- (vii) no indication from the SFC that the Subscriber will be required to make a general offer in respect of all the issued Shares (other than the Subscription Shares) as a result of completion of the Subscription.

LETTER FROM THE BOARD

If the above conditions precedent shall not have been fulfilled in full on or before 5:00 p.m. on the Long Stop Date, the Subscription Agreement will be terminated and the Subscription will not proceed and all rights, obligations and liabilities of the parties to the Subscription Agreement will forthwith cease and terminate and none of the parties shall have any claim against any other in respect of the Subscription save for any antecedent breaches of the Subscription Agreement.

As at the Latest Practicable Date, none of the conditions above have been fulfilled.

Completion of the Subscription

Completion of the Subscription, in any event shall take place on the date falling on the tenth business day after the Subscriber's receipt of the notice from the Company confirming the fulfilment of the above conditions precedent or such other date to be agreed between the Company and the Subscriber.

The Board and the Subscriber have agreed to set the Long Stop Date as 31 December 2016 having considered the time needed for the satisfaction of the conditions precedent under the Subscription Agreement, including, among others, the Subscription Agreement has to be approved by the Shareholders at the EGM. It is expected that the Subscription would be completed around mid-December 2016.

Application for Listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares.

Information of the Subscriber

The Subscriber is an investment holding company and its subsidiaries are principally engaged in development, engineering, manufacturing and sale of toys, commercial kitchen and consumer electronic products.

As at the Latest Practicable Date, the Subscriber has no intention to appoint any person as a Director.

LETTER FROM THE BOARD

REASONS FOR AND USE OF PROCEEDS FROM THE SUBSCRIPTION

The Directors consider that the Subscription represents an opportunity for the Company to broaden its capital base by introducing a strategic investor to the Company. The Subscriber, which was identified by the Company through business relationships of the Directors, is principally engaged in development, engineering, manufacturing and sale of toys, commercial kitchen and consumer electronic products and their target customers of the above business sectors are in the PRC. With the geographic advantage of the Subscriber's PRC business network, the Directors consider that the Group can benefit from its strategic connections from the Subscriber so as to explore the potential PRC investment opportunities and to diversify the Group's businesses in Hong Kong and Singapore. Particularly, it is expected that the Company may leverage the known name of the Subscriber in the PRC, and the Subscriber may also introduce potential PRC investment opportunities to the management of the Company.

As stated in the annual report of the Company for the year ended 31 December 2015, the Group has recorded net losses continuously from the years ended 31 December 2011 to 2015. Given the past unsatisfactory financial results, it is the Directors' strategy to broaden and diversify the income stream of the Group such as the newly developed money lending business and the business in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. As the above business segments are capital-intensive in nature, the Group has to continuously explore new external funding to finance such new businesses and therefore approached the Subscriber for strategic investment.

The gross proceeds from the Subscription will be amounted to approximately HK\$112.0 million and the net proceeds from the Subscription will be amounted to approximately HK\$111.2 million, out of which:

- (i) approximately HK\$62.0 million will be allocated for the repayment of the borrowings of the Group. Such borrowings were granted by an independent third party in May 2016, pursuant to which the lender has conditionally agreed to grant the revolving loan facilities in the principal amount of up to HK\$140.00 million for a term of 24 months from the date of the loan agreement becoming unconditional. Given that the loan is unsecured with an interest rate of 8% per annum and that the Company has not identified any alternative investments instead of repaying the borrowing as at the Latest Practicable Date, the Board expects that this will save approximately HK\$6.9 million of interest expenses before the final repayment day of such loan;
- (ii) approximately HK\$40.0 million will be allocated for the development of the Group's business in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (the "SFO"), out of which:

LETTER FROM THE BOARD

- (a) approximately HK\$10.2 million will be allocated for the paid up share capital of corporation licensed for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO;
- (b) approximately HK\$25.0 million will be allocated for securities margin financing business in the corporation licensed for Type 1 (dealing in securities) regulated activity under the SFO;
- (c) approximately HK\$3.2 million will be allocated for the increase of headcount for the development of the business in the corporation licensed for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO;
- (d) approximately HK\$1.0 million will be allocated for the development of internal information and technology infrastructure system; and
- (e) approximately HK\$0.6 million will be allocated for the payment of the acquisition of trading rights from the Stock Exchange for the corporation licensed for Type 1 (dealing in securities) regulated activity under the SFO;

If the licenses for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO are not timely granted, the Company may consider to apply these HK\$40.0 million for the money lending business of the Group instead.

- (iii) approximately HK\$9.2 million will be allocated for general working capital of the Group's operations in Hong Kong, in particular for salaries and other operating expenses for the Group's headquarter and travel agency operation in Hong Kong. The Board estimated that the budget of the staff costs and other operating expenses of the Group's operation in Hong Kong for the coming 12 months will be approximately HK\$15.0 million.

