

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Global Mastermind Capital Limited nor shall there be any sale, purchase or subscription for securities of Global Mastermind Capital Limited in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

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

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER
BY LEGO SECURITIES LIMITED
FOR AND ON BEHALF OF
CHINA LEAD INVESTMENT HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
GLOBAL MASTERMIND CAPITAL LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY AND/
OR TO BE ACQUIRED BY
CHINA LEAD INVESTMENT HOLDINGS LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER;
AND
(4) PUBLIC FLOAT**

Financial adviser to the Offeror

六福金融
LUKFOOK FINANCIAL

Offer agent to the Offeror

Lego Securities Limited
力高證券有限公司

Independent Financial Adviser to the Independent Board Committee

MERDEKA 領智

* For identification purposes only

References are made to (i) the announcements dated 19 March 2021 and 9 April 2021 jointly issued by the Offeror and the Company; and (ii) the composite document dated 30 April 2021 (the “**Composite Document**”) jointly issued by the Offeror and the Company in respect of the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 21 May 2021. The Offer was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 21 May 2021, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of 22,607,900 Offer Shares under the Offer, representing approximately 3.23% of the issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the valid acceptances in respect of 22,607,900 Offer Shares under the Offer at the Offer Price of HK\$0.110 per Offer Share, the total cash consideration for the Offer is HK\$2,486,869.00. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer have been/will be despatched to the Independent Shareholders accepting the Offer 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.

The latest date for posting of remittances in respect of valid acceptances received under the Offer is Tuesday, 1 June 2021.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the Completion on 27 January 2021, the Offeror owned 351,230,025 Shares, representing approximately 50.15% of the then issued share capital of the Company. On the same day after the Completion, Mr. K. K. Mung transferred 53,696,000 Shares and TDX transferred 104,858,000 Shares to the Offeror at an aggregate consideration of HK\$2.00. Since the Completion on 27 January 2021, the Purchaser has become the sole shareholder and the sole director of the Offeror.

Immediately before the commencement of the Offer Period on 19 March 2021, the Offeror and the Offeror Concert Party(ies) were interested in an aggregate of 509,784,025 Shares, representing approximately 72.79% of the then issued share capital of the Company.

Taking into account the valid acceptances in respect of 22,607,900 Offer Shares under the Offer, immediately after the close of the Offer, the Offeror and the Offeror Concert Party(ies) were interested in an aggregate of 532,391,925 Shares, representing approximately 76.02% of the issued share capital of the Company as at the date of this joint announcement.

Save for the above, none of the Offeror nor the Offeror Concert Party(ies) (i) held, controlled or directed any other Shares or rights over the Shares immediately before the commencement of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period; and (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (a) immediately before the commencement of the Offer Period; and (b) immediately after the close of the Offer and as at the date of this joint announcement:

	Immediately before the commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
The Offeror and the Offeror Concert Party(ies)				
The Offeror	<u>509,784,025</u>	<u>72.79</u>	<u>532,391,925</u>	<u>76.02</u>
Sub-total of the Offeror and the Offeror Concert Party(ies)	<u>509,784,025</u>	<u>72.79</u>	<u>532,391,925</u>	<u>76.02</u>
Other Shareholders	<u>190,549,900</u>	<u>27.21</u>	<u>167,942,000</u>	<u>23.98</u>
Total	<u><u>700,333,925</u></u>	<u><u>100.00</u></u>	<u><u>700,333,925</u></u>	<u><u>100.00</u></u>

PUBLIC FLOAT

As disclosed in the Composite Document, the Company is an investment company under Chapter 21 of the Listing Rules. Pursuant to Rule 21.04 of the Listing Rules, the Company is not required to comply with Rule 8.08(1) of the Listing Rules which states that there should be at least 25% of the Shares as held in the hands of the public. Pursuant to Rule 8.08 and Rule 13.32 of the Listing Rules, there should be an open market in the Shares and that the Company shall maintain the minimum percentage of the Shares in public hands. Even though the Company is not required to comply with Rule 8.08(1) of the Listing Rules, it still intends to maintain a public float of having at least 25% of the Shares being held in the hands of the public.

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances have been received, an aggregate of 167,942,000 Shares, representing approximately 23.98% of the issued share capital of the Company as at the date of this joint announcement, will be held by the public (as defined in the Listing Rules). The sole director of the Offeror and the Directors will take appropriate steps to restore the public float of the Company as early as practicable.

Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

By order of the board
China Lead Investment Holdings Limited
Mung Bun Man, Alan
Sole Director

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

Hong Kong, 21 May 2021

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 sole director of the Offeror) 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. Mung Bun Man, Alan 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.