
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser

If you have sold or transferred all your shares in Global Mastermind Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



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)

(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
(3) RE-ELECTION OF DIRECTOR;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary 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 Monday, 12 April 2021 at 11:00 a.m. or is set out on pages 15 to 17 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, 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 appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.globalmholdings.com.

23 March 2021

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (excluding a Saturday, Sunday and public holiday) on which banks are open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on GEM from 50,000 Existing Shares to 5,000 Consolidated Shares
“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)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Convertible Bonds”	the outstanding guaranteed convertible bonds in the aggregate principal amount of HK\$60.0 million issued by the Company to Heng Tai Finance Limited on 12 November 2020 conferring rights to convert the Existing Shares at a conversion price of HK0.071 per Existing Shares (subject to adjustment)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary 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 Monday, 12 April 2021 at 11:00 a.m. to consider and, if thought fit, approve the Share Consolidation and the re-election of Director
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately before the Share Consolidation becoming effective

DEFINITIONS

“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of directors of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Mr. Lai”	Mr. Lai Hok Lim
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the proposed share consolidation on the basis that every ten (10) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) The Company requests attendees to wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the satisfaction of all the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Event	Date and time (2021)
Latest time for lodging transfer documents to qualify for attendance and voting at the EGM	4:30 p.m. on Thursday, 1 April
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Wednesday, 7 April to Monday, 12 April (both dates inclusive)
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to time of the EGM)	11:00 a.m. on Saturday, 10 April
Expected date and time of the EGM to approve the Share Consolidation	11:00 a.m. on Monday, 12 April
Announcement of the poll result of the EGM	Monday, 12 April
The following events are conditional on the satisfaction of the conditions for the implementation of the Share Consolidation.	
Effective date of the Share Consolidation	Wednesday, 14 April
First day of free exchange of existing share certificates of the Existing Shares for new share certificates for the Consolidated Shares	Wednesday, 14 April
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 14 April
Original counter for trading in the Existing Shares in board lots of 50,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 14 April

EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares
in board lots of 5,000 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. on
Wednesday, 14 April

Original counter for trading in the Consolidated Shares in
board lots of 5,000 Consolidated Shares (in the form of
new share certificates for the Consolidated Shares) re-opens 9:00 a.m. on
Wednesday, 28 April

Parallel trading in the Consolidated Shares (in the form of
new share certificates for the Consolidated Shares and existing share
certificates of the Existing Shares) commences 9:00 a.m. on
Wednesday, 28 April

Designated broker starts to stand in the market to provide
matching services for odd lots of the Consolidated Shares 9:00 a.m. on
Wednesday, 28 April

Temporary counter for trading in the Consolidated Shares
in board lots of 5,000 Consolidated Shares (in the form of
existing share certificates) closes 4:10 p.m. on
Tuesday, 18 May

Parallel trading in the Consolidated Shares (in the form of
new share certificates for the Consolidated Shares and
existing share certificates of the Existing Shares) ends 4:10 p.m. on
Tuesday, 18 May

Designated broker ceases to stand in the market to provide
matching services for odd lots of the Consolidated Shares 4:00 p.m. on
Tuesday, 18 May

Last day and time for free exchange of existing share certificates
of the Existing Shares for new share certificates
for the Consolidated Shares 4:10 p.m. on
Friday, 21 May

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cheung Kwok Wai, Elton (*Chairman*)
Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan (*Managing Director*)

Independent non-executive Directors:

Mr. Fung Wai Ching
Mr. Law Kwok Ho, Kenward
Mr. Lai Hok Lim

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

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

Unit 1201, 12/F.
West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

23 March 2021

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
AND
(3) RE-ELECTION OF DIRECTOR**

INTRODUCTION

References are made to (i) the announcement of the Company dated 12 March 2021 in relation to the Share Consolidation and the Change in Board Lot Size; and (ii) the announcement of the Company dated 24 July 2020 in relation to, amongst others, the appointment of Mr. Lai as independent non-executive Director.