With reference to the interim report of the Company for the six months ended 30 June 2016, as at 30 June 2016, out of the net current assets of approximately HK\$221.7 million of the Group, (i) trade receivables amounting to approximately HK\$158.8 million have been pledged to a bank by way of a floating charge; and (ii) bank deposits, cash collateral and other deposits in an aggregate of approximately HK\$5.1 million have been pledged to the bank to secure banking facility. As at 30 June 2016, out of the total bank balances and cash of approximately HK\$75.4 million, the Board allocated approximately HK\$70.8 million to maintain the working capital of the travel business in Singapore. The Board is of the view that additional funding is needed for general working capital for the Group's business operation in Hong Kong.

LETTER FROM THE BOARD

In June 2016, the Group has received formal notice from the SFC that they have received the license applications for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO and such applications are currently under review. The Board estimates that the license for Type 9 (asset management) regulated activity under the SFO will be granted to the Company by the end of December 2016 and the licenses for Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO will be granted in the first quarter of 2017. In order to fully operate those new businesses immediately after the Company has obtained relevant licenses, the Group has started to set up the internal information technology infrastructure system, prepare the application for the trading rights from the Stock Exchange and recruit experienced candidates for those new businesses. As at the Latest Practicable Date, the Group has recruited two responsible officers of the corporation licensed for Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. The two responsible officers have over 30 years and 20 years of experience respectively in securities and futures industries. In addition, Mr. Mung Bun Man, Alan, an executive Director, was a responsible officer licensed under the SFO to carry on Type 9 (asset management) regulated activity under the SFO for the period from 19 April 2013 to 30 October 2013, and has working experience of over 8 years in investment and asset management. His relevant knowledge and experience will help the Board to continuously monitor the newly developed business of the Group.

In view of the above factors and the fact that the terms of the Subscription Agreement are reached after arm's length negotiations between the Company and the Subscriber, the Directors consider the Subscription Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

OTHER FUND RAISING METHODS CONSIDERED BY THE COMPANY

Other than the Subscription, the Company had considered different fund raising methods (including debt financing or equity financing by way of open offer or rights issue), given that (i) the Subscription does not incur any interest expenses to the Group as compared with bank financing; (ii) the Subscription is less costly and time-consuming than fund raising by way of rights issue or open offer; (iii) the Subscription provides the Company with the capability to capture any capital raising and/or prospective investment opportunity as and when it arises; (iv) the Subscription will introduce the Subscriber as strategic investor as stated in the section headed "REASONS FOR AND USE OF PROCEEDS FROM THE SUBSCRIPTION" above; and (v) the Group recorded continuous losses in the past years and has difficulty in obtaining long term debt financing, the Board considers that the Subscription is necessary, fair and reasonable, and in the best interests of the Company and Shareholders as a whole.

LETTER FROM THE BOARD

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company as at the Latest Practicable Date and the effect on the shareholding structure of the Company upon completion of the Subscription (assuming no issue or repurchase of the Shares other than the issue of the Subscription Shares from the Latest Practicable Date to the Completion Date) are set out below:

The Shareholders	As at the Latest Practicable Date		Upon completion of the Subscription (assuming no issue or repurchase of the Shares other than the issue of the Subscription Shares)	
	<i>Number of the Shares held</i>	<i>Approximate %</i>	<i>Number of the Shares held</i>	<i>Approximate %</i>
Excellent Mind Investments Limited <i>(Note 1)</i>	532,000,000	19.33	532,000,000	14.98
Mr. Tse Ke Li <i>(Note 2)</i>	1,150,000	0.04	1,150,000	0.03
Charm City Developments Limited <i>(Note 3)</i>	153,936,000	5.59	153,936,000	4.33
Smart Concept Enterprise Limited	358,700,000	13.03	358,700,000	10.10
The Subscriber <i>(Note 4)</i>	–	–	800,000,000	22.52
Other public Shareholders	<u>1,706,631,050</u>	<u>62.01</u>	<u>1,706,631,050</u>	<u>48.04</u>
Total	<u><u>2,752,417,050</u></u>	<u><u>100.00</u></u>	<u><u>3,552,417,050</u></u>	<u><u>100.00</u></u>

Notes:

1. Excellent Mind Investments Limited is owned as to 60.00% by Mr. Mung Kin Keung and 40.00% by Mr. Mung Bun Man, Alan, both of them are executive Directors.
2. Mr. Tse Ke Li is an executive Director.
3. Charm City Developments Limited is wholly-owned by Ms. Wang Chao Julia. Charm City Developments Limited acquired the 153,936,000 Shares from Mr. Mung Kin Keung in June 2015. To the best knowledge of the Directors, there are no any relationships and any side agreements, arrangements, understandings or undertakings with respect to the 153,936,000 Shares between Mr. Mung Kin Keung and Charm City Developments Limited.
4. The Subscriber will become a substantial shareholder of the Company as a result of the completion of the Subscription.

LETTER FROM THE BOARD

The Company is aware that upon completion of the Subscription, the shareholding interest of the existing Shareholders will be diluted by approximately 22.52%. However, having taken into account of (i) the funding needs of the Group with reference to the section headed “REASONS FOR AND USE OF PROCEEDS FROM THE SUBSCRIPTION” above; (ii) the benefits of introducing the Subscriber as strategic investor as stated in the section headed “REASONS FOR AND USE OF PROCEEDS FROM THE SUBSCRIPTION” above; and (iii) the fact that the Subscription helps maintain a high level of operating cash of the Group without increasing its financing costs, the Directors consider that the potential dilution impact was justified and accordingly, in the best interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Set out below are the equity fund raising activities conducted by the Company in the past 12 months immediately preceding the Latest Practicable Date:

Date of initial announcement	Fund raising activity	Net proceeds	Proposed use of proceeds	Actual use of proceeds
23 June 2016	Issue of 458,700,000 new Shares under general mandate	Approximately HK\$45.77 million	Repayment of the borrowings of the Group	HK\$40 million had been used for financing the loan pursuant to the loan agreement dated 3 August 2016; HK\$5.77 million has not been utilised and would be re-allocated for general working capital; details of the change of use of proceeds had been set out in the announcement of the Company dated 5 October 2016.

Save as disclosed herein, the Company did not conduct any equity fund raising activities in the 12 months immediately preceding the Latest Practicable Date.

CHANGE IN USE OF PROCEEDS FROM THE PREVIOUS FUND RAISING ACTIVITIES

The Board would constantly evaluate the prospect of the principal business, the investment portfolio and financial position of the Group to determine the most effective method to deploy Group’s resources.

LETTER FROM THE BOARD

Reallocation of unutilised net proceeds from the rights issue completed on 29 February 2016

Reference is made to the Company's announcement dated 3 May 2016, in view of (i) the progress of applying for the license to carry out Type 9 (asset management) regulated activity under the SFO; and (ii) the fact that the Board considered that they had not yet identified any suitable securities for investment in Hong Kong and overseas market at the time, the Group was unable to utilise the unutilised net proceeds from the rights issue as originally planned. Taking into account of the growth of the money lending business of the Group after the grant of license by relevant authority on 4 February 2016, the Directors resolved to reallocate the unutilised net proceeds for the development of money lending business and the entering of loan agreement which would provide a sustainable interest income to the Group.

Reallocation of unutilised net proceeds from the previous subscription completed on 8 July 2016

Reference is made to the Company's announcement dated 5 October 2016, the Group has reallocated its unutilised net proceeds from the previous subscription completed on 8 July 2016 for financing the loan pursuant to the loan agreement dated 3 August 2016 (with reference to the Company's announcement dated 3 August 2016) (the "August Loan") and general working capital of the Group. Comparing the interest rate of the outstanding borrowings of the Group of 8% to the interest rate of the August Loan of 15%, the Directors considered that such reallocation of the unutilised net proceeds from the previous subscription for the August Loan was in the best interests of the Group and its Shareholders as a whole.

EGM

The EGM will be convened and held at Unit 3108, 31/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 5 December 2016 at 10:30 a.m. for the Shareholders to approve the Subscription contemplated under the Subscription Agreement and the proposed grant of the Specific Mandate. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.

LETTER FROM THE BOARD

To the best of the Director's knowledge, as at the Latest Practicable Date, the Subscriber and its associates do not hold any Shares and none of the Shareholders has material interest in the transactions contemplated under the Subscription Agreement. Accordingly, no Shareholders is required to abstain from voting on the resolution(s) to approve the Subscription and the respective transactions contemplated thereunder at the EGM.

Completion of the Subscription is subject to the satisfaction of the conditions precedent in the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that the Subscription Agreement is on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Subscription Agreement and the transactions contemplated thereunder and the proposed grant of the Specific Mandate.

RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

By Order of the Board
Global Mastermind Holdings Limited
Mung Bun Man, Alan
Executive Director

NOTICE OF EGM



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Global Mastermind Holdings Limited (the “**Company**”) will be held at Unit 3108, 31/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 5 December 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) entered into between the Company and Haier Healthwise Holdings Limited dated 12 October 2016 in relation to the Subscription of 800,000,000 new shares of the Company (the “**Subscription Shares**”) at a price of HK\$0.14 each (a copy of the Subscription Agreement has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Director**”) be and are hereby specifically authorised to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement; and

* for identification purposes only

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- (c) any of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Subscription Agreement and the implementation of all transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Global Mastermind Holdings Limited
Mung Bun Man, Alan
Executive Director

Hong Kong, 17 November 2016

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 3108,
31/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.

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3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or adjourned meeting, and in default thereof the form of proxy shall not be treated as valid.
4. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
5. All voting by the members at the EGM shall be conducted by way of poll.

As at the date of this notice, the Board comprises Mr. Mung Kin Keung, Mr. Mung Bun Man, Alan, Mr. Leung Wai Man and Mr. Tse Ke Li as executive Directors, and Mr. Law Kwok Ho, Kenward, Mr. Tsai Yung Chieh, David and Mr. Fung Wai Ching as independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of publication and on the Company's website at www.globalmholdings.com.