

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.

申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 2 JANUARY 2015.

本申請表格(「申請表格」)具有價值,但不可轉讓,並僅供下列列名之合資格股東使用。二零一五年一月二日(星期五)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問,應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of Mastermind Capital Limited dated Tuesday, 16 December 2014 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外,本申請表格所用詞彙與慧德投資有限公司於二零一四年十二月十六日(星期二)刊發之發售章程(「發售章程」)所界定者具有相同涵義。

Dealings in the Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可以透過中央結算系統進行交易,閣下應就該等交易安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不就因本申請表格全部或任何部份內容而產生或任何因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份章程文件連同發售章程附錄三「送呈香港公司註冊處處長之文件」一段所述之文件已按照公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准在聯交所上市及買賣,以及遵守香港結算之證券收納規定後,發售股份將獲香港結算接納為合資格證券,可由發售股份開始在聯交所買賣之日或香港結算釐定之其他日期起,於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易必須於其後第二個交易日在中央結算系統進行交收。在中央結算系統進行之一切活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Branch share registrar and transfer office

in Hong Kong:
香港股份過戶登記分處:

Tricor Secretaries Limited
卓佳秘書商務有限公司

Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港
皇后大道東183號
合和中心22樓



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 905)

(股份代號: 905)

OPEN OFFER OF NOT LESS THAN 155,869,300 AND NOT MORE THAN 156,444,300 OFFER SHARES
AT HK\$0.45 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE

按於記錄日期每持有兩股現有股份獲發一股發售股份之基準
按每股發售股份0.45港元公開發售不少於155,869,300股及不超過156,444,300股發售股份

PAYABLE IN FULL ON APPLICATION BY NO LATER THAN 4:00 P.M. ON FRIDAY, 2 JANUARY 2015

股款須於申請時(不得遲於二零一五年一月二日(星期五)下午四時正)繳足

APPLICATION FORM

申請表格

Name(s) and address of the Qualifying Shareholder(s)

合資格股東姓名及地址

[Blank area for Name(s) and address of the Qualifying Shareholder(s)]

Number of Shares registered in your name on the Record Date of Monday,
15 December 2014
於記錄日期二零一四年十二月十五日(星期一)以閣下名義登記之股份數目

Box A
甲欄

[Blank area for Number of Shares registered in your name on the Record Date of Monday, 15 December 2014]

Number of Offer Shares in your assured allotment
閣下獲保證配發之發售股份數目

Box B
乙欄

[Blank area for Number of Offer Shares in your assured allotment]

Amount payable on your assured allotment when applied in full
閣下申請全數保證配額時應繳款項

Box C
丙欄

HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above.
申請僅可由名列上文之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and
the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.45)
請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.45港元計算)

Box D
丁欄

Number of Offer Shares applied for
申請認購之發售股份數目
Remittance enclosed
隨附股款
HK\$
港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B overleaf by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the holders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of one Offer Share for every two existing Shares held on Monday, 15 December 2014. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Mastermind Capital Limited - Open Offer AC" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who were Non-Qualifying Shareholders.

閣下有權透過填寫本申請表格申請相等或於或少於頁乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程所述者規限下,有關要約乃向名列本公司股東名冊且屬合資格股東之股東提出,基準為按於二零一四年十二月十五日(星期一)每持有兩股現有股份獲保證配發一股發售股份。本公司將不會向合資格股東呈額外發售股份,而不獲合資格股東承購之發售股份將由包銷商承購。閣下如欲申請任何發售股份,請填妥及簽署本申請表格,並將本申請表格連同發售股份涉及之全數應繳款項之適當股款,一併交回過戶登記處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓。根據本申請表格認購發售股份之所有股款必須以港元支付,並以「Mastermind Capital Limited - Open Offer AC」為抬頭人及劃線註明「只准入抬頭人賬戶」,並須符合背頁所載手續。任何屬非合資格股東之人士概不得申請發售股份。