* for identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the Share Consolidation, the Change in Board Lot Size, the re-election of Mr. Lai as independent non-executive Director and the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.10 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$1,800,000,000 divided into 180,000,000,000 Existing Shares of HK\$0.01 each, of which 4,262,867,050 Existing Shares had been issued and are fully paid or credited as fully paid. Assuming that no further Existing Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation, the authorised share capital of the Company shall become HK\$1,800,000,000 divided into 18,000,000,000 Consolidated Shares of HK\$0.10 each, of which 426,286,705 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee granting the approval for listing of, and permission to deal in, the Consolidated Shares; and

LETTER FROM THE BOARD

- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the satisfaction of the above conditions, the effective date of the Share Consolidation is currently expected to be Wednesday, 14 April 2021, being the second Business Day immediately after the date of the EGM.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the GEM Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on GEM upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on GEM or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than GEM, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than GEM, and no such listing or permission to deal is being or is proposed to be sought.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Global Mastermind Securities Limited to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Ms. Lau Oi Shan of Global Mastermind Securities Limited at Unit 1201-02, 12/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong or at telephone number (852) 2763-3918 from 9:00 a.m. on Wednesday, 28 April 2021 to 4:00 p.m. on Tuesday, 18 May 2021.

LETTER FROM THE BOARD

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot arrangement, is recommended to consult his/her/its own professional advisers.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 14 April 2021, being the second Business Day immediately after the date of the EGM, the Shareholders may during the business hours, on or after Wednesday, 14 April 2021 and until 4:10 p.m. on Friday, 21 May 2021 (both dates inclusive) submit existing share certificates for the Existing Shares to the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificates for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher.

The share certificates for the Existing Shares will only be valid for delivery, trading, registration and settlement purposes for the period up to 4:10 p.m. on Tuesday, 18 May 2021, and thereafter will not be accepted for delivery, trading, registration and settlement purposes. However, the share certificates for the Existing Shares will continue to be good evidence of title to the Consolidated Shares on the basis of ten (10) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in red colour in order to distinguish them from the share certificates for the Existing Shares which are in blue colour.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there was the Convertible Bonds with conversion rights in an aggregate principal amount of HK\$60,000,000, which entitles the holder(s) thereof to convert to a maximum of 845,070,422 Existing Shares upon exercise of the conversion rights attaching to the Convertible Bonds. Under the relevant terms and conditions of the Convertible Bonds, the Share Consolidation will lead to adjustments to the conversion price of the Convertible Bonds and the number of Consolidated Shares falling to be issued upon exercise of the conversion rights pursuant to the terms and conditions of the Convertible Bonds respectively.

Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Other than the Convertible Bonds, the Company did not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Existing Shares as at the Latest Practicable Date.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares were traded on GEM in the board lot size of 50,000 Existing Shares. The Board proposes to change the board lot size for trading on GEM from 50,000 Existing Shares to 5,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.089 per Existing Share as quoted on GEM on the Latest Practicable Date, (i) the market value per board lot of 50,000 Existing Shares was HK\$4,450; and (ii) the theoretical market value per board lot of 5,000 Consolidated Shares would be HK\$4,450.

REASONS FOR AND BENEFITS OF THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer is required either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremities; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.00. As the trading prices of the Existing Shares have been trading below HK\$0.10 since April 2019, the Board resolved to propose the Share Consolidation with the view to complying with the trading requirements under the GEM Listing Rules.

