
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Global Mastermind Capital Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**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)****PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Global Mastermind Capital Limited (the “Company”) to 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, 3rd June 2016 at 10:15 a.m., at which, among other things, the above proposals will be considered, are set out on pages 13 to 17 of this circular.

Whether or not you are able to attend and/or vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

28 April 2016

* For identification purposes only

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company (as defined herein). The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and 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, 3rd June 2016 at 10:15 a.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and as amended from time to time
“Companies Act”	The Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Global Mastermind Capital Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange under stock code: 905
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares of up to 20% of the number of issued Shares as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the number of issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Mung Kin Keung (*Chairman*)

Mr. Mung Bun Man, Alan

Independent Non-executive Directors:

Mr. Man Kong Yui

Mr. Fung Wai Ching

Mr. Poon Wai Hoi, Percy

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of

business in Hong Kong:

Unit 1611, 16/F, Shun Tak Centre

West Tower

168-200 Connaught Road Central

Hong Kong

28 April 2016

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the special general meeting of the Company held on 3rd February 2016, (i) the then Shareholders (other than the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) approved ordinary resolutions to grant to the Directors a general mandate to allot up to 70,141,185 Shares (the “**Existing Issue Mandate**”) and any extension thereof; and (ii) the then Shareholders approved an ordinary resolution to grant to the Directors a general mandate to repurchase Shares up to 35,070,592 Shares (the “**Existing Repurchase Mandate**”). As at the Latest Practicable Date, an aggregate of 70,128,000 Shares have been allotted and issued on 17th March 2016 pursuant to a placing agreement entered into on 29th February 2016 at a price of HK\$0.40 per Share under the Existing Issue Mandate and the Existing Repurchase Mandate has not been utilized.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of passing of ordinary resolutions to be proposed at the AGM of the Issue Mandate, the Repurchase Mandate and to extend the Issue Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing such resolution. The full text of these resolutions are set out in resolutions numbered 4 to 6 as set out in the notice of the AGM contained in pages 14 to 17 of this circular. The aforesaid mandates will expire: (a) at the end of the Company’s next annual general meeting following the AGM; (b) at the end of the period within which the Company is required by applicable law or the Bye-laws to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Company in a general meeting prior to the next annual general meeting following the AGM, whichever is the earliest. The Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

As at the Latest Practicable Date, the number of issued Shares was 420,833,925 Shares, assume no further new Shares to be issued or no Shares to be repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 84,166,785 new Shares and the Repurchase Mandate will grant to the Directors an authority to repurchase up to 42,083,392 Shares.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Mung Kin Keung (Chairman) and Mr. Mung Bun Man, Alan, Mr. Man Kong Yui, Mr. Fung Wai Ching and Mr. Poon Wai Hoi, Percy.

Pursuant to Bye-law 84(1) of the Bye-laws, Mr. Mung Bun Man, Alan and Mr. Man Kong Yui (“**Mr. Man**”), shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Mr. Man, being an independent non-executive Director eligible for re-election at the AGM, has given an annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. During his tenure in office, he has demonstrated his abilities to provide an independent view to the Company’s matters. The Board considers that Mr. Man is able to continue to fulfill his role as independent non-executive Director and thus recommends him to be re-elected at the AGM. Furthermore, the Board is of the view that Mr. Man meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the guidelines.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, amongst other things, the resolutions relating to the proposals for the Issue Mandate (and any extension thereof), the Repurchase Mandate and the re-election of retiring Directors.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of AGM will be voted by poll.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
Global Mastermind Capital Limited
Mung Kin Keung
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 420,833,925 Shares. Subject to the passing of the resolution to approve the Repurchase Mandate and on the basis of no further Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 42,083,392 Shares, representing 10% of the number of issued Shares as at the date of the AGM.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net assets value per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Bye-laws, the Companies Act or any other applicable laws of Bermuda for such purpose.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited consolidated financial statements of the Company for the year ended 31st December 2015 in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:–

	Share price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April*	2.800	1.584
May*	2.764	1.844
June*	2.176	1.640
July*	1.696	0.828
August*	1.260	0.840
September*	1.040	0.828
October*	0.860	0.660
November*	0.736	0.640
December*	0.716	0.636
2016		
January*	0.676	0.400
February	0.500	0.400
March	0.580	0.455
April (up to and including the Latest Practicable Date)	0.600	0.460

* *The share prices have been adjusted as shown on the Stock Exchange Website: www.hkex.com.hk taking into account of the Capital Reorganisation (as defined in the announcement of the Company dated 30 September 2015) effective on 12 January 2016 and the Open Offer (as defined in the announcement of the Company dated 13 May 2015) which was completed on 25 August 2015.*

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. EFFECT OF TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the Shares in issue:

Shareholder	Number of Shares	Approximate Percentage holding
China Tian Di Xing Logistics Holdings Limited ("TDX") (Note)	104,858,000	24.92%

Note: TDX is a company incorporated in Hong Kong with limited liability and is owned as to 99.99% by Mr. Mung Kin Keung, the chairman of the Company and an executive Director.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, in the event that the Directors exercise in full the power to repurchase the Shares in accordance with the Repurchase Mandate, the total interest of TDX in the Shares would be increased to 27.69%.

