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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)

**RESIGNATION OF EXECUTIVE DIRECTOR,
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE OF COMPOSITION OF AUDIT COMMITTEE,
NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE
AND
CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board hereby announces that:

- 1 Mr. Chee Man Sang, Eric resigned as an executive Director as he would like to spend more time pursuing his business and ceased to act as the Authorized Representative;
2. Ms. Yu Tin Yan, Winnie resigned as an independent non-executive Director as she would like to spend more time pursuing her own business and ceased to act as the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee;
3. Mr. Man Kong Yui has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee; and
4. Mr. Mung Bun Man, Alan, the executive Director, has been appointed as the Authorized Representative,

all with effect from 26 September 2014.

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

1. Mr. Chee Man Sang, Eric (“**Mr. Chee**”) resigned as an executive Director as he would like to spend more time pursuing his business and ceased to act as an authorized representative of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the authorized representative of the Company for accepting service of process and notices in Hong Kong on behalf of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively the “**Authorized Representative**”);
2. Ms. Yu Tin Yan, Winnie (“**Ms. Yu**”) resigned as an independent non-executive Director as she would like to spend more time pursuing her own business and ceased to act as the chairman of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company;
3. Mr. Man Kong Yui (“**Mr. Man**”) has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee; and
4. Mr. Mung Bun Man, Alan, the executive Director, has been appointed as the Authorized Representative,

all with effect from 26 September 2014.

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Chee confirmed that he has no disagreement with the members of the Board and there is no other matter relating to his resignation needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Chee for his valuable contributions to the Company during his tenure of services.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Yu confirmed that she has no disagreement with the members of the Board and there is no other matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or Stock Exchange.

The Board would like to express its sincere gratitude to Ms. Yu for her valuable contributions to the Company during her tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The biographical details of Mr. Man are as follows:

Mr. Man Kong Yui, aged 54, has been involved in the investment and financial industries for over 35 years and has extensive experience in bullion, foreign exchange, securities, futures and asset management business. He has held various senior positions with prominent banks, international financial institutions and listed companies in Hong Kong. He holds a Bachelor Degree in Business Administration from The Chinese University of Hong Kong. He is currently a general manager of securities brokerage firm. Mr. Man has been an independent non-executive director of each of Get Nice Holdings Limited (stock code: 64) since 3 October 2005 and 21 Holdings Limited (Stock Code: 1003) since 10 April 2014 both are companies listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Man did not hold any directorships in any other listed public companies in the last three years.

Mr. Man has not entered into any service contract with the Company. There is no specific term or proposed length of services for Mr. Man's appointment. In accordance with the articles of association of the Company (the "**Articles**"), Mr. Man will hold office until the next following annual general meeting of the Company, at which time he will be eligible for re-election. Thereafter, Mr. Man will be subject to rotation requirements as contained in the Articles and shall retire from office by rotation at least once every three years. Mr. Man will receive emolument of HK\$60,000 per annum which is determined by the Board with reference to his experience and responsibilities in the Company and the recommendation from the Remuneration Committee.

Mr. Man does not have any relationship with any Directors, senior management of the Company, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) nor does he hold any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no other information relating to the appointment of Mr. Man as an independent non-executive Director that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the shareholders of the Company

The Board would like to express its warmest welcome to Mr. Man in joining the Board.

CHANGE OF AUTHORIZED REPRESENTATIVE

Mr. Mung Bun Man, Alan, the executive Director, has been appointed as the Authorized Representative in place of Mr. Chee with effect from 26 September 2014.

By Order of the Board
MASTERMIND CAPITAL LIMITED
MUNG BUN MAN, ALAN
Executive Director

Hong Kong, 26 September 2014

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. MUNG Kin Keung (Chairman) and Mr. MUNG Bun Man, Alan; and three independent non-executive Directors, namely, Mr. LO Tak Kin, Mr. MAN Kong Yui and Mr. Patrick LEE.

** for identification purpose only*