LETTER FROM THE BOARD

As mentioned above, the closing price of the Existing Shares at the Latest Practicable Date was HK\$0.089 and the Existing Shares were trading at board lot value of HK\$4,450. After the Share Consolidation and the Change in Board Lot Size becoming effective, the theoretical market value of each new board lot will be remained at HK\$4,450. With the threshold for trading in the Shares being unchanged, attractiveness for investors to trade the Shares and also the liquidity of the Shares can be maintained.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation and the Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

Based on the above, the Directors consider that the Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company did not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises and/or other corporate actions when suitable fund raising opportunities arise for future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Shareholders should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Consolidation”, and the Change in Board Lot Size is conditioned upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

As disclosed in the announcement of the Company dated 24 July 2020, following the resignation of Mr. Tsai Yung Chieh, David as an independent non-executive Director, Mr. Lai has been appointed as an independent non-executive Director. According to article 86 of the articles of association of the Company, the appointment of Mr. Lai shall hold office until the next following general meeting, and shall be eligible for re-election at the EGM, which is subject to the approval by the Shareholders at a general meeting of the Company. The ordinary resolution in relation to the re-election of Mr. Lai will be proposed at the EGM.

The biographical details of Mr. Lai are set out below:

Mr. Lai, aged 62, has been a practising solicitor in Hong Kong since 1989. He graduated from the University of Hong Kong with a Bachelor of Arts Degree and holds a Bachelor of Arts (Law) Degree from the University of Sussex in the United Kingdom and a Bachelor of Law Degree from Beijing University in the People's Republic of China.

Mr. Lai is currently an independent non-executive director of China Healthwise Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 348). Mr. Lai was an independent non-executive director of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 938), during the period from 1 December 2016 to 5 November 2018.

Mr. Lai does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules). He does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

Mr. Lai has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to the prevailing range of directors fee for independent non-executive directors of listed companies in Hong Kong and is subject to review by the remuneration committee of the Board from time to time.

Save as disclosed above, there is no further information relating to Mr. Lai that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the re-election of Mr. Lai which needs to be brought to the attention of the Shareholders and the Stock Exchange.

LETTER FROM THE BOARD

EGM

A notice convening the EGM at which ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the Share Consolidation and the re-election of Director is set out on pages 15 to 17 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying with this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Share Consolidation and the re-election of Director and is required to abstain from voting on the resolutions for approving the Share Consolidation and the re-election of Director at the EGM.

All resolutions at the EGM shall be conducted by way of poll, and the results of the EGM will be announced by the Company in compliance with the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 7 April 2021 to Monday, 12 April 2021 (both dates inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 April 2021.

RESPONSIBILITY STATEMENT

This circular, 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 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.

RECOMMENDATION

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Share Consolidation.

LETTER FROM THE BOARD

The Directors also recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the re-election of Director.

MISCELLANEOUS

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

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

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting 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 Monday, 12 April 2021 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon (i) the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:
 - (i) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of HK\$0.10 each (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company;
 - (ii) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);

* for identification purposes only

NOTICE OF EGM

- (iii) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$1,800,000,000 divided into 180,000,000,000 ordinary shares of HK\$0.01 each to HK\$1,800,000,000 divided into 18,000,000,000 ordinary shares of HK\$0.10 each; and
- (iv) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”
2. To re-elect Mr. Lai Hok Lim as independent non-executive director of the Company.

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

Hong Kong, 23 March 2021

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

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

Unit 1201, 12/F.
West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the meeting or adjourned meeting, and in default thereof the form of proxy shall not be treated as valid.

NOTICE OF EGM

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 7 April 2021 to Monday, 12 April 2021 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 April 2021.

5. In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the meeting to protect attending shareholders, staff and other stakeholders from the risk of infection: (i) compulsory body temperature checks will be conducted on every shareholder, proxy and other attendee at the entrance of the meeting venue and any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue; (ii) the Company requests attendees to wear surgical face masks inside the meeting venue at all times, and to maintain a safe distance between seats; and (iii) no refreshments will be served, and there will be no corporate gifts. To the extent permitted under law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the meeting. In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the meeting instead of attending the meeting in person.

As at the date of this notice, the board of directors of the Company comprises Mr. Cheung Kwok Wai, Elton, Mr. Mung Kin Keung and Mr. Mung Bun Man, Alan as executive directors of the Company and Mr. Fung Wai Ching, Mr. Law Kwok Ho, Kenward and Mr. Lai Hok Lim as independent non-executive directors of the Company.