As at the Latest Practicable Date, nothing has come to the attention of the Directors that there will be any consequences under the Takeovers Code if the Repurchase Mandate is exercised.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following set out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Bye-law 84(1) of the Bye-laws.

EXECUTIVE DIRECTOR

Mr. MUNG Bun Man, Alan (“**Mr. Mung**”), aged 29, was an executive Director during the period from 12th November 2010 to 3rd April 2013 and was re-appointed as an executive Director on 31st March 2014 and the chief executive officer of the Company on 9th February 2015. He is also a director of various subsidiaries of the Group. He holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. He has extensive working experience in investment and asset management. He was appointed as an executive director of Global Mastermind Holdings Limited (formerly known as Well Way Group Limited, stock code: 8063), a company listed on the Growth Enterprises Market of the Stock Exchange on 24th March 2014. He was appointed as an executive director of Bestway International Holdings Limited (stock code: 718), a company listed on the Main Board of the Stock Exchange on 22nd October 2013 and resigned with effect from 30th June 2015. He was also appointed as an executive director of HNA International Investment Holdings Limited (formerly known as Shougang Concord Technology Holdings Limited stock code: 521), a company listed on the Main Board of the Stock Exchange on 24th October 2013 and resigned with effect from 6th February 2015. Save as disclosed above, he did not hold any directorships in any other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group.

Mr. Mung has not entered into any service contract with the Company and has no fixed term of service with the Company. In accordance with the Bye-Laws, Mr. Mung will be subject to retirement by rotation at least once every three years. He is currently entitled to a director’s fee of HK\$3,600,000 per annum and a discretionary bonus as may be determined by the Board from time to time pursuant to the authority given by the Shareholders. Such emolument was, and discretionary bonus will be, determined with reference to the then prevailing market conditions, the performance of the Company as well as Mr. Mung’s individual performance.

Mr. Mung is the son of Mr. Mung Kin Keung, the chairman of the Board, an executive Director and a substantial Shareholder. Save as disclosed above, he does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as respectively defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Mung does not have any interests or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. MAN Kong Yui (“Mr. Man”), aged 56, was appointed as an independent non-executive Director on 26th September 2014. Mr. Man is also the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of the Company. He has involved in the investment and financial industries for over 35 years and has extensive experience in bullion, foreign exchange, securities, futures and asset management business. He has held various senior positions with prominent banks, international financial institutions and listed companies in Hong Kong. He holds a Bachelor Degree in Business Administration from The Chinese University of Hong Kong. He is currently a chief operating officer of a newly set up financial holdings company. He has been appointed as an independent non-executive director of Get Nice Holdings Limited (stock code: 64) since 3rd October 2005, a company listed on the Main Board of the Stock Exchange. He was also appointed as an independent non-executive director of Huanxi Media Group Limited (formerly known as 21 Holdings Limited stock code: 1003) from 10th April 2014 to 18th September 2015, a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Man did not hold any directorships in any other listed public companies in the last three years.

Mr. Man has not entered into any service contract with the Company. There is no specific term or proposed length of services for Mr. Man’s appointment. In accordance with the Bye-Laws, Mr. Man will be subject to retirement by rotation at least once every three years. Mr. Man is entitled to a director’s fee of HK\$60,000 per annum which is determined by the Board with reference to his experience and responsibilities in the Company and the recommendation from the remuneration committee of the Company.

Mr. Man does not have any relationship with any Directors, senior management of the Company, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO nor does he hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters need to be brought to the attention of the Shareholders in respect of each of the above retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of Global Mastermind Capital Limited (the “**Company**”) to 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, 3rd June 2016 at 10:15 a.m. (or any adjournment thereof) for the following purposes:

As ordinary business, to consider and, if thought fit, pass, with or without modifications, the follow resolutions as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31st December 2015 and the report of the directors of the Company (the “**Directors**”) and the auditors of the Company thereon.
2.
 - (a) To re-elect Mr. Mung Bun Man, Alan as an executive Director.
 - (b) To re-elect Mr. Man Kong Yui as an independent non-executive Director.
 - (c) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorize the Board to fix their remuneration.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

4. **“THAT:**
- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (“**Bye-laws**”); shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
 - (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or 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 applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution by the Shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above.”

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

Hong Kong, 28 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 1611, 16/F, Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the this notice is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and, subject to the provisions of the Bye-laws, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Meeting to represent the member.
2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
3. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
4. With respect of resolution numbered 2 of this notice, Mr. Mung Bun Man, Alan and Mr. Man Kong Yui shall retire from the office of directorship by rotation and shall offer themselves for re-election in accordance with the Bye-laws. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in the circular of the Company dated 28th April 2016.
5. As at the date of this notice, 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.