* for identification purposes only
* 僅供識別



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

IMPORTANT NOTES

1. The Qualifying Shareholders are not entitled to apply for any Offer Shares in excess of their respective assured entitlements.
 2. No fractional entitlements to the Offer Shares will be issued to the Qualifying Shareholders.
 3. No Prohibited Shareholder is permitted to apply for any Offer Shares.
 4. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for the Offer Shares in respect of which the application(s) is/are made in full or in part will be despatched to the applicant(s) or, in the case of joint applicants, to the first named applicant by ordinary post on Wednesday, 14 January 2015, at their own risk, at the address stated on the Application Form.
 5. Completion of the Application Form will constitute an instruction and authority by the Qualifying Shareholder(s) to the Company and/or Tricor Secretaries Limited or any person nominated by it for the purpose, on behalf of the Qualifying Shareholder(s) to execute any registration of the Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the Qualifying Shareholder(s) of the Offer Shares being applied for in accordance with the arrangements described in the Prospectus.
 6. The Qualifying Shareholder(s) of the Offer Shares undertake(s) to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the Memorandum and Articles of Association of the Company.
 7. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
 8. The allotments under the Open Offer on an assured basis are not transferable nor are they capable of renunciation.
 9. The Company reserves the right to refuse any application of Offer Shares which does not comply with the procedures set out herein.
- Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.
- For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the warranties and representations.

PROCEDURES FOR APPLICATION

You may apply for such number of the Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply for such number of the Offer Shares which is less than your assured allotment, you must enter in Box D of the Application Form the number of the Offer Shares for which you wish to apply and the total amount payable (calculated as the number of the Offer Shares being applied for multiplied by HK\$0.45). If the amount of the corresponding remittance received is less than that required for the number of the Offer Shares inserted, you will be deemed to have applied for such lesser number of the Offer Shares for which full payment has been received.

If you wish to apply for the exact number of the Offer Shares set out in Box B of the Application Form, the number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of the Offer Shares for which full payment has been received.

The Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Registrar, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Friday, 2 January 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "Mastermind Capital Limited – Open Offer AC" and crossed "Account Payee Only". Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form has been received by no later than 4:00 p.m. on Friday, 2 January 2015, your right to apply for any of the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/ or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of the Underwriter; or
- (2) any specified event comes to the knowledge of the Underwriter.

If the Underwriter exercises such right, the Open Offer will not proceed.

Refund cheques in respect of the Offer Shares, if the Open Offer is terminated, shall be despatched by ordinary post on or before Wednesday, 14 January 2015 to the applicants at their own risk.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in the event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank pari passu in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on Wednesday, 14 January 2015 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

GENERAL

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* for identification purposes only



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 905)

(股份代號: 905)

To: Mastermind Capital Limited

致: 慧德投資有限公司*

Dear Sirs,

敬啟者:

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.45 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for such Offer Shares on the terms and conditions of the Prospectus dated Tuesday, 16 December 2014 and subject to the Memorandum and Articles of Association of the Company. I/ We hereby authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列股份之登記持有人，現申請乙欄（或倘已填妥丁欄，則丁欄）所列配額之發售股份數目，並附上按每股發售股份0.45港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一四年十二月十六日（星期二）之發售章程所載之條款及條件，並在 貴公司之組織章程大綱及公司細則限制下申請有關數目之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為有關發售股份之持有人，並請 貴公司將有關股票按背頁所列地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署

(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date 日期: _____

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄所列明之總數 或(如未有填妥)乙欄 所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄所列明之股款總額 或(如未有填妥)丙欄 所列明之股款總額)	Name of bank on which cheque/ cashier's order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Mastermind Capital Limited - Open Offer AC" (see the section headed "PROCEDURES FOR APPLICATION" on the reverse side of this Application Form).

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「Mastermind Capital Limited - Open Offer AC」為抬頭人（請參閱本申請表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to the assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數有效配發。倘背頁欄內並無填上數目，則閣下將被視作申請已收款項所代表之發售股份數目。倘股款少於上欄所填數目之發售股份所需之股款，則 閣下將被視作申請已收款項所代表之發售股份數目。申請將被視作為申請完整之發售股份數目而作出。本公司不會就股款發出收據。

* for identification purposes only

* 僅供識別