



# MASTERMIND CAPITAL LIMITED

慧德投資有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

## PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING OR AT ANY ADJOURNMENT THEREOF (“MEETING”)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.25 each in the share capital of Mastermind Capital Limited (the “Company”), **HEREBY APPOINT<sup>3</sup> THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 2606A-2608, 26th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong on Friday, 21 November 2014 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolution set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit properly put to the Meeting.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve the increase in the authorised share capital of the Company from HK\$100,000,000 divided into 400,000,000 shares of HK\$0.25 each (“Share(s)”) to HK\$1,000,000,000 divided into 4,000,000,000 Shares by the creation of an additional 3,600,000,000 new Shares (the “Increase in Authorised Share Capital”); and to authorize any one or more of the directors of the Company to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		

Dated: \_\_\_\_\_ Shareholder’s signature<sup>7</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.25 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The description of this resolution is by way of summary only. The full text appears in the Notice of the Meeting.
- To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the principal place of business of the Company in Hong Kong at Units 2606A-2608, 26th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint holders of a share of the Company, any one of such joint holders may vote at the Meeting either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish and, in such event, the appointed proxy shall be deemed to have been revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

\* For identification purposes only