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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 ANNUAL GENERAL MEETING
HELD ON 25 JUNE 2014
AND
RETIREMENT OF EXECUTIVE DIRECTOR**

The Board announces that all resolutions proposed at the AGM held on 25 June 2014 were duly passed by the shareholders of the Company by way of poll.

Mr. Michael Stockford retired from office as executive Director upon conclusion of the AGM.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Mastermind Capital Limited (the “**Company**”) announces that at the annual general meeting of the Company held on 25 June 2014 (the “**AGM**”), all resolutions proposed were duly passed by way of poll voting.

Tricor Secretaries Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
1.	To receive and consider the Audited Financial Statements, the Report of the Directors and the Independent Auditor’s report for the year ended 31 December 2013.	780,020,110 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
2.	(i) To re-elect Mr. CHEE Man Sang, Eric as an executive Director.	780,020,110 (100%)	0 (0%)
	(ii) To re-elect Mr. MUNG Bun Man, Alan as an executive Director.	780,020,110 (100%)	0 (0%)
	(iii) To re-elect Ms. YU Tin Yan, Winnie as an independent non-executive Director.	780,020,110 (100%)	0 (0%)
	(iv) To authorise the Directors to fix the remuneration of the Directors.	780,020,110 (100%)	0 (0%)
3.	To re-appoint BDO Limited as Auditor of the Company and authorise the Directors to fix their remuneration.	780,020,110 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution numbered 4 of the notice of the AGM.	780,020,110 (100%)	0 (0%)
5.	To give a general mandate to the Directors to repurchase shares of the Company pursuant to ordinary resolution numbered 5 of the notice of the AGM.	780,020,110 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to issue new shares of the Company pursuant to ordinary resolution numbered 6 of the notice of the AGM.	780,020,110 (100%)	0 (0%)

As all of the votes were cast in favour of each of the above ordinary resolutions, all the resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 2,597,866,000 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF EXECUTIVE DIRECTOR

Reference was made to the announcement of the Company dated 23 May 2014 relating to, among others, Mr. Michael Stockford (“**Mr. Stockford**”) did not offer himself for re-election at the AGM as an executive Director as he would like to spend more time pursuing alternative business opportunities. Therefore, Mr. Stockford retired from office as executive Director upon 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 shareholders of the Company and the Stock Exchange of Hong Kong Limited in relation to his retirement.

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

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

Hong Kong, 25 June 2014

As at the date of this announcement, the Board comprises of four executive Directors, namely, Mr. MUNG Kin Keung (Chairman), Mr. HA Wing Ho, Peter, Mr. CHEE Man Sang, Eric 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*