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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)**

- (1) DESPATCH OF THE CIRCULAR;**
- (2) SECOND EXTENSION LETTER TO THE UNDERWRITING AGREEMENT;**
- (3) REVISED TIMETABLE RELATING TO THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER;**
- AND**
- (4) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

### **(1) DESPATCH OF THE CIRCULAR**

The Board is pleased to announce that the Circular containing, among other things, further details about the Open Offer will be despatched by the Company to the Shareholders on 26 June 2015.

\* For identification purposes only

**(2) SECOND EXTENSION LETTER TO THE UNDERWRITING AGREEMENT**

As a result of the delay in despatch of the Circular, on 25 June 2015, the Company, the Underwriters and Mr. Mung entered into the Second Extension Letter to further amend (i) the latest time for lodging the transfers of Shares in order to qualify for the Open Offer; (ii) the Latest Time for Acceptance; (iii) the Latest Time for Termination; (iv) the Prospectus Posting Date; and (v) the Record Date of the Underwriting Agreement in accordance with the relevant dates set out in the revised timetable below or such other time(s) or date(s) as the Company may determine.

**(3) REVISED TIMETABLE RELATING TO THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER**

The revised timetable of the Open Offer is set out in this announcement.

**(4) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

The Shareholders and the public should note that as a result of the change in the timetable:

- (i) the register of members of the Company will be closed from Wednesday, 15 July 2015 to Tuesday, 21 July 2015, both dates inclusive, for determining the right to attend the EGM for Open Offer; and
- (ii) the Record Date to determine entitlements to the Open Offer is now changed to Friday, 31 July 2015 and the register of members of the Company will be closed from Monday, 27 July 2015 to Friday, 31 July 2015, both dates inclusive, for determining the entitlements under the Open Offer.

No transfer of shares of the Company will be registered during these periods.

Reference is made to the announcement of Mastermind Capital Limited (the “**Company**”) dated 13 May 2015 (the “**Announcement**”) in relation to, among other matters, the open offer on the basis of two new shares of the Company for every one existing share held on the record date, and the respective announcements of the Company dated 5 June 2015 and 19 June 2015 (the “**Delay Announcements**”) in respect of the delay in despatch of the circular in relation to the above (the “**Circular**”). Unless the content otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **(1) DESPATCH OF THE CIRCULAR**

As stated in the Announcement and the Delay Announcements, the Circular containing, among other things, (i) further details about the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Open Offer (including the absence of excess application arrangement) and the Underwriting Agreement; and (iv) the notice convening the EGM, will be despatched to the Shareholders on or before 3 July 2015.

The Board announces that the Circular will be despatched by the Company to the Shareholders on 26 June 2015.

## **(2) SECOND EXTENSION LETTER TO THE UNDERWRITING AGREEMENT**

As a result of the delay in despatch of the Circular, on 25 June 2015, the Company, the Underwriters and Mr. Mung entered into an extension letter (the “**Second Extension Letter**”), pursuant to which the Company, the Underwriters and Mr. Mung agreed to further amend (i) the latest time for lodging the transfers of Shares in order to qualify for the Open Offer; (ii) the Latest Time for Acceptance; (iii) the Latest Time for Termination; (iv) the Prospectus Posting Date; and (v) the Record Date of the Underwriting Agreement in accordance with the relevant dates set out in the revised timetable below or such other time(s) or date(s) as the Company may determine.

Save for the amendments as mentioned above, there is no other change to the Underwriting Agreement.

**(3) REVISED TIMETABLE RELATING TO THE CHANGE IN BOARD LOT SIZE AND THE OPEN OFFER**

The revised expected timetable for the proposed change in board lot size and the Open Offer is set out below:

**2015**

Latest time for lodging transfer of shares in order to  
qualify for attendance and voting at the EGM. . . . . 4:30 p.m. on  
Tuesday, 14 July

Closure of register of members of the Company to  
determine the qualification for attendance  
and voting at the EGM (both day inclusive) . . . . . Wednesday, 15 July to  
Tuesday, 21 July

Latest time for lodging forms of  
proxy for the EGM (not less than 48 hours) . . . . . 12:00 noon on  
Sunday, 19 July

Record date for attendance and voting at the EGM. . . . . Tuesday, 21 July

EGM. . . . . 12:00 noon on  
Tuesday, 21 July

Announcement of poll result of EGM. . . . . Tuesday, 21 July

Last day of dealings in Shares on  
cum-entitlements basis of the Open Offer. . . . . Wednesday, 22 July

First day of dealings in Shares on  
ex-entitlements basis of the Open Offer . . . . . Thursday, 23 July

Latest time for lodging transfers of  
Shares in order to qualify for the Open Offer . . . . . 4:30 p.m. on  
Friday, 24 July

Register of members close (both days inclusive) in Hong Kong and the Cayman Islands to determine the entitlements to the Open Offer . . . . .	Monday, 27 July to Friday, 31 July
Record Date for the Open Offer . . . . .	Friday, 31 July
Register of members reopen . . . . .	Monday, 3 August
Despatch of Prospectus Documents . . . . .	Monday, 3 August
Latest time for Acceptance . . . . .	4:00 p.m. on Monday, 17 August
Latest Time for Termination by the Underwriters . . . . .	4:00 p.m. on Friday, 21 August
Announcement of the results of the Open Offer . . . . .	Monday, 24 August
Despatch of share certificates for Offer Shares. . . . .	Tuesday, 25 August
Despatch of refund cheques if the Open Offer is terminated. . . . .	Tuesday, 25 August
Effective date of change in board lot size from 16,000 Shares to 32,000 Shares . . . . .	Tuesday, 25 August
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Shares. . . . .	9:00 a.m. on Tuesday, 25 August
Expected first day of dealings in fully-paid Offer Shares on the Stock Exchange . . . . .	9:00 a.m. on Wednesday, 26 August

Designated broker ceases to stand  
in the market to provide matching services  
for sale and purchase of odd lots of Shares. . . . . 4:00 p.m. on  
Tuesday, 15 September

All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

**(4) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

The Shareholders and the public should note that as a result of the change in the timetable:

- (i) the register of members of the Company will be closed from Wednesday, 15 July 2015 to Tuesday, 21 July 2015, both dates inclusive, for determining the right to attend the EGM for Open Offer; and
- (ii) the Record Date to determine entitlements to the Open Offer is now changed to Friday, 31 July 2015 and the register of members of the Company will be closed from Monday, 27 July 2015 to Friday, 31 July 2015, both dates inclusive, for determining the entitlements under the Open Offer.

No transfer of shares of the Company will be registered during these periods.

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

Hong Kong, 25 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.*