



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING (or any adjournment thereof)

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares (the "Shares") of HK\$0.025 each in the capital of Mastermind Capital Limited (the "Company") hereby appoint the chairman (the "Chairman") of the extraordinary general meeting (the "Meeting") of the Company or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us at the Meeting to be held at Units 2606A-2608, 26th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong on Thursday, 9 October 2014 at 11:00 a.m. and at any adjournment thereof, on the resolutions referred to in the notice convening the Meeting (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution		FOR ^(Note 4)	AGAINST ^(Note 4)
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.		
Special Resolution			
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.		

Full text of the above resolutions is set out in the Notice dated 15 September 2014 convening the Meeting.

Dated this _____ day of _____ 2014

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any person other than the Chairman is appointed as proxy, please delete the words "the chairman (the "Chairman") of the extraordinary general meeting (the "Meeting") of the Company or" and insert the name and address of that person in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.

* For identification purpose only