

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



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)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that, on 28 November 2018 (after trading hours of the Stock Exchange), the Loan Agreement was entered into between Global Mastermind Financial Services as lender and Customer F as borrower. Pursuant to the Loan Agreement, Global Mastermind Financial Services has conditionally agreed to grant the Facilities of up to a principal amount of HK\$68.0 million to Customer F for a term of 24 months from the date on which the Loan Agreement becoming unconditional.

The principal terms and conditions of the Loan Agreement are set out in the section headed “The Loan Agreement” in this announcement.

GEM LISTING RULES IMPLICATIONS

As all of the relevant applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the grant of the Facilities under the Loan Agreement are more than 5% but less than 25%, the grant of the Facilities under the Loan Agreement constitutes a discloseable transaction on the part of the Company and is only subject to the announcement requirement under Chapter 19 of the GEM Listing Rules.

* For identification purposes only

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that, on 28 November 2018 (after trading hours of the Stock Exchange), the Loan Agreement was entered into between Global Mastermind Financial Services as lender and Customer F as borrower. Pursuant to the Loan Agreement, Global Mastermind Financial Services has conditionally agreed to grant the Facilities of up to a principal amount of HK\$68.0 million to Customer F for a term of 24 months from the date on which the Loan Agreement becoming unconditional.

The Loan Agreement

The principal terms and conditions of the Loan Agreement are summarised as follows:

Date	:	28 November 2018
Lender	:	Global Mastermind Financial Services, a licensed money lender in Hong Kong
Borrower	:	Customer F
Principal amount of the Loan	:	HK\$68.0 million
Interest rate	:	9.0% per annum, payable quarterly
Default interest rate	:	9.0% per annum on overdue sums, including outstanding principal amount of the Loan, interest and other amounts payable under the Loan Agreement, from the due date until payment in full.
Security	:	No security is provided by Customer F.

- Availability period : 24 months from the date on which the Loan Agreement becoming unconditional.
- If (i) Customer F has not made the first drawing of the Facilities for 90 days (or such other number of days as Customer F and Global Mastermind Financial Services may agree in writing) after the commencement of the Availability Period; or (ii) Customer F has not made a drawing for 15 days (or such other number of days as Customer F and Global Mastermind Financial Services may agree in writing) after Customer F has repaid all the principal amount of the Loan, the interest accrued thereon and all other outstanding amounts under the Loan Agreement to Global Mastermind Financial Services, the Facilities shall automatically be cancelled and no longer be available for drawing.
- Final Repayment date : The date falling 24 months after the date on which the Loan Agreement becoming unconditional.
- Repayment : Customer F shall repay the outstanding principal amount of the Loan in full together with any accrued and unpaid interest in one lump sum on the final repayment date.
- Prepayment : Customer F may prepay to Global Mastermind Financial Services the whole or any part of the outstanding principal amount of the Loan before the final repayment date provided that (i) Customer F shall have given to Global Mastermind Financial Services not less than one business day's prior written notice specifying the amount to be repaid and the date on which the prepayment is to be made, and (ii) Customer F shall, on the date of prepayment, pay to Global Mastermind Financial Services all accrued interest on the amount prepaid.
- Re-borrowing and drawing : Any amounts prepaid by Customer F before the final repayment date shall be available for re-borrowing and drawing provided that the aggregate outstanding principal amount of the Loan shall not exceed HK\$68.0 million.

Conditions precedent : The Loan Agreement is conditional upon the fulfilment of the following conditions:

- (a) the publication of an announcement of the Company in relation to the Loan Agreement and the transactions contemplated thereunder in compliance with Chapter 19 of the GEM Listing Rules;
- (b) all representations and warranties made by Customer F in the Loan Agreement or in connection therewith being true and correct with the same effect as though made on and as of the date of drawdown with reference to the facts and circumstances then subsisting;
- (c) no event of default having occurred and no potential event of default having occurred (or being likely to occur as a result of the Loan being made); and
- (d) Global Mastermind Financial Services having received and found satisfactory such additional information and documents relating to Customer F as Global Mastermind Financial Services may reasonably require.

Long stop date : 12 December 2018 (or such later date as Global Mastermind Financial Services and Customer F may agree in writing).

Funding of the Loan

The Facilities, out of which HK\$60.0 million will be financed by the net proceeds from the issue of the convertible bonds on 13 November 2018 and HK\$8.0 million will be financed by the internal resources of the Company.

Information on Customer F

Customer F is an individual who is a merchant. To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, Customer F is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules).

Information on the Group and Global Mastermind Financial Services

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

Global Mastermind Financial Services is a money lender licensed in Hong Kong under the provisions of the Money Lenders Ordinance. Global Mastermind Financial Services conducts money lending business in Hong Kong through the provision of secured and unsecured loans to customers.

Reasons for and benefits of the grant of the Facilities under the Loan Agreement

As money lending is one of the principal activities of the Group, the grant of the Facilities under the Loan Agreement to Customer F is in the ordinary and usual course of business of the Group.

The terms of the Loan Agreement are negotiated on an arm's length basis between Global Mastermind Financial Services and Customer F. The Directors are of the view that the terms of the Loan Agreement are on normal commercial terms. Given that a stable interest income is generated from the Loan during the term of the Loan Agreement, the Directors consider that the grant of Loan under the Loan Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As all of the relevant applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the grant of the Facilities under the Loan Agreement are more than 5% but less than 25%, the grant of the Loan under the Loan Agreement constitutes a discloseable transaction on the part of the Company and is only subject to the announcement requirement under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

“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)
“Customer F”	an individual
“Director(s)”	the director(s) of the Company
“Facilities”	the Loan to be made available by Global Mastermind Financial Services to Customer F under the Loan Agreement
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Global Mastermind Financial Services”	Global Mastermind Financial Services Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Loan”	the principal amount of up to HK\$68.0 million to be advanced by Global Mastermind Financial Services to Customer F subject to and upon the terms and conditions of the Loan Agreement or any part thereof and for the time being outstanding

“Loan Agreement”	the conditional loan agreement dated 28 November 2018 and entered into between Global Mastermind Financial Services as lender and Customer F as borrower relating to the grant of the Facilities
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 28 November 2018

As at the date of this announcement, Board comprises Mr. Cheung Kwok Wai, Elton, Mr. Mung Kin Keung, Mr. Mung Bun Man, Alan 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 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 Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at <http://www.globalmholdings.com>.