

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 appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that completion of the Placing and Subscription took place on 4 April 2014 in accordance with the Placing and Subscription Agreement. An aggregate of 400,000,000 Placing Shares have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties, at the Placing Price of HK\$0.10 per Placing Share.

As all conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled, completion of the Subscription took place on 14 April 2014 whereby 400,000,000 Subscription Shares (equivalent to the number of Placing Shares successfully placed) were allotted and issued to the Vendor at a subscription price equal to the Placing Price.

The net proceeds received by the Company from the Placing and Subscription are approximately HK\$38.5 million.

Reference is made to the announcement (the “**Announcement**”) of Mastermind Capital Limited (the “**Company**”) dated 31 March 2014 relating to, the placing of existing shares and subscription of new shares under general mandate. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that the Placing was completed on 4 April 2014 in accordance with the Placing and Subscription Agreement. An aggregate of 400,000,000 Placing Shares have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties, at the Placing Price of HK\$0.10 per Placing Share. None of the Placees became a substantial Shareholder (as defined in the Listing Rules) immediately after completion of the Placing.

* *For identification purpose only*

As all conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled, completion of the Subscription took place on 14 April 2014 whereby 400,000,000 Subscription Shares (equivalent to the number of the Placing Shares successfully placed) were allotted and issued to the Vendor at a subscription price equal to the Placing Price. The net proceeds received by the Company from the Placing and Subscription amounted to approximately HK\$38.5 million. The Group intends to use such net proceeds for new investment of the Company.

Shareholding structure of the Company

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing and Subscription are set out as below:

	Immediately before the completion of the Placing and Subscription		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	Shares	Approx. %	Shares	Approx. %	Shares	Approx. %
The Vendor	780,000,000	35.49	380,000,000	17.29	780,000,000	30.02
Link Chance Investment (Hong Kong) Limited	300,000,000	13.65	300,000,000	13.65	300,000,000	11.55
Tao Jie	183,950,000	8.37	183,950,000	8.37	183,950,000	7.08
The Placing Agent and/or subscribers procure by it (<i>Note</i>)	–	0.00	400,000,000	0.00	400,000,000	15.40
Other Shareholders	933,916,000	42.49	933,916,000	42.49	933,916,000	35.95
Total	<u>2,197,866,000</u>	<u>100.00</u>	<u>2,197,866,000</u>	<u>100.00</u>	<u>2,597,866,000</u>	<u>100.00</u>

Note:

None of the Placees became a substantial Shareholder (as defined in the Listing Rules) as a result of the Placing and Subscription

By Order of the Board
Mastermind Capital Limited
Ha Wing Ho, Peter
Executive Director

Hong Kong, 14 April 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.