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MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 31 JANUARY 2011

The Board is pleased to announce that at the EGM held on Monday, 31 January 2011, the proposed resolution was duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) of Mastermind Capital Limited (the “**Company**”) and the notice (the “**Notice**”) convening the EGM both dated 14 January 2011 in relation to the refreshment of Existing General Mandate. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

RESULTS OF EGM

At the EGM held on 31 January 2011, the proposed resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineers at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares was 2,131,200,000. Pursuant to the Listing Rules, the refreshment of Existing General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the refreshment of Existing General Mandate. As such, TDX, being the controlling Shareholder interested in 1,080,000,000 Shares, representing approximately 50.68% of the issued share capital of the Company as at the date of this announcement, and its associates (including Mr. Mung Kin Keung (“**Mr. Mung**”), the Chairman and an executive Director, holds 99.99% equity interests in TDX) shall abstain from voting in favour of the Resolution. The Directors confirmed that TDX, Mr. Mung and their associates had abstained from voting in favour of the Resolution at the EGM.

Save as disclosed above, to the best of the Directors’ knowledge, belief and information, no other Shareholders had a material interest in the Resolution at the EGM and were accordingly required to abstain from voting at the EGM for approving the Resolution. Accordingly, there was a total of 1,051,200,000 Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. No Shareholder was entitled to attend and vote only against the Resolution at the EGM.

* For identification purpose only

The Board is pleased to announce that the Resolution was duly passed by the Independent Shareholders by way of poll at the EGM. The poll results in respect of the Resolution at the EGM were as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
To approve the refreshment of Existing General Mandate (as defined in the Circular) to allot and issue shares	256,240,012 (100%)	Nil (0%)

As more than 50% of the votes were cast in favour of the ordinary resolution, the Resolution was duly passed at the EGM.

By order of the Board
Mastermind Capital Limited
Chee Man Sang, Eric
Executive Director

Hong Kong, 31 January 2011

As at the date of this announcement, the Board comprises of six executive directors, namely, Mr. Mung Kin Keung (Chairman), Mr. Tang Hao (Chief Executive Officer), Mr. Ha Wing Ho, Peter, Mr. Chee Man Sang, Eric, Mr. Michael Stockford and Mr. Mung Chiu Yu, Alan and three independent non-executive directors, namely, Mr. Lo Tak Kin, Ms. Yu Tin Yan, Winnie and Mr. Patrick Lee.