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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)**

### **CHANGE OF DIRECTORS AND LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

#### **CHANGE OF DIRECTORS**

The board of directors (the “Board”) of Mastermind Capital Limited (the “Company”) hereby announces that: -

1. Mr. MUNG Bun Man, Alan (“Mr. Alan Mung”) has been appointed as an executive director of the Company with effect from 31st March, 2014; and
2. Mr. TANG Hao (“Mr. Tang”) has resigned as an executive director and the chief executive officer of the Company with effect from 31st March, 2014.

**Mr. Alan Mung**, aged 27, holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. Mr. Alan Mung is the son of Mr. MUNG Kin Keung, the Chairman and the executive director of the Company. Mr. Alan Mung is the managing partner of First Beijing Investment Limited and a director of Hong Kong Airlines Limited. He is also the vice chairman of Hong Kong Youth Synergy and a member of each of All-China Youth Federation and The Y.Elites Association Limited. Mr. Alan Mung was appointed as an executive director of Bestway International Holdings Limited (Stock Code: 718) and Shougang Concord Technology Holdings Limited (Stock Code: 521) with effect from 22nd October, 2013 and 24th October, 2013 respectively. He was an executive director of the Company during the period from 12th November, 2010 to 3rd April, 2013. Mr. Alan Mung has a extensive working experience in investment and asset management.

Mr. Mung has entered into a service contract with the Company for a term of one year. The emolument of Mr. Mung under his service contract includes HK\$5,000 per month and a discretionary bonus as may be determined by the Board from time to time pursuant to the authority given by the shareholders of the Company (the “Shareholders”). Such salary was, and discretionary bonus will be, determined with reference to the then prevailing market conditions, the performance of the Company as well as Mr. Alan Mung’s individual performance.

As at the date of this announcement and within the meaning of Part XV of the SFO, Mr. Alan Mung does not have any interests in the shares of the Company.

In accordance with the articles of association of the Company (the “Articles”), Mr. Alan Mung will hold office until the next following general meeting of the Company, at which time he will be eligible for re-election. Thereafter, Mr. Alan Mung will be subject to rotation requirements as contained in the Articles and shall retire from office by rotation at least once every three years.

Save as disclosed above, Mr. Alan Mung does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. There is no information relating to the appointment of Mr. Alan Mung which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Tang has resigned as director of the Company due to his own other engagement. Mr. Tang has confirmed that he did not have any disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank for Mr. Tang for his invaluable contributions to the Board during his tenure of service in the Company and welcome Mr. Alan Mung to the Board.

## **LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

With effect from 31st March, 2014, the members of the Board and the membership of the three Board committees of the Company are as follows:

### **Members of the Board**

#### ***Executive Directors***

Mr. MUNG Kin Keung (*Chairman*)

Mr. HA Wing Ho, Peter

Mr. CHEE Man Sang, Eric

Mr. Michael STOCKFORD

Mr. MUNG Bun Man, Alan

#### ***Independent Non-executive Directors***

Mr. LO Tak Kin

Ms. YU Tin Yan, Winnie

Mr. Patrick LEE

## Membership of the three Board committees

<b>Directors</b>	<b>Board Committee</b>	<b>Audit Committee</b>	<b>Remuneration Committee</b>	<b>Nomination Committee</b>
MUNG Kin Keung		–	M	M
HA Wing Ho, Peter		–	–	–
CHEE Man Sang, Eric		–	–	–
Michael STOCKFORD		–	–	–
MUNG Bun Man, Alan		–	–	–
LO Tak Kin		M	C	M
YU Tin Yan, Winnie		M	M	C
Patrick LEE		C	M	M

*Notes:*

C: Chairman of the relevant Board committees

M: Member of the relevant Board committees

By order of the Board  
**Mastermind Capital Limited**  
**HA WING HO, PETER**  
*Executive Director*

Hong Kong, 31st March, 2014

*As at the date of this announcement, the Board comprises of five executive directors, namely, Mr. MUNG Kin Keung (Chairman), Mr. HA Wing Ho, Peter, Mr. CHEE Man Sang, Eric, Mr. Michael STOCKFORD and Mr. MUNG Bun Man, Alan; and three independent non-executive directors, namely, Mr. LO Tak Kin, Ms. YU Tin Yan, Winnie and Mr. Patrick LEE.*

\* *For identification purpose only*