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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 THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 21 JULY 2015; AND COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENTS BASIS

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on Tuesday, 21 July 2015, the proposed resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENTS BASIS

Given the ordinary resolution relating to the Open Offer was duly passed by the Independent Shareholders at the EGM, the dates and times mentioned in the expected timetable for the Open Offer as set out in the Circular remain unchanged.

* *For identification purposes only*

Pursuant to the expected timetable for the Open Offer as set out in the Circular, the last day of dealings in Shares on a cum-entitlements basis is Wednesday, 22 July 2015.

Dealings in the Shares on an ex-entitlements basis shall commence on Thursday, 23 July 2015.

Reference is made to the circular (the “**Circular**”) of Mastermind Capital Limited (the “**Company**”) and the notice of EGM (the “**EGM Notice**”) both dated 26 June 2015 in relation to the Open Offer. Unless the context otherwise requires, terms defined in the Circular shall have the same meaning when used herein.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of Shares in issue was 467,607,900 Shares.

As stated in the Circular, all Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates, and TDX are required to abstain from voting in favour of the resolution approving the Open Offer (including the absence of the excess application arrangement), the Underwriting Agreement and the transactions contemplated respectively thereunder at the EGM.

As at the date of the EGM, TDX, which is owned as to 99.99% by Mr. Mung and 0.01% by Ms. Sin Lai Ni (who is the spouse of Mr. Mung), is interested in 117,000,000 Shares, representing approximately 25.02% of the issued share capital of the Company. Therefore, TDX has abstained from voting in respect of the resolution proposed at the EGM. Save as disclosed above, there are no other Directors (excluding independent non-executive Directors), chief executive of the Company nor any of their respective associates holding any Shares. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the proposed resolution was 350,607,900 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the proposed resolution at the EGM.

The branch share registrar of the Company, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The Board is pleased to announce that at the EGM held on Tuesday, 21 July 2015, the proposed resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll. The poll result in respect of the resolution was as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Open Offer, the Underwriting Agreement, the absence of arrangements for excess application and the transactions contemplated thereunder.	92,154,300 (99.9997%)	240 (0.0003%)

As more than 50% of the votes were cast in favour of the resolution proposed at the EGM, the resolution put to vote at the EGM was passed as ordinary resolution of the Company.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENTS BASIS

Given the ordinary resolution relating to the Open Offer was duly passed by the Independent Shareholders at the EGM, the dates and times mentioned in the expected timetable for the Open Offer as set out in the Circular remain unchanged.

Pursuant to the expected timetable for the Open Offer as set out in the Circular, the last day of dealings in Shares on a cum-entitlements basis is Wednesday, 22 July 2015. Based on the closing price of HK\$0.35 per Share as quoted on the Stock Exchange on 21 July 2015, the theoretical ex-entitlement price is approximately HK\$0.3167 per Share.

Dealings in the Shares on an ex-entitlements basis shall commence on Thursday, 23 July 2015.

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on Monday, 3 August 2015 and the Prospectus will be despatched to the Prohibited Shareholders (if any) for information only on Monday, 3 August 2015.

Shareholders and potential investors should note that the Open Offer is conditional upon the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult with their professional advisers.

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

Hong Kong, 21 July 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.