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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 EXTRAORDINARY GENERAL MEETING  
HELD ON 9 OCTOBER 2014,  
SHARE CONSOLIDATION  
AND  
ADJUSTMENT TO THE SHARE OPTIONS**

The Board announces that all resolutions proposed at the EGM held on 9 October 2014 were duly passed by the Shareholders by way of poll.

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Friday, 10 October 2014.

As at the date of this announcement, the Company had outstanding share options. Upon the Share Consolidation becoming effective, adjustments are required to be made to the exercise price and the number of outstanding share options granted under the Share Option Scheme.

Reference is made to the circular (“**Circular**”) of Mastermind Capital Limited dated 15 September 2014, in relation to, among other things, the Share Consolidation, the change in board lot size and the amendment to the Articles. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board announces that at the extraordinary general meeting of the Company held on 9 October 2014 (the “**EGM**”), 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 EGM.

*The poll results of the EGM are as follows:*

<b>Ordinary Resolution</b>		<b>Number of Shares Voted (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the share consolidation and authorise the directors of the Company to do all such acts and things and execute all such documents to give effect to the share consolidation.	780,092,430 (99.92%)	641,600 (0.08%)
<b>Special Resolution</b>			
2.	To approve the proposed amendment to the Article 81 of the articles of association of the Company and replace it with a new Article 81.	780,092,430 (99.92%)	641,600 (0.08%)

As majority of the votes were cast in favour of the resolution number 1 and not less than three-fourths of the votes were cast in favour of the resolution number 2, resolution number 1 was duly passed as an ordinary resolution and resolution number 2 was duly passed as a special resolution.

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

## **SHARE CONSOLIDATION**

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Friday, 10 October 2014. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares, arrangement of exchange of share certificates and matching services for odd lots in connection with the Share Consolidation.

## **ADJUSTMENTS TO THE SHARE OPTIONS**

As of the date of this announcement, the Company has a total of 35,500,000 share options outstanding granted under the Share Option Scheme to subscribe for 35,500,000 Existing Shares. Upon the Share Consolidation becoming effective, the exercise price and the number of share options outstanding will be adjusted, in accordance with the rules of the Share Option Scheme and Rule 17.03(13) of the Listing Rules, in the following manner:

<b>Date of grant</b>	<b>Immediately before the Share Consolidation becoming effective</b>		<b>Immediately after the Share Consolidation becoming effective</b>	
	Exercise price per share option (HK\$)	Number of Existing Shares issuable on the exercise in full of the outstanding share options	Exercise price per share option (HK\$)	Number of Consolidated Shares issuable on the exercise in full of the outstanding share options
15 April 2011	0.27	35,500,000	2.70	3,550,000

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

Hong Kong, 9 October 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*