

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 HELD ON 15 JUNE 2011

The Board is pleased to announce that the proposed resolution was duly passed as ordinary resolution by the Independent Shareholders by way of poll at the EGM held on 15 June 2011.

Reference is made to the circular (the “**Circular**”) of Mastermind Capital Limited (the “**Company**”) and the notice (the “**Notice**”) convening the EGM both dated 30 May 2011 in relation to the proposed grant of Share Options to a substantial Shareholder and Director. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular and the Notice.

At the EGM held on 15 June 2011, the proposed resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of Shares in issue was 2,131,200,000.

As disclosed in the Circular, the proposed grant of Share Options to Mr. Mung Kin Keung (“**Mr. Mung**”) under the Share Option Scheme must be approved by the Independent Shareholders at an extraordinary general meeting by way of poll with all connected persons of the Company abstaining from voting in favour of the proposed grant of Share Options to Mr. Mung at an extraordinary general meeting of the Company.

In this regard, TDX, Mr. Tang Hao and Greater China Special Value Fund in aggregate holding 1,358,400,000 Shares representing approximately 63.74% of the total issued share capital of the Company as at the date of the EGM were required to abstain and have abstained from voting in favour of the Resolution at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution was 772,800,000 Shares, representing approximately 36.26% of the total issued share capital of the Company as at the date of the EGM. No Shareholder was entitled to attend and vote only against the Resolution at the EGM.

* For identification purpose only

The Board is pleased to announce that the Resolution was duly passed by the Independent Shareholders by way of poll at the EGM. The poll results in respect of the Resolution at the EGM were as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
To approve the grant of Share Options to Mr. Mung (details of which are included in the Circular) pursuant to the Share Option Scheme which will entitle Mr. Mung to subscribe for 21,000,000 Shares.	255,960,000 (100%)	Nil (0%)

As more than 50% of the votes were cast in favour of the ordinary resolution, the Resolution was duly passed at the EGM.

By order of the Board
Mastermind Capital Limited
Ha Wing Ho, Peter
Executive Director

Hong Kong, 15 June 2011

As at the date of this announcement, the Board comprises of six executive directors, namely, Mr. Mung Kin Keung (Chairman), Mr. Tang Hao (Chief Executive Officer), Mr. Ha Wing Ho, Peter, Mr. Chee Man Sang, Eric, Mr. Michael Stockford and Mr. Mung Bun Man, Alan and three independent non-executive directors, namely, Mr. Lo Tak Kin, Ms. Yu Tin Yan, Winnie and Mr. Patrick Lee.