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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)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK\$100,000,000 divided into 400,000,000 Shares to HK\$1,000,000,000 divided into 4,000,000,000 Shares by the creation of an additional 3,600,000,000 Shares, which will rank pari passu with all existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the forthcoming EGM.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A circular containing, among other things, further details about the Increase in Authorised Share Capital and the notice convening the EGM will be despatched by the Company to the Shareholders as soon as practicable.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$100,000,000 divided into 400,000,000 Shares of which 311,738,600 Shares are in issue.

* *For identification purposes only*

In order to provide the Company with a flexibility for future investment opportunities and to accommodate future issues of Shares which shall among other things provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$1,000,000,000 by the creation of an additional 3,600,000,000 Shares which shall rank pari passu with each other in all respects.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A circular containing, among other things, further details about the Increase in Authorised Share Capital and the notice convening the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Mastermind Capital Limited (慧德投資有限公司*), a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“Director”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving, inter alia, the Increase in Authorised Share Capital
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$100,000,000 divided into 400,000,000 Shares to HK\$1,000,000,000 divided into 4,000,000,000 Shares by the creation of an additional 3,600,000,000 Shares
“Share(s)”	the ordinary share(s) of HK\$0.25 in the share capital of the Company, and for avoidance of doubt, being the consolidated share of the Company after the share consolidation of every ten (10) issued and unissued shares of HK\$0.025 each into one (1) share of HK\$0.25 in the issued and unissued share capital of the Company which took effect on 10 October 2014
“Shareholder(s)”	the holder(s) of issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

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

Hong Kong, 29 October 2014

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.