Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   **30/11/2014**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   Mastermind Capital Limited

Date Submitted   01/12/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   00905   Description :   Ordinary Shares

	No. of ordinary shares	Par value (HK$)	Authorised share capital (HK$)
Balance at close of preceding month	400,000,000	0.25	100,000,000
Increase/(decrease)	3,600,000,000		
Balance at close of the month	4,000,000,000	0.25	1,000,000,000

(2) Stock code :   N/A   Description :

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : <u>N/A</u> Description : _____

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : <u>N/A</u> Description : _____

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (HK$) :

<u>1,000,000,000</u>

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	311,738,600	N/A	N/A	N/A
Increase/ (decrease) during the month	-	N/A	N/A	N/A
Balance at close of the month	311,738,600	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option Scheme Exercise price : HK$2.7 (12/01/2009) Ordinary shares *(Note 1)*	-	-	(300,000)	-	-	3,250,000
2. (/ /) shares *(Note 1)*						
3. (/ /) shares *(Note 1)*						

Total A.   (Ordinary shares) _____
(Preference shares) _____
(Other class) _____

Total funds raised during the month from exercise of options (State currency) _____

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /) Stock code (if listed) Class of shares issuable *(Note 1)* Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
2.						
(/ /) Stock code (if listed) Class of shares issuable *(Note 1)* Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
3.						
(/ /) Stock code (if listed) Class of shares issuable *(Note 1)* Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
4.						
(/ /) Stock code (if listed) Class of shares issuable *(Note 1)* Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						

Total B.   (Ordinary shares) _____

(Preference shares) _____

(Other class) _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)					
2.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Total C. (Ordinary shares) _____

(Preference shares) _____

(Other class) _____

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A (/ /) shares *(Note 1)*		
2. (/ /) shares *(Note 1)*		
3. (/ /) shares *(Note 1)*		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency ————	Class of shares issuable *(Note 1)*	————		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
2. Open offer	At price :	State currency ————	Class of shares issuable *(Note 1)*	————		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
3. Placing	At price :	State currency ————	Class of shares issuable *(Note 1)*	Ordinary		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
4. Bonus issue			Class of shares issuable *(Note 1)*	————		
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price :	State currency ———	Class of shares issuable *(Note 1)* ———		
			Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A ———	N/A ———
6. Repurchase of shares			Class of shares repurchased *(Note 1)* ———		
			Cancellation date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A ———	N/A ———
7. Redemption of shares			Class of shares redeemed *(Note 1)* ———		
			Redemption date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A ———	N/A ———
8. Consideration issue	At price :	State currency ———	Class of shares issuable *(Note 1)* ———		
			Issue and allotment date : (dd/mm/yyyy) (/ /)		
			AGM approval date: (dd/mm/yyyy) (/ /)		
				N/A ———	N/A ———

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation		Class of shares issuable *(Note 1)* — Ordinary		
		Issue and allotment date : (dd/mm/yyyy) — (/ /)		
		EGM approval date: (dd/mm/yyyy) — (/ /)		
			N/A	N/A
10. Other (Please specify)	At price : State currency ———	Class of shares issuable *(Note 1)* — ———		
		Issue and allotment date : (dd/mm/yyyy) — (/ /)		
		EGM approval date: (dd/mm/yyyy) — (/ /)	N/A	N/A
		Total E. (Ordinary shares) ————		
		(Preference shares) ————		
		(Other class) ————		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

N/A

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Submitted by: Lee Chan Wah
_____

Title: Secretary
                _____
                (Director, Secretary or other duly authorised officer)

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Notes :

1.   *State the class of shares (e.g. ordinary, preference or other).*

2.   *If there is insufficient space, please append the prescribed continuation sheet.*