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Global Mastermind Holdings Limited

環球大通集團有限公司*

(formerly known as Well Way Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Global Mastermind Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 15 January 2016 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) subject to the fulfilment of the conditions of the Underwriting Agreement (as defined below) (as amended and supplemented by the Supplemental Underwriting Agreement (as defined below) and Extension Letter (as defined below)), the New Rights Issues (as defined below) and the transactions contemplated thereunder by and are hereby approved;
- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 8 October 2015 and entered into among the Company, Excellent Mind Investments Limited and Kingston Securities Limited (as amended and supplemented by the supplemental underwriting agreement dated 13 November 2015 (the “**Supplemental Underwriting Agreement**”) and the extension letter dated 21 December 2015 (the “**Extension Letter**”) and entered into by the parties to the Underwriting Agreement) (copies of which have been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* *For identification purposes only*

- (c) subject to the fulfilment of the conditions set out in the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement and the Extension Agreement), the issue by way of new rights issue (the “**New Rights Issue**”) of 1,529,144,700 shares (the “**Rights Shares**”) of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$0.10 per Rights Share to the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on the date by reference to which entitlements to the New Rights Issue are to be determined (the “**Record Date**”) (excluding those shareholders (the “**Prohibited Shareholders**”) of the Company with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the “**Board**”) of directors (the “**Directors**”) of the Company consider it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places) on the basis of two Rights Shares for every existing share of HK\$0.01 each in the share capital of the Company then held is hereby approved, confirmed and ratified;
- (d) any Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the New Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to Prohibited Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
- (e) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things in connection with the New Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the New Rights Issue, the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement and the Extension Letter) and the transactions contemplated thereunder.”
2. “**THAT** Mr. Law Kwok Ho, Kenward be re-elected as an independent non-executive director of the Company.”

3. “**THAT** Mr. Tsai Yung Chieh, David be re-elected as an independent non-executive director of the Company.”

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

Hong Kong, 24 December 2015

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 11 January 2016 to Friday, 15 January 2016, both days inclusive, no transfer of shares will be registered during this period. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 8 January 2016.
5. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at 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 fixed for holding the meeting.
6. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the board of Directors 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.wellwaygp.com.