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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)

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION DELAY IN DESPATCH OF CIRCULAR AND ADJUSTMENT TO EXPECTED TIMETABLE FOR THE PROPOSED SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

Reference is made to the announcement of Mastermind Capital Limited (the “**Company**”) dated 4 August 2014 (the “**Announcement**”) in relation to the proposed share consolidation and change in board lot size. Unless otherwise stated, terms defined in the Announcement shall have the same meanings when used in this announcement.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In order to provide flexibility to the management of the Company, the board of directors of the Company (the “**Board**”) proposes to amend the existing Article 81 of the articles of association of the Company (the “**Articles**”) in relation to the borrowing power of the Board.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at an extraordinary general meeting of the Company. By reference to the Announcement, the EGM for approving, the proposed Share Consolidation was scheduled to be held on Monday, 8 September 2014. The EGM will now be postponed to Friday, 26 September 2014 to include the special resolution for approving the amendments to the Articles.

## **DELAY IN DESPATCH OF CIRCULAR**

As the Company proposes to pass an additional special resolution in the EGM regarding the amendments to the Articles (as stated above), additional time is required for the Company to finalise certain information to be included in a circular (the “**Circular**”) containing, among other things, further details of the proposed Share Consolidation, change in board lot size and the amendments to the Articles and a notice convening the EGM for the purpose of consideration and, if thought fit, passing, among other things, an ordinary resolution to approve the Share Consolidation and a special resolution to approve the proposed amendments to the Articles. It is expected that the Circular will be despatched to the Shareholders on or around Tuesday, 2 September 2014.

## **ADJUSTMENT TO EXPECTED TIMETABLE FOR THE PROPOSED SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

As a result of the delay in despatch of the Circular and the notice of EGM, the expected timetable for the implementation of the Share Consolidation and the change in board lot size will be revised as follows:

Despatch of circular with notice of EGM . . . . . Tuesday, 2 September 2014

Latest time for lodging proxy form . . . . . 11:00 a.m. on Wednesday, 24 September 2014

Date of EGM . . . . . 11:00 a.m. on Friday, 26 September 2014

Announcement on results of EGM . . . . . Friday, 26 September 2014

Effective date for the Share Consolidation . . . . . Monday, 29 September 2014

First day for free exchange of existing share certificates (grey in colour) for new share certificates (blue in colour) . . . . . Monday, 29 September 2014

Original counter for trading in Shares in board lots of 80,000 Shares (in the form of existing share certificates (grey in colour)) temporarily closes . . . . . 9:00 a.m. Monday, 29 September 2014

Temporary counter for trading in Consolidated Shares in board lots of 8,000 Consolidated Shares (in the form of existing share certificates (grey in colour)) opens . . . . . 9:00 a.m. Monday, 29 September 2014

Original counter for trading in Consolidated Shares in new board lots of 8,000 Consolidated Shares (in the form of new share certificates (blue in colour)) re-opens . . . . . 9:00 a.m. Wednesday, 15 October 2014

Parallel trading in Consolidated Shares  
(in the form of new share certificates (blue in colour) and  
existing share certificates (grey in colour)) commences . . . . .9:00 a.m. Wednesday,  
15 October 2014

Designated broker starts to stand in the market  
to provide matching services for odd lots of  
Consolidated Shares . . . . .9:00 a.m. Wednesday, 15 October 2014

Temporary counter for trading in Consolidated Shares  
in board lots of 8,000 Consolidated Shares  
(in the form of existing share certificates (grey in colour)) closes. . . . .4:00 p.m. Tuesday,  
4 November 2014

Parallel trading in Consolidated Shares  
in the form of new share certificates (blue in colour) and  
existing share certificates (grey in colour) closes . . . . .4:00 p.m. Tuesday,  
4 November 2014

Designated broker ceases to stand in the market  
to provide matching services for odd lots of  
Consolidated Shares . . . . . Tuesday, 4 November 2014

Last day for free exchange of existing share certificates (grey in colour)  
for new share certificates (blue in colour) . . . . . Thursday, 6 November 2014

By Order of the Board  
**Mastermind Capital Limited**  
MUNG Bun Man, Alan  
*Executive Director*

Hong Kong, 22 August, 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*