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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 5 JUNE 2015

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 5 June 2015.

Reference is made to the circular (the “**Circular**”) of Mastermind Capital Limited (the “**Company**”) dated 30 April 2015 and all resolutions proposed in the notice (the “**Notice of AGM**”) of the annual general meeting of the Company (the “**AGM**”) contained herein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the annual general meeting of the Company held on Friday, 5 June 2015.

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

* *For identification purposes only*

As at the date of the AGM, the total number of issued shares in the Company was 467,607,900 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 209,154,100 Shares were held by the Shareholders who have attended and voted for or against the resolutions at the AGM. To the best of the Directors' knowledge, information and belief, no Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the Audited Financial Statements of the Company and its subsidiaries, the Reports of the Directors and the Independent Auditor's Report for the year ended 31 December 2014.	209,154,100 (100%)	0 (0%)
2.	To re-elect Mr. Mung Kin Keung as an executive Director;	209,154,100 (100%)	0 (0%)
	To re-elect Mr. Man Kong Yui as an independent non-executive Director;	209,154,100 (100%)	0 (0%)
	To re-elect Mr. Fung Wai Ching as an independent non-executive Director;	209,154,100 (100%)	0 (0%)
	To re-elect Mr. Poon Wai Hoi, Percy as an independent non-executive Director; and	209,154,100 (100%)	0 (0%)
	To authorise the Board to fix the remuneration of Directors.	209,154,100 (100%)	0 (0%)
3.	To re-appoint BDO Limited as Auditor of the Company and authorise the Directors to fix their remuneration.	209,154,100 (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 AGM.	209,154,100 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
5.	To give a general mandate to the Directors to repurchase the Shares pursuant to ordinary resolution numbered (5) of the Notice of AGM.	209,154,100 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to issue new Shares pursuant to ordinary resolution numbered (6) of the Notice of AGM.	209,154,100 (100%)	0 (0%)
7.	To approve the refreshment of the 10% scheme mandate limit under the share option scheme of the Company.	209,154,100 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the proposed resolutions, all the resolutions were duly passed as ordinary resolutions by way of poll at the AGM.

By Order of the Board
Mastermind Capital Limited
Mung Kin Keung
Chairman

Hong Kong, 5 June 2015

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. Man Kong Yui, Mr. Fung Wai Ching and Mr. Poon Wai Hoi, Percy.