

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.

This 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.



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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



KINGSTON SECURITIES

On 29 February 2016 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, up to 70,128,000 Placing Shares to currently expected not fewer than six Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.40 per Placing Share.

The Placing Price of HK\$0.40 per Placing Share represents:

- (i) a discount of approximately 18.37% to the closing price of HK\$0.49 per Share as quoted on the Stock Exchange on 29 February 2016, being the date of the Placing Agreement; and
- (ii) a discount of approximately 11.89% to the average closing price of HK\$0.454 per Share in the last five consecutive trading days immediately prior to 29 February 2016, being the date of the Placing Agreement.

* For identification purposes only

The number of 70,128,000 Placing Shares represents (i) approximately 20.00% of the existing issued share capital of the Company of 350,705,925 Shares as at the date of this announcement; and (ii) approximately 16.66% of the issued share capital of the Company of 420,833,925 Shares as enlarged by the allotment and issue of the 70,128,000 Placing Shares assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing.

Completion of the Placing is subject to the conditions as set out in the section headed “Conditions of the Placing” below.

On the basis that all of the 70,128,000 Placing Shares are placed in full, the gross proceeds from the Placing will be amounted to approximately HK\$28.05 million and the net proceeds from the Placing will be amounted to approximately HK\$26.84 million which is intended to be used for investment of the financial instruments available in Hong Kong financial markets.

Shareholders and potential investors should note that the Placing is subject to the satisfaction of the conditions precedent as set out in the section headed “Conditions of the Placing” in this announcement and the Placing Agent not having terminated the Placing Agreement in accordance with the terms thereof. Accordingly, the Placing may or may not proceed.

Shareholders and potential investors are advised to exercise extreme caution when dealings in the Shares.

On 29 February 2016 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, up to 70,128,000 Placing Shares to currently expected not fewer than six Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.40 per Placing Share.

THE PLACING AGREEMENT

Date: 29 February 2016

Parties: The Company and the Placing Agent

Placing Agent

The Placing Agent is a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the SFO. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its associates are Independent Third Parties. As at the date of this announcement, the Placing Agent does not hold any Share.

Placees

The Placing Shares are expected to be placed to not fewer than six Placees which are independent professional, institutional or other investors who and whose ultimate beneficial owners are Independent Third Parties.

Placing Price

The Placing Price of HK\$0.40 per Placing Share represents:

- (i) a discount of approximately 18.37% to the closing price of HK\$0.49 per Share as quoted on the Stock Exchange on 29 February 2016, being the date of the Placing Agreement; and
- (ii) a discount of approximately 11.89% to the average closing price of HK\$0.454 per Share in the last five consecutive trading days immediately prior to 29 February 2016, being the date of the Placing Agreement.

The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing trading price of the Shares. The Directors consider that the Placing Price is fair and reasonable based on the prevailing market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

The net price per Placing Share will be approximately HK\$0.383.

The Placing Shares will, upon allotment and issue, be free from all liens, charges, encumbrances or third party rights of whatsoever nature and together with all rights attaching thereto at completion of the Placing and thereafter.

Number of the Placing Shares

Pursuant to the Placing Agreement, up to 70,128,000 Placing Shares will be placed by the Placing Agent. The number of 70,128,000 Placing Shares represents (i) approximately 20.00% of the existing issued share capital of the Company of 350,705,925 Shares as at the date of this announcement; and (ii) approximately 16.66% of the issued share capital of the Company of 420,833,925 Shares as enlarged by the allotment and issue of the 70,128,000 Placing Shares assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing.

The aggregate nominal value of the Placing Shares will be HK\$701,280.

Ranking of the Placing Shares

The Placing 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 Placing Shares.

General mandate to allot and issue the Placing Shares

The Placing Shares will be allotted and issued under the general mandate (the “**General Mandate**”) granted to the Directors by resolution of the Shareholders passed at the special general meeting (the “**SGM**”) of the Company held on 3 February 2016 subject to the limit of up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution at the SGM. Under the General Mandate, the Directors are authorised to allot and issue 70,141,185 new Shares. Up to the date of this announcement, no new Shares have been allotted and issued under the General Mandate and the Directors are allowed to allot and issue up to 70,141,185 new Shares.

Accordingly, the allotment and issue of the Placing Shares is not subject to the Shareholders’ approval.

Conditions of the Placing

Completion of the Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
- (ii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms thereof, including provision regarding force majeure event.

If the above conditions are not satisfied and/or waived in whole or in part by the Placing Agent prior to 5:00 p.m. on or before 21 March 2016 (the “**Long Stop Date**”) or such later date to be agreed between the Company and the Placing Agent, the Placing will be terminated and the Placing will not proceed and all obligations and liabilities of the parties to the Placing Agreement will forthwith cease and determine and no party will have any claim against the others, save for any antecedent breaches of the Placing Agreement.

Completion of the Placing

Completion of the Placing, in any event, will take place within four business days after the fulfillment of the conditions as set out above or such other later date to be agreed between the Company and the Placing Agent.

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 Placing Shares.

Termination of the Placing

Unless otherwise agreed between the Company and the Placing Agent, the Placing Agent's appointment shall terminate upon the earlier of (i) the completion of the Placing; (ii) the Long Stop Date if the conditions as set out in section headed "Conditions of the Placing" above have not been satisfied (or waived as the case may be); and (iii) termination of the Placing Agreement by the Placing Agent in accordance with the terms and conditions of the Placing Agreement, whereby the Company will be formally notified by the Placing Agent in writing in accordance with the terms of the Placing Agreement.

The Placing Agent reserves its right to terminate the arrangements set out in the Placing Agreement by notice in writing prior to 9:00 a.m. on the completion date of the Placing, if in the absolute opinion of the Placing Agent, the success of the Placing would be materially and adversely affected by any force majeure events (as defined below).

For this purpose, a "force majeure event" refers to:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group; or

- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the placing of the Placing Shares to potential investors or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Placing (such success being the placing of the Placing Shares to potential investors) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

If, at or prior to 9:00 a.m. on the date of completion of the Placing:

- (i) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
- (ii) any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of the announcements relating to the Placing; or
- (iii) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate if repeated the Placing Agent shall determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing.

The Placing Agent shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under the Placing Agreement.

Upon giving of notice pursuant to the paragraph above, all obligations of the Placing Agent thereunder shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The principal activity of the Company is to act as an investment holding company. The Group principally invests in listed and unlisted companies in Hong Kong, the United States and other parts of the PRC as equity investments.

On the basis that all of the 70,128,000 Placing Shares are placed in full, the gross proceeds from the Placing will be amounted to approximately HK\$28.05 million and the net proceeds from the Placing will be amounted to approximately HK\$26.84 million which is intended to be used for investment of the financial instruments available in Hong Kong financial markets.

The Directors consider that the Placing presents an opportunity for the Company to raise additional funds for investment of the financial instruments available in Hong Kong financial markets. In view of the above, the Directors consider that the terms of the Placing Agreement are on normal commercial basis, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company as at the date of this announcement and the effect on the shareholding structure of the Company upon completion of the Placing (assuming (i) there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing; and (ii) all of the 70,128,000 Placing Shares are placed in full) are set out below:

Shareholders	As at the date of this announcement		Upon completion of the Placing (assuming (i) there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing; and (ii) all of the 70,128,000 Placing Shares are placed in full)	
	<i>No. of Shares held</i>	<i>Approximate %</i>	<i>No. of Shares held</i>	<i>Approximate %</i>
China Tian Di Xing Logistics Holdings Limited (<i>Note 1</i>)	104,858,000	29.90	104,858,000	24.92
Existing public Shareholders	245,847,925	70.10	245,847,925	58.42
The Placees (<i>Note 2</i>)	—	—	70,128,000	16.66
Total	<u>350,705,925</u>	<u>100.00</u>	<u>420,833,925</u>	<u>100.00</u>

Note:

1. Mr. Mung Kin Keung, the executive Director, is a director and controlling shareholder of China Tian Di Xing Logistics Holdings Limited.
2. Some Placees may be the existing public Shareholders (holding less than 5% of the existing issued share capital of the Company as at the date of this announcement). The existing holdings of such Placees, if any, are included under “Existing public Shareholders”.

EQUITY FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST 12 MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT

Set out below is the fund raising activity conducted by the Company in the past 12 months prior to the date of this announcement:

Date of announcement	Fund raising activity	Net proceeds	Proposed use of proceeds	Actual use of proceeds
13 May 2015 (circular dated 26 June 2015 and prospectus dated 3 August 2015)	Open offer on the basis of two new Old Shares for every one Old Share in issue at HK\$0.30 per new Old Share	Approximately HK\$272 million	(i) Approximately HK\$200 million for the investment of the financial instruments available in local financial market and/or listed or unlisted companies in Hong Kong; and (ii) approximately HK\$72 million for the investment of the financial instruments available in the PRC financial markets (<i>Note</i>)	Approximately HK\$272 million had been used for investment financial instruments available in listed companies in Hong Kong

Note:

As disclosed in the announcement of the Company dated 10 November 2015, in view of the then devaluation of Renminbi, and the tumble of the Shanghai Composite Index, a huge amount of Renminbi outflows have picked up. In these volatile market conditions, the Company no longer finds suitable to limit the investment to the financial instruments available in the PRC financial markets. Accordingly, the Company intends to apply the net proceeds from the open offer of approximately HK\$72 million to invest in financial instruments available in local or international financial markets in addition to the PRC financial markets.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors should note that the Placing is subject to the satisfaction of the conditions precedent as set out in the section headed “Conditions of the Placing” in this announcement and the Placing Agent not having terminated the Placing Agreement in accordance with the terms thereof. Accordingly, the Placing may or may not proceed.

Shareholders and potential investors are advised to exercise extreme caution when dealings in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:

“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Capital Reorganisation”	the reorganisation of the share capital of the Company became effective on 12 January 2016, involving the share consolidation, the capital reduction and the share subdivision
“Company”	Global Mastermind Capital Limited, a company incorporated in Cayman Islands and continued in Bermuda with limited liability and the issued Shares are listed on the Main Board of the Stock Exchange under stock code: 905
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Macau”	Macau Special Administrative Region of the People’s Republic of China
“Old Share(s)”	the ordinary share(s) of par value of HK\$0.25 each in the share capital of the Company prior to the Capital Reorganisation became effective
“Placee(s)”	any independent professional, institutional or other investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 70,128,000 Placing Shares pursuant to the terms of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the SFO
“Placing Agreement”	the conditional placing agreement dated 29 February 2016 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.40 per Placing Share
“Placing Share(s)”	up to 70,128,000 new Shares to be placed pursuant to the terms of the Placing Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Renminbi”	the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“United States”	the United States of America
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 29 February 2016

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Mung Kin Keung (Chairman), Mr. Mung Bun Man, Alan; and three independent non-executive Directors, namely, Mr. Man Kong Yui, Mr. Fung Wai Ching and Mr. Poon Wai Hoi, Percy.