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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)

RETIREMENT OF EXECUTIVE DIRECTOR AND CHANGE OF AUTHORISED REPRESENTATIVE

RETIREMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Mastermind Capital Limited (the “**Company**”) announces that in accordance with Article 157 of the articles of association of the Company, Mr. Michael Stockford (“**Mr. Stockford**”) will retire from office of executive Director by rotation at the forthcoming annual general meeting of the Company to be held on Wednesday, 25 June 2014 (the “**AGM**”). Mr. Stockford has notified the Board that he will not offer himself for re-election at the AGM as he would like to spend more time pursuing alternative business opportunities and accordingly he will retire as an executive Director upon the conclusion of the AGM.

Mr. Stockford has confirmed that there is neither any disagreement with the Board nor any matters that need to be brought to the attention of holders of shares of the Company and the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his retirement.

The Board would like to extend its appreciation to Mr. Stockford for his valuable contribution to the Company during his tenure of service.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that with effect from 23 May 2014:

- (1) Mr. Stockford has ceased to act as an authorized representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the agent of the Company for the acceptance of service of process in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”); and

(2) Mr. Tse Kam Fai, the company secretary of the Company, has been appointed an authorized representative of the Company for the purpose of the Listing Rules and the agent of the Company for the acceptance of service of process in Hong Kong under the Companies Ordinance.

By Order of the Board
MASTERMIND CAPITAL LIMITED
HA WING HO, PETER
Executive Director

Hong Kong, 23 May 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*