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CHINA LEAD INVESTMENT HOLDINGS LIMITED

領華投資控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

GLOBAL MASTERMIND CAPITAL LIMITED

環球大通投資有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY
SPRING SECURITIES LIMITED
FOR AND ON BEHALF OF
CHINA LEAD INVESTMENT HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
GLOBAL MASTERMIND CAPITAL LIMITED
AND
TO CANCEL ALL OUTSTANDING OPTIONS OF
GLOBAL MASTERMIND CAPITAL LIMITED
(OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED
BY OR TO BE ACQUIRED
BY CHINA LEAD INVESTMENT HOLDINGS LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

Joint financial advisers to the Offeror

六福金融
LUKFOOK FINANCIAL



Grand Harbour Corporate Finance Limited

Joint financial advisers to the Company

 **GLOBAL MASTERMIND SECURITIES LIMITED**
環球大通證券有限公司

Nuada Limited

Independent Financial Adviser to the Independent Board Committee



中孚資本有限公司
HOLOGRAM CAPITAL LIMITED

* For identification purposes only

References are made to (i) the announcements dated 25 May 2020 and 15 June 2020 jointly issued by the Offeror and the Company; and (ii) the composite document dated 19 June 2020 (the “**Composite Document**”) jointly issued by the Company and the Offeror in respect of the Offers. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document setting out, among others (i) the expected timetable in respect of the Offers; (ii) the letter from Spring Securities; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendation in respect of the Offers to the Independent Shareholders and the Optionholders; and (v) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee, the Independent Shareholders and the Optionholders in respect of the Offers, together with the Forms of Acceptance, will be despatched to the Independent Shareholders and the Optionholders on 19 June 2020 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offers will be open for acceptance on and from Friday, 19 June 2020 and the latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 10 July 2020 (unless revised or extended in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate).

Unless otherwise specified, all time and date references contained in this joint announcement refer to Hong Kong time and dates.

Event

Time & Date

2020

Despatch date of the Composite Document and
the accompanying Forms of Acceptance
and commencement date of the Offers (*Note 1*)Friday, 19 June

Latest time and date for acceptance of
the Offers (*Note 2*)by 4:00 p.m.
on Friday, 10 July

Closing Date Friday, 10 July

Announcement of the results of the Offers
(or their extension or revision, if any) to be posted
on the website of the Stock Exchange (*Note 2*) no later than 7:00 p.m.
on Friday, 10 July

Latest date for posting of remittances in respect of
valid acceptances received under the Offers (*Note 3*)Tuesday, 21 July

Notes:

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror decides to revise or extend the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. Right of Withdrawal” in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 10 July 2020 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be issued jointly by the Offeror and the Company through the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal, or “extreme condition” caused by super typhoon in force in Hong Kong on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will remain on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares and/or the Options tendered under the Offers will be despatched to the Independent Shareholders and/or the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders and the Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

The Offers are unconditional in all respects. The Independent Shareholders and the Optionholders are strongly advised to read the Composite Document and the Forms of Acceptance carefully, including the recommendations of the Independent Board Committee to the Independent Shareholders and the Optionholders and the advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the Optionholders in respect of the Offers, before deciding whether or not to accept the Offers. Shareholders, Optionholders and/or potential investors of the Company should exercise caution when dealing in the Shares, exercising the Options or other rights in respect of any of them. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the board
China Lead Investment Holdings Limited
Ng Kwok Fai
Sole Director

By order of the Board
Global Mastermind Capital Limited
Mung Kin Keung
Chairman

Hong Kong, 19 June 2020

As at the date of this joint announcement, the Board comprises Mr. Mung Kin Keung, and Mr. Mung Bun Man, Alan as executive Directors; and Mr. Fung Wai Ching, Mr. Lei Seng Fat and Mr. Poon Wai Hoi, Percy as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the Offeror and parties acting in concert with it) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Ng Kwok Fai